

# TARRIF CINE & FINANCE LIMITED

CIN: L65990MH1985PLC035268

Regd. Off. : Ground Floor, Binani Bhavan, 28/30, Anant Wadi, Bhuleshwar, Mumbai – 400 002.

Tel: 2201 4001, Fax: 2201 4003 Email Id: [tarrifcinefin@yahoo.com](mailto:tarrifcinefin@yahoo.com), BSE CODE NO. 512221

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

To

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai- 400 00.

Dear Sir/Madam,

**Sub: Intimation of Notice of Extra Ordinary General Meeting , E-Voting and Calendar of Events (Scrip code 512221)**

This is to inform you that pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Extra-Ordinary General Meeting ("the EOGM") for obtaining the approval of members for the resolutions as mentioned in the notice is scheduled to be held on Wednesday, 20<sup>th</sup> March, 2019 at 11.00 a.m. at the registered office of the Company at 28/30, Anant Wadi, Bhuleshwar, Mumbai-400 002.

The Company provides its members facility to exercise their right to vote for business mentioned in the EOGM Notice by electronic means through e-Voting Services provided by National Securities Depository Limited (NSDL).

In this connection, we have attached herewith the following:

- a) Notice of EOGM; and
- b) Calendar of Events.

Further, the Cut-off date for the purpose of entitlement of e-voting is 14<sup>th</sup> March, 2019. The voting commences on 17<sup>th</sup> March, 2019 (9:00 am) and ends on 19<sup>th</sup> March, 2019 (5.00 p.m.).

Thanking you,

**For Tarrif Cine & Finance Limited.**

  
**Balkrishna Binani**  
Managing Director  
DIN: 00175080

**Date: 20<sup>th</sup> February, 2019**

**Place: Mumbai**







## **TARRIF CINE & FINANCE LIMITED**

**Registered Office:** 28/30, Anant Wadi, Bhuleshwar, Mumbai 400002  
**CIN:** L65990MH1985PLC035268; **Tel No.:** 022- 2201 4001; **Fax.:** 2201 4003  
**Website:** www.tarrifcine.com

### **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held on Wednesday, March 20<sup>th</sup>, 2019 at 11:00 A.M. at the registered office of the Company situated at 28/30, Anant Wadi, Bhuleshwar Mumbai- 400 002, to transact the following business:**

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#### **SPECIAL BUSINESS**

**1. AMENDMENT TO OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorised Committee or individual Director) is hereby authorised to accept as it may deem fit, the consent of the members of the Company be and are hereby accorded to delete the Clause III (A) (1 to 3) and III (B) (4 to 49) of the existing Object Clause of the Memorandum of Association of the Company and insert the below new clauses as Clause III (A) (1 to 3) & Clause III (B) (4 to 37):





**Clause III A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of iron founders, mechanical engineers and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers mill-wrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling-stock and hardware of all kinds.
2. To carry on in India or elsewhere the business of manufacturers and industrialists, mill proprietors, engineers, founders and smelters, and manufacturers of and dealers and traders in ferrous, and non-ferrous metals and alloys and manufacturers, dealers and traders in machinery, machinery parts and stores of all kinds.
3. Importing, Exporting, Trading of all kinds of Goods and providing all kinds of services.

**Clause III B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" ARE;**

4. To work mines or quarries and to find, crush, smelt, manufacture or otherwise deal with limestone, chalk, clay, ores, metals minerals, oils, precious and other stones or deposits or products, and generally to carry on the business on mining in all branches.
5. To acquire by concession, grant purchase, barter lease license or otherwise any tract or tracts of country in India or elsewhere, together with such rights as may be agreed upon and granted by Government or the Ruler or owners thereof, and to expend such sums of moneys as may be deemed requisite and advisable in the exploration, survey and development thereof.



6. To search for and to purchase or otherwise acquire, from any Government, State or Authority any licensees concessions, grants decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
7. To apply or, Purchase for otherwise acquire, and protect, prolong and renew, whether in India or elsewhere any patents, patent rights brevets invention licenses protections, concessions, and the like, conferring any exclusive or limited right to any inventions secrets, or other in formation which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem directly or indirectly to benefit the Company, and to use, exercise develop manufacture under or grant licenses or privilege in respect of, or otherwise turn to account any patents, property, rights, inventions, secrets, or information so acquired and to spend money in experimenting upon, testing, improving or seeking to improve the patents, property, rights, inventions, secrets or information so acquired or proposed to be acquired.
8. To enter into any arrangement with any government, or state or authorities municipal local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, state or authority any rights, privileges and concessions · which the Company may think it desirable to obtain, and to carry out and comply with any such arrangement and to exercise, dispose of, or otherwise turn to account any such rights, privileges and concessions.
9. To carry on any trade, agriculture, business, manufacture, venture or commercial operation, in or with or in connection with India and any other part of the world, or in connection with any merchandise, commodities, goods, wares, produce, products, articles and things, and to purchase or otherwise acquire, exchange and repurchase, and to sell and resell or otherwise dispose of or deal in, either for future or ready delivery, and either absolutely or condi-





tionally, or to manufacture or do work upon any merchandise, commodities, goods, wares, produce, products, articles and things dealt or traded in by the Company, and to cover any, such purchases or sales by options, cross-contracts, or otherwise, and to acquire by concession, grant, purchase, barter, lease, license or otherwise either absolutely or conditionally, and either a line or jointly with others, any lands, buildings, machinery, plant, utensils, works conveniences, and other moveable and immoveable property of any description, and any patents, trademarks, concessions, privileges and other rights for the objects and business of the Company, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company, and to pay for such lands, buildings, works, property or rights, or any other property and rights purchased or acquired by or for the Company, by shares, debentures, debenture-stock, bonds, or other securities of the Company or by cash or otherwise, and to manage, develop, sell, let on lease or for hire, or otherwise dispose of or turn to account the same, at such time or times, and in such manner, and for such consideration as may be deemed proper or expedient.

10. To carry on, in India and elsewhere in any place or places in the world, the business or trade of insurance agents, financiers, capitalists, money-lenders company promoters, merchants, exporters, importers, underwriters, landed proprietors, builders, contractors, contractors and suppliers of goods to Government and other public and private bodies, shroffs, guarantee brokers, miners, carriers, by land and water, ship, boat and barge owners and builders, charterers, wharfingers, warehousemen, commission, forwarding and other agents, marine fire and other insurers and brokers, ginners, pressers, packers, cleaners, spinners, weavers, bleachers, dyers, manufacturers, merchants and dealers in motor cars, aeroplanes, ships and in all or any merchandise, commodities, goods, wares, produce, products, articles and things, distillers, manufacturers and makers of and dealers in dyes, colours, paints, varnishes, drugs, chemicals, oils, cements and manures, or any one or more of such businesses in all or any of their respective branches.



11. Generally, to carry on or assist or participate in any other trade or business, whether financial, commercial, mercantile, manufacturing or otherwise which may seem capable of being conveniently carried on in connection with any of the above specified business, or calculated, directly or indirectly, to promote the interests of the Company, or to enhance the value of or render profitable any of the Company's property or rights or which may be subsidiary or auxiliary to any of the Company's objects.
12. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash, or otherwise.
13. To buy, sell, manufacture, refine, manipulate, import, export and deal both wholesale and retail in commodities, substances, apparatus, articles and things of all kinds capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
14. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments, and to undertake and carry on with all scientific and technical researches experiments and tests of all kinds and to promote studies and search both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures meetings and conferences, and by providing the remunerations for scientific or technical professors or teachers, and by providing for the award of exhibitions, scholarships, prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.





15. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any Company or person carrying on any business which this Company is authorised to carry on or possessed of properly or rights suitable for any of the purposes of this Company.
16. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
17. To transact and carry on all kinds of agency business and to act as Managing Agents of any Company or concern.
18. To establish and maintain agencies at any place or places in India or other parts of the world for the conduct of the business of the Company, or for the purchase and sale of any merchandise, commodities, goods, materials, produce, products, articles and things required for or dealt in, or manufactured by, or at the disposal of the Company, and to transact all kinds of agency business.
19. To enter into partnership, or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business, undertaking or transaction which may seem capable of being conducted so as directly or indirectly to benefit this Company, or to amalgamate with any other company having objects altogether or in part similar to those of this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to place, take or otherwise acquire, or to be interested in, hold, sell, deal in and dispose of shares, stocks, debentures and other securities of any such company.



20. To promote, form and register, and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise, for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purposes which may seem directly or indirectly calculated to benefit this Company and to transfer to any such company any property of this Company and to be interested in, or take or otherwise acquire, hold sell, or otherwise dispose of shares, debentures, and other securities in or of any such company, or any other company for all or any of the objects mentioned in this Memorandum, and to subsidize or otherwise assist any such company, and to undertake the management and secretarial or other work, duties and business of any such Company, on such terms as may be arranged.
21. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundis, bills of lading, warrants, debenture and other negotiable or transferable instruments, and to buy, sell and deal in the same.
22. To borrow or raise or secure the payment of money or receive money on deposit at interest for any of the purposes of the Company and at such time or times as may be thought fit, by promissory notes, or by taking credits in or opening current accounts with any person, firm, bank, or company, and whether with or without any security, or by such other means as the Directors may in their absolute discretion deem expedient, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, and in security for any such money so borrowed, raised or received and of any such debentures or debenture, stock so issued, to mortgage, pledge, or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely or in test, and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.





23. To issue debentures, debenture-stock, bonds, obligations, and securities of all kinds, and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including if thought fit, uncalled capital,) or otherwise howsoever.
24. To acquire and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere, and debentures, debenture-stock, bonds obligations and securities issued or guaranteed by any Government, Municipality public body or other local authority, and any such shares, stocks, debentures debenture-stock, bonds, obligations or securities to acquire by original subscription, tender purchase, exchange, or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and any such shares, stocks, debenture, debenture stock, bonds, obligations, or securities to sell or otherwise dispose of.
25. To invest and deal with the monies and funds belonging or entrusted to the Company not immediately required in lands, buildings, bullion, commodities articles, goods, negotiable instruments, advances against property or goods, Government, Municipal and other bonds and securities, and in such other investments and in such manners as may from time to time to be determined, and to vary such investments and transactions, and to lend monies to such persons and on such terms, and with or without security as may seem expedient, and in particular to customers and others having dealings with Company, and to guarantee the performance of contracts by any such person.



26. To sell, or in any other manner deal with or dispose of the undertaking or property of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, and other securities of any other company having objects altogether or in part similar to those of this Company.
27. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the interest of the Company.
28. To place to reserve, or to distribute as dividend or bonus among the members, or to otherwise apply, as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at a premium by the Company, and any monies received in respect of dividend accrued on forfeited shares and also any monies arising from the sale by the Company of forfeited shares or unclaimed dividends or unclaimed dividends.
29. To distribute any of the property of the Company amongst the members in specie or in kind.
30. To pay all expenses of and incidental to the formation and registration of the Company, and the issue of its capital, including any underwriting or other commissions, brokers fees and charges in connection therewith.
31. To provide for the welfare of employees or ex-employees of the Company, and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to the provident and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and





dispensaries, medical and other attendances and other assistance as the Company shall think fit, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason or locality of operation or of public and general utility or otherwise.

32. To aid peculiarly or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles, or the promotion of industry or trade.
33. To remunerate the servants of the Company and others out of and in proportion to the profits of the Company, or otherwise as may be thought fit.
34. To remunerate or make donations to (by cash or other assets, or by allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture-stock, or securities of this or any other company, or in any other manner whether out of the Company's capital or profits, or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture, stock, or other securities of the Company, or for any other reason which the Company may think proper.
35. To procure the incorporation, registration or other recognition of the Company in any country state or place outside British India, and to establish and maintain local registers and branch places of business in any part of the world.
36. To sell, improve, alter, manage, develop, exchange, lease, mortgage enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the land, property, assets and rights, and generally the resources and undertakings of the Company, in such manner and in such terms as the Directors may think fit.



37. To do all or any of the above things as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

**2. TO CHANGE OF NAME OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13,14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, including Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements)





Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as "the Board", which term shall include any of its duly authorized Committee or individual Director) is hereby authorised to accept as it may deem fit, consent of the Members of the Company be and is hereby accorded for change of name of the Company from "TARRIF CINE & FINANCE LIMITED" to "SPV GLOBAL TRADING LIMITED".

**RESOLVED FURTHER THAT** upon the receipt of fresh certificate of incorporation upon change of name, the name "Tarrif Cine & Finance Limited" wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with "SPV Global Trading Limited".

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

Regd. Office : 28/30, Anant Wadi, Bhuleshwar  
Mumbai-400 002

Date : 06<sup>th</sup> February 2019  
Place : Mumbai

  
Balkrishna Binani  
DIN: 00175080  
Managing Director



## NOTES TO NOTICE

- I. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Item No. 1 to 2 is annexed hereto.
- II. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting. The instrument appointing the proxy in Form MGT-11 is annexed hereto, in order to be effective, should reach the registered office of the Company at least 48 hours before the time of the meeting.
- III. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- IV. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
- V. Route map for venue of the meeting is enclosed.
- VI. All the documents mentioned in the Notice and Explanatory statement will be available for inspection at the Registered Office of the Company during business hours, i.e. 10.00 a.m. to 6.00 p.m. and the same shall also be available for





inspection during the Extra Ordinary General Meeting.

- VII. In order to service the shareholders effectively and for administrative convenience, members are requested to notify multiple folios standing in their name for consolidation, if any, to the Secretarial Department at the Registered Office of the Company immediately.
- VIII. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Bigshare Services Private Limited.
- IX. As a measure of economy, Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
- X. Voting through electronic means**
1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra- Ordinary General Meeting ("the EOGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.



3. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Sunday, 17<sup>th</sup> March, 2019 (9:00 am) and ends on Tuesday, 19<sup>th</sup> March, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 14<sup>th</sup> March, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The process and manner for remote e-voting are as under:

In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

**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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

- A. Details on Step 1 is mentioned below:**

**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 'Shareholders' section.





3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>a) For Members who hold shares in demat account with NSDL.</b>	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>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c) For Members holding shares in Physical Form.</b>	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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.





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.

**B. Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



9. 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 [jajodiaassociate@gmail.com](mailto:jajodiaassociate@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

10. 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.

11. 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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- XI. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Thursday, 14th March, 2019.
- XII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EOGM and holding shares as of the cut-off date i.e. Thursday, 14<sup>th</sup> March, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).





- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. M/s. Jajodia & Associates, Practicing Company Secretary, (COP No. 19900) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tarrificine.com](http://www.tarrificine.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XVIII. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (02.00 pm to 04.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- XIX. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.



## EXPLANATORY STATEMENT

In conformity with the Provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the item of Special Business at item no. 1 & 2 of the Notice and the same should be taken as forming part of the notice.

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### Item No. 1 & 2

Tarrif Cine & Finance Limited ("the Company") was registered as a Non-Banking Financial Company (NBFC) under the provision of the Reserve Bank of India Act, 1934 ("the Act"). The Reserve Bank of India ("the RBI") in exercise of powers conferred under Sections 45-IA (6) of the Act, has passed an order dated 02<sup>nd</sup> August, 2018 and cancelled the Certificate of Registration No. 13.00444 dated March 24, 1998 issued to the Company.

Due to this cancellation of NBFC Registration, the Board of Directors of the Company in their duly convened Board Meeting held on 11<sup>th</sup> December, 2018 has recommended to change the Name and Object Clauses of the Company i.e. Object from NBFC related activity to Trading related to Non-ferrous Metal activity and name from "Tarrif Cine & Finance Limited" to "SPV Global Trading Limited" and accordingly on application of the Company, the Registrar of Companies, CRC, Manesar, Gurgaon vide its letter dated 30<sup>th</sup> January, 2019 has confirmed the availability of the proposed new name i.e. **"SPV GLOBAL TRADING LIMITED"**

Your Directors propose to amend the main object clause of Memorandum of association of the Company and name of the Company has proposed at Item no. 1 & 2 of the this notice and recommends the Special Resolution set out at Item no. 1 & 2 of the Notice for the approval by the shareholders of the Company. In terms of Sections 4, 13 and 14 of the Companies Act, 2013 and applicable rules therein, the consent of the Members by way of Special Resolutions are required for the proposed amendments in the Memorandum of Association of the Company.





The drafts of the revised Memorandum of Association and Articles of Association of the Company reflecting the Company's new name are available for inspection by the shareholders at the Registered Office of the Company on any working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 5.00 p.m. upto the date of closing of e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolutions except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

Date : 06<sup>th</sup> February, 2019  
Place : Mumbai  
Regd. Office: 28/30, Anant Wadi Bhuleshwar  
Mumbai-400 002

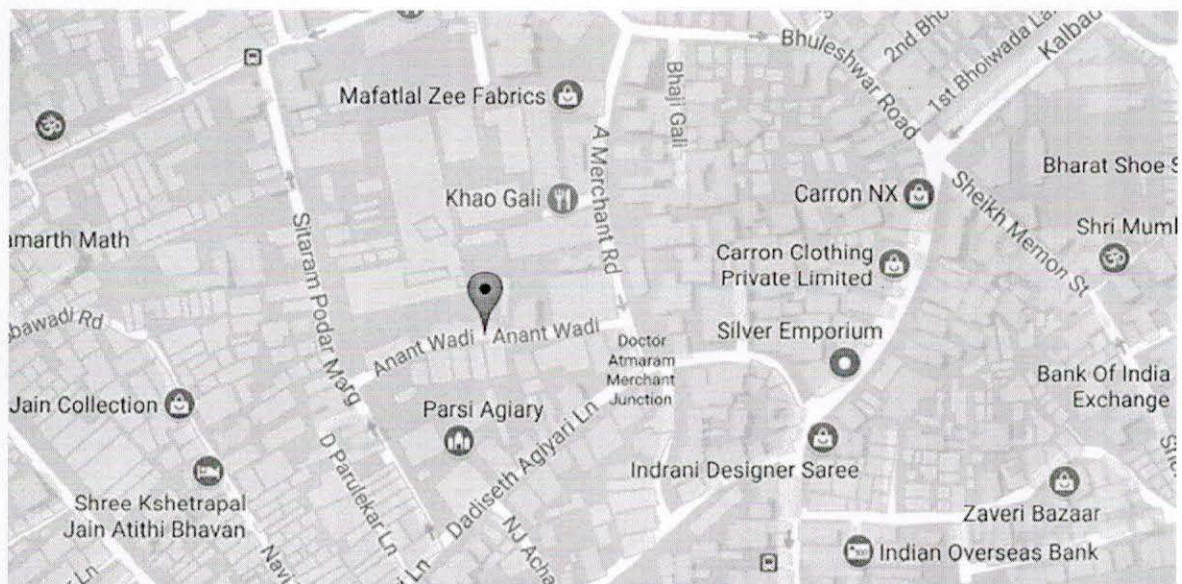
By Order of the Board

  
Balkrishna Binani  
DIN: 00175080  
Managing Director





## ROUTE MAP OF THE VENUE OF THE EOGM



**Prominent Landmark: Anant Wadi**





**Form No. 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)**

**CIN** : L65990MH1985PLC035268  
**Name of the Company** : Tarrif Cine & Finance Limited  
**Registered Office** : 28/30, Anant Wadi Bhuleshwar Mumbai 400002  
**Name of the Member (s)** :

**Registered address:**

**E-mail Id:** **Folio No / Client Id:** **DP ID:**

I / We, being the member(s) of Shares of the above mentioned company, hereby appoint

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her : \_\_\_\_\_

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-Mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

or failing him/her : \_\_\_\_\_



3.Name:\_\_\_\_\_

Address:\_\_\_\_\_

E-Mail ID:\_\_\_\_\_

Signature:\_\_\_\_\_

or failing him/her : \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 20<sup>th</sup> March, 2019 at 11.00 a.m. at registered office of the Company situated at 28/30, Anant Wadi, Bhuleshwar Mumbai 400002 and at any adjournment thereof, in respect of following resolutions as indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
	<b>Special Business:</b>		
1.	Special Resolution for Amendment in the Object Clause of the Memorandum of Association.		
2.	Special Resolution for Change of Name of the Company and alter the Memorandum of Association & Articles of Association.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix  
Revenue  
Stamp

Signature of Shareholder





# ATTENDANCE SLIP

**CIN** : L65990MH1985PLC035268  
**Name of the Company** : Tarrif Cine & Finance Limited  
**Registered Office** : 28/30, Anant Wadi Bhuleshwar Mumbai 400002

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at registered office of the Company situated at 28/30, Anant Wadi, Bhuleshwar, Mumbai-400 002 on Wednesday, 20th March, 2019.

.....  
**Full name of the Member (in block letters)**

.....  
**Signature**

Folio No.: ..... DPID No.:\* ..... Client ID No.:\* .....

\*Applicable for member holding shares in electronic form

.....  
**Full name of the Proxy (in block letters)**

.....  
**Signature**



# TARRIF CINE & FINANCE LIMITED

CIN: L65990MH1985PLC035268

Regd. Off. : Ground Floor, Binani Bhavan, 28/30, Anant Wadi, Bhuleshwar, Mumbai – 400 002.

Tel: 2201 4001, Fax: 2201 4003 Email Id: [tarrifcinefin@yahoo.com](mailto:tarrifcinefin@yahoo.com), BSE CODE NO. 512221

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

## Annexure I

CALENDAR OF EVENTS FOR CONDUCTING THE EOGM FOR SEEKING MEMBERS' APPROVAL:

SR NO	PARTICULARS	DATE
1.	Date of Board meeting	06 <sup>th</sup> February, 2019
2.	Date of Appointment of Scrutinizer	06 <sup>th</sup> February, 2019
3.	Cut-off date for ascertaining those members to whom the Notice of EOGM shall be sent	15 <sup>th</sup> February, 2019
4.	Completion of dispatch of Notice of EOGM to all the shareholders of the Company	21 <sup>st</sup> February, 2019
5.	Date of publication of Notice in the Newspaper	22 <sup>nd</sup> February, 2019
6.	Cut-off date for entitlement of shareholders for e-voting/ voting at EOGM venue	14 <sup>th</sup> March, 2019
7.	Date and time of commencement of voting through electronic means	17 <sup>th</sup> March, 2019 (09:00 a.m.)
8.	Date and time of end of voting through electronic means	19 <sup>th</sup> March, 2019 (05:00 p.m.)
9.	Date of EOGM	20 <sup>th</sup> March, 2019
10.	Submission of the Report by the Scrutinizer to Chairman	On or before 22 <sup>nd</sup> March, 2019
11.	Declaration of the Result of the EOGM and inform stock Exchange and display on the website of the Company.	On or before 22 <sup>nd</sup> March, 2019

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