

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the "Act") that the 24th Annual General Meeting ("the Meeting" or "AGM") of Midas Infra Trade Limited ("the Company") will be held on Saturday, 29th September, 2018, at 4.00 P.M. at the 2633-2634, Bank Street, Karol Bagh, New Delhi- 110005, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.

2. Re-Appointment of a Director:

To appoint a Director in the place of Mrs. Madhvi Gupta (DIN: 07642397), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Statutory Auditor to fill casual vacancy:

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 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Apra & Associates, Chartered Accountants, (FRN: 011078N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Moon and Company, Chartered Accountants, (FRN:024693N).

RESOLVED FURTHER THAT M/s. Apra & Associates, Chartered Accountants, (FRN: 011078N), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 1st September 2018, until the conclusion of this 24th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

4. Appointment of Statutory Auditor:

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

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s),clarifications, exemptions or re-enactments thereof for the time being in force) M/s.

Apra & Associates, Chartered Accountants, (FRN:011078N), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2023, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

5. Revision in terms of Remuneration of Mr. Rajnish Chopra, (DIN:07676838) Executive Director:

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

"RESOLVED THAT in partial modification of resolution No. 6 passed at the 23rd Annual General Meeting of the Company held on 29th September, 2017 and in accordance with the provisions of Sections 196, 197, 198, 203 and such other applicable provisions, if any, of the Companies Act, 2013 and such other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications thereof, and subject to such other approvals, if any, that may be required, the Company hereby approves of revision in terms of Remuneration of Mr. Rajnish Chopra, Executive Director (DIN: 07676838) w.e.f. 1st October, 2017 for the remainder of the tenure of his appointment i.e 12th August, 2018, by way of giving lumpsum salary of `1,80,000/- per month (including the remuneration to be paid in the event of loss or inadequacy of profits in a financial year during the tenure of his appointment) as set out in the Explanatory Statement annexed to the notice convening AGM , with authority to the Board of Directors to fix his salary within such maximum amount, increasing thereby proportionately all benefits linked to the quantum of salary.

6. Change in designation of Mr. Rajnish Chopra (DIN: 07676838) from Executive Director to Managing Director:

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 Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the change in designation of Mr. Rajnish Chopra (DIN: 07676838) from Executive Director to Managing Director of the Company with effect from 13th August, 2018, or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

7. Revision in terms and conditions of appointment of Mrs. Madhvi Gupta:

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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), the terms and conditions of appointment of Mrs. Madhvi Gupta (DIN: 07642397), Independent Director not liable to retire by rotation, be revised such that Mrs. Madhvi Gupta shall continue on the Board of the Company as a Non-Executive (Non-Independent) Director and liable to retire by rotation.”

8. Appointment of Mr. Bhagat Ram (DIN: 08198815) as an Independent Director:

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 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Bhagat Ram (DIN: 08198815), who was appointed as an Additional Director of the Company with effect from 13th August, 2018, as per the provisions of Section 161 of the Companies Act, 2013 read with provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 13th August 2018 to 12th August 2023 and whose office shall not be liable to retire by rotation.”

9. Appointment of Mrs. Sonia Hans (DIN: 08198994) as an Independent Director:

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 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Sonia Hans (DIN: 08198994), who was appointed as an Additional Director of the Company with effect from 13th August, 2018, as per the provisions of Section 161 of the Companies Act, 2013 read with provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, being so eligible, be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 13th August 2018 to 12th August 2023 and whose office shall not be liable to retire by rotation.”

By Order of the Board of Directors

Date: 04.09.2018
Place: New Delhi

Upendra Mani Tripathi
Company Secretary

Notes:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 9 of the Notice, is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this Annual General Meeting("AGM") are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent (10%) 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 proxy for any other person or shareholder. A Proxy form is enclosed herewith. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than Forty Eight (48) hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 22nd September 2018 to Saturday 29th September 2018 (both days inclusive).
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company.
5. To support the Green Initiative, Members who have not registered their e-mail addresses are requested to register the same with Depositories. This will assist the Company in redressing shareholders' grievances expeditiously.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or depository, for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their depository participants (“DPs”) in case the shares are held by them in electronic form and to company in case the shares are held by them in physical form.
10. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to: Company Secretary, Midas Infra Trade Limited, “301, 2633-2634, Bank Street, Karol Bagh, New Delhi- 110005. (E-mail: midasinftrade@gmail.com). Members are requested to bring their copies of Annual Report to the Meeting.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their dematerialized account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. 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 the PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may note that the Notice of the 24th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company’s website www.mitl.org.in to download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company’s investor E-mail id: midasinftrade@gmail.com
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
16. Mr. Manoj Gupta, Practicing Company Secretary (Membership No. FCS 6192), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

17. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
18. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

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.
4. 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. Your User ID details will be as per details given below :
 - 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*****).
 - 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. 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 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. b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at 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.

Step 2 : 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 the Company, which is 108440.
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.

General Guidelines for shareholders:

- a. 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 mguptacs@gmail.com with a copy marked to evoting@nsdl.co.in.
- b. 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 to reset the password.

- c. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nSDL.com> or contact NSDL at the following toll free no.: 1800-222-990.

Other Instructions

1. The e-voting period commences on Wednesday, 26th September 2018 (9.00 a.m.) and ends on Friday, 28th September 2018 (5.00 p.m.) During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, 22nd September 2018, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch 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. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, 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 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.
5. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.associatedfinlease.com and on the website of NSDL www.evoting.nSDL.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board of Directors

Date: 04.09.2018
Place: New Delhi

Upendra Mani Tripathi
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 Pursuant to Sec 102 of the Companies Act, 2013 ("the Act"), the following Statement sets out all material facts relating to the Special business mentioned in the accompanying notice:

ITEM NO. 3 Appointment of Statutory Auditor to fill casual vacancy:

The Members of the Company at its 22nd AGM held on Friday, 30th September, 2016 had appointed M/s. Moon and Company, Chartered Accountants, (FRN: 024693N) as the Statutory Auditors of the Company to hold office from the conclusion of 22nd AGM till the conclusion of 27th Annual General Meeting of the Company respectively subject to ratification of the appointment by the Members at every AGM held after the 22nd AGM of the Company.

M/s. Moon and Company, Chartered Accountants, (FRN:024693N) vide its letter dated 1st September, 2018 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 1st September, 2018, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Apra & Associates, Chartered Accountants, (FRN: 011078N), to hold office as the Statutory Auditors of the Company till the conclusion of 24th AGM and to fill the casual vacancy caused by the resignation of M/s. Moon and Company, Chartered Accountants, (FRN:024693N) subject to the approval by the members at the 24th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Apra & Associates, Chartered Accountants, (FRN: 011078N), to act as Statutory Auditors of the Company in place of M/s. Moon and Company, Chartered Accountants, (FRN: 024693N) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

ITEM NO. 4 Appointment of Auditor

The Board of Directors at its meeting held on 1st September, 2018, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Apra & Associates, Chartered Accountants, (FRN: 011078N), as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 24th AGM, till the conclusion of the 29th AGM of the Company to be held in the year 2023, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Apra & Associates, Chartered Accountants, (FRN: 011078N), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

ITEM NO. 5. Revision in terms of Remuneration of Mr. Rajnish Chopra, (DIN: 07676838) Executive Director

At the Annual General Meeting of the Company held on 29th September, 2017, the members of the Company had approved the appointment and terms and conditions of Mr. Rajnish Chopra as Executive Director from 1st August, 2017 for a period of five years without any remuneration.

But considering Mr. Chopra's commitment and illustrious contribution to the company, the Board, based on the recommendations of NRC, at its meeting held on 29th September, 2017 has approved revision in terms of Remuneration of Mr. Rajnish Chopra, Executive Director (DIN: 07676838) w.e.f. 1st October, 2017 for the remainder of the tenure of his, appointment i.e 12th August, 2018, by way of giving lumpsum salary of `1,80,000/- per month.

Details of remuneration paid to Mr. Chopra during the financial year 2017-18 have been disclosed in the annexure to the Board Report and in the Corporate Governance Report

Accordingly, approvals of the members are sought for revision in the remuneration of Mr. Rajnish Chopra to lumpsum remuneration of `180000/- per month, all other terms and conditions relating to the appointment of Mr. Rajnish Chopra as approved at the meeting held on 29th September, 2017, being unchanged.

Consequently, the Agreement between the Company and Mr. Chopra shall stand amended to reflect the revised terms of remunerations as aforesaid, with the rest of the terms and conditions remaining valid and in force.

The aggregate of the proposed revised remuneration as aforesaid shall be within the maximum limits as laid down under sections 197,198 and such other applicable provisions, if any, of the Act read with Schedule V to the Act as amended from time to time.

In compliance with the provisions of sections 196,197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remunerations of Mr. Chopra as specified above are now being placed before the Members for their approval.

The Board recommends the resolution at the item No.5 of the accompanying Notice for the acceptance by members.

ITEM NO. 6 Change in designation of Mr. Rajnish Chopra (DIN: 07676838) from Executive Director to Managing Director

The Members at the 23rd Annual General Meeting held on 29th September, 2017 approved the appointment of Mr. Rajnish Chopra as Executive Director of the Company with effect from 1st August, 2017.

On the recommendation of the Nomination & Compensation Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 13th August, 2018, re-designated Mr. Chopra as Managing Director of the Company with effect from the said date on the existing terms and conditions.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the change in designation of Mr. Chopra as a Director, and as Managing Director of the Company, as set out in the Resolution relating to his re-designation, on the remuneration of ` 1,80,000/- per month.

The aggregate of the remuneration and perquisites / benefits, payable to the Managing Director and the other Wholetime Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Additional information in respect of Mr. Chopra, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Only Mr. Chopra is interested in this Resolution.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions. The Board recommends these Resolutions for your approval

ITEM NO. 7 Revision in terms and conditions of appointment of Mrs. Madhvi Gupta

Mrs. Madhvi Gupta is presently holding office as an Independent Director of the Company in accordance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of Companies Act, 2013 requires that every independent director shall not be liable to retire by rotation. Further, explanation to Section 152(6) of Companies Act, 2013 also disallows any independent director from being considered for the purpose of calculating retiring directors.

Considering the contribution of Mrs. Madhvi Gupta and that the Company already has the requisite number of independent directors on the Board of the Company, with a view to optimize the mix of independent to non-independent directors on the Board of the Company, it is proposed to change the terms of appointment of Mrs. Madhvi Gupta to designate her as a Non-Executive (Non-Independent) Director and her office shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.

Mrs. Madhvi Gupta and her relatives may be deemed to be concerned or interested in the proposed resolution. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution set forth in item no. 7 for the approval of members.

Item Nos. 8 Appointment of Mr. Bhagat Ram (DIN: 08198815) as an Independent Director

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Bhagat Ram as an Additional Director on 13th August, 2018 and is now proposed to be appointed as an Independent Director.

Mr. Bhagat Ram meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

Mr. Bhagat Ram is the Young Energetic person. Mr. Bhagat Ram was born on 12th May, 1984 in Delhi. He did his Bachelors from University of Delhi. Mr. Bhagat Ram has more than 10 year Experience in Management. He has expertise experience in General management of Organization. Mr. Bhagat Ram served to various organizations as Managing Capacity. Further details of Mr. B Bhagat Ram have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Bhagat Ram as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 8 of this Notice for approval of the Members.

Except Mr. Bhagat Ram and his relatives, none of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution at Item No. 8 of this Notice..

Item Nos. 9 Appointment of Mrs. Sonia Hans (DIN: 08198994) as an Independent Director

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Sonia Hans as an Additional Director on 13th August, 2018 and is now proposed to be appointed as an Independent Director.

Mrs. Sonia Hans meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

Mrs. Sonia Hans is very young talented lady. She has diversified skill. She has expert knowledge in the field of Jewellery. She has vast experience of 20 Years in Jewellery Industry. She served in various capacities in Jewlley Industry. Mrs. Sonia Hans was born on 3rd February, 1981 in Delhi. Further details of Mrs. Sonia Hans have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Sonia Hans as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 9 of this Notice for approval of the Members.

Except Mrs. Sonia Hans and her relatives, none of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution at Item No. 9 of this Notice..

Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015) (Directorship & Committee membership other than Midas Infra Trade Limited)

Particulars	Mr. Rajnish Chopra	Mrs. Madhvi Gupta	Mr. Bhagat Ram	Mrs. Sonia Hans
Date of Birth	07.09.1976	25.06.1979	12.05.1984	03.02.1981
Date of Appointment	01.08.2017	01.08.2017	13.08.2018	13.08.2018
Qualifications	Graduate from Delhi University	Graduate	Graduate	Intermediate
Expertise in specific functional areas	Marketing and Administration	Knowledge of Jewellery Business	Management	Marketing of Jewellery
Directorships held in other companies (excluding foreign companies and Section 8 Companies)	HDC Pvt. Ltd. Dreams Diamonds Pvt. Ltd. Dreams Diamond World Pvt. Ltd. Apple Gems International Pvt. Ltd.	Hindustan Gold & Gems House Pvt. Ltd. JPA International Pvt. Ltd. HDC Pvt. Ltd. Dreams Diamonds Pvt. Ltd. Dreams Diamond World Pvt. Ltd. Apple Gems International Pvt. Ltd.	NA	NA
Membership / Chairmanships of committees of other companies (includes only Audit Committee)	2	3	3	3
Number of shares held in the	0	0	0	0

MIDAS INFRA TRADE LIMITED
CIN: L65910DL1994PLC062379
Regd. Office: 301, 2633-2634, Bank Street Karol Bagh New Delhi-110005
Tel: 011-42633934, Email Id- midasinfratrade@gmail.com
Website: www.mitl.org.in

ATTENDANCE SLIP

(To be presented at the entrance)

24TH ANNUAL GENERAL MEETING ON SATURDAY, 29TH SEPTEMBER 2018 AT 04:00 P.M.
at 2633-2634, Bank Street, Karol Bagh, New Delhi-110005

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
 2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
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MIDAS INFRA TRADE LIMITED
CIN: L65910DL1994PLC062379
Regd. Office: 301, 2633-2634, Bank Street Karol Bagh New Delhi-110005
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Website: www.mitl.org.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014

Name of the Member(s):

Registered Address :

E-mail id :

Folio No. / Client ID No..... DP ID No.....

I/ We, being the member(s) ofShares of Midas Infra Trade Limited, hereby appoint

1. Name:..... E-mail :.....

Address:.....

.....Signature:.....

or failing him

2. Name:..... E-mail :.....

Address:.....

.....Signature:.....

or failing him

3. Name:..... E-mail :.....

Address:.....

.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Saturday, 29th September, 2018 at 04:00 p.m. at 2633-2634, Bank Street, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mrs. Madhvi Gupta (DIN: 07642397), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. Appointment of Statutory Auditor to fill casual vacancy
4. Appointment of Statutory Auditor
5. Revision in terms of Remuneration of Mr. Rajnish Chopra, (DIN:07676838) Executive Director
6. Change in designation of Mr. Rajnish Chopra (DIN: 07676838) from Executive Director to Managing Director
7. Revision in terms and conditions of appointment of Mrs. Madhvi Gupta (DIN: 07642397)
8. Appointment of Mr. Bhagat Ram (DIN: 08198815) as an Independent Director
9. Appointment of Mrs. Sonia Hans (DIN: 08198994) as an Independent Director

Signed this _____ day of _____ 2018.

Signature of shareholder _____ Signature of Proxyholder(s) _____

NOTE: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map

