

ACME RESOURCES LIMITED

Regd. Office: 984, 9th Floor, Aggarwal Cyber Plaza-II, Netaji Subhash Place,
Pitampura, New Delhi - 110034

CIN No. : -L65993DL1985PLC314861, Phone: (011)27026766, Fax: 91-11 47008010

[Email: acmeresources@gmail.com](mailto:acmeresources@gmail.com) Website: www.acmeresources.in

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **ACME RESOURCES LIMITED** will be held at 77, Ground Floor, Dipin Apartment, Pitampura, Netaji Subhash Place Delhi Pin: 110034 on Friday, the 28th day of September 2018 at 10.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the financial year ended on March 31, 2018, Cash Flow Statement for the financial year ended March 31, 2018 and reports of Directors and Auditors thereon
2. To receive, consider and adopt the Audited Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the financial year ended on March 31, 2018, Cash Flow Statement for the financial year ended March 31, 2018 and report of Auditors thereon.
3. **Ratification of appointment of T R Chadha & co. LLP, chartered accountants as the Statutory auditors**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), appointment of T R Chadha & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such terms and remuneration as may be agreed upon between the Audit Committee/Board of Directors and the Auditors.”

4. To appoint a Director in place of Mr. Balbinder Singh (holding DIN 07030460), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To re-appoint Mr. Sharad Saluja (DIN-01516294) as Managing Director and fixation of Remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution :

“RESOLVED that in accordance with the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to other requisite approvals, if any, consent of the members be and is hereby accorded to re-appoint Mr. Sharad Saluja (DIN-01516294) as Managing Director of the Company, for a further period of 5 (five) years with effect from 1st April, 2019.

“RESOLVED FURTHER that in the absence of profits or inadequate profits, consent of the members be and is hereby accorded to pay remuneration to Mr. Sharad Saluja, Managing Director, for a period of 1 (One) years commencing from 1st April, 2018 to 31st March, 2019, including terms and conditions, as stated below:

(a) Basic Salary: Rs. 10,00,000 (Rupees Ten Lacs Only) per month

(b) Perquisites / allowances: Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.). The amount of such perquisites and allowances shall be as per Company's policy and rules. However, the total amount of such basic salary; and perquisites & allowances shall not exceed in aggregate of Rs. 1,20,00,000 (Rupees One Crore Only) per annum.

(c) Contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure. The items in part (C) shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid.

(d) The notice period of Mr. Sharad Saluja, Managing Director, shall be governed by the service rules of the Company.

RESOLVED FURTHER that in accordance with the provisions of Sections 196, 197, 198 and 203 and any other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in the event of adequacy of profits for any financial year during the tenure of Mr. Sharad Saluja, Managing Director, consent of the members be and is hereby accorded to pay remuneration to him as under:

- The total remuneration payable shall not exceed 5% of the net profits of the Company for the year and in case there are more than one Managing and/or Whole-time Director, then 10% of the net profits of the Company for all of them taken together, as laid down under Sections 197 and 198 of the Act.
- Remuneration shall consist of any and/or all of the following :
 - a) Monthly salary, as may be decided by the Board;
 - b) Commission; and
 - c) Perquisites / Allowances.
- Other benefits, perquisites and allowances (viz. housing, furnishing & repairs, security services, utility allowances like gas, electricity, water, car & driver, insurance, leave travel concession for self and family, medical reimbursement, club membership, telephone etc.)

RESOLVED FURTHER that the term of office of Mr. Sharad Saluja as Managing Director shall not be liable to retire by rotation.

RESOLVED FURTHER that subject to the provisions of the Act and the rules, circulars, orders and notifications issued thereunder read with Schedule V of the Act and/or guidelines for managerial remuneration issued by Government of India or other appropriate authority in that behalf as in force and as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board be and is hereby authorised to vary and alter the terms and conditions of the said re-appointment for increase or vary the remuneration to be paid and provided from time to time to Mr. Sharad Saluja, Managing Director.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof."

Date: 16.08.2018

Place: New Delhi

REGISTERED OFFICE

984, 9th Floor

Aggarwal Cyber Plaza-II

Netaji Subhash Place, Pitampura,

New Delhi -110034

Phone: (011) 27026766

Fax: 91-11 47008010

Email: acmeresources@gmail.com

Website: www.acmeresources.in

**By order of the Board
For ACME RESOURCES LIMITED**

Sharad Kumar Singh
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote instead of himself/herself and proxy need not be Member of the Company.
2. Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
3. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, authorising their representative to attend and vote at the Annual General Meeting.
4. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
5. The Explanatory Statement in respect of special business above is annexed hereto and forms part of this notice.
6. Closing of the Register of Members / Share Transfer Register, Pursuant to Section 91 of the Companies Act, 2013, read with rules made thereto, for the purpose of ensuing Annual General Meeting of the Company, from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).
7. Fixing 31st August, 2018 as the Cut-Off date (Record date for the purpose of Section 108 of the Companies Act, 2013 read with Rule 20 (3) (vii) of the Companies (Management & Administration) Rules 2014) for the purpose of sending Annual General Meeting notices to the eligible Shareholders for the 33rd Annual General Meeting along with the Annual Report of the Company and determining voting rights of members, entitled to participate in the E-voting process with respect to the business to be transacted at the 33rd Annual General Meeting. During the E-Voting period (i.e. September 25, 2018 to September 27, 2018, from 10:00 A.M. to 5:00 P.M.), shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date / record date (i.e. 21st September, 2018), may cast their vote electronically.
8. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited of 6, Mangoe Lane, 2nd floor and Kolkata - 700001.
9. Information under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 in respect of Directors seeking re-appointment at the Annual General Meeting (Item No.3 of the notice) is given hereinafter.
10. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. Additional information to be provided under Regulations of the Listing Agreement pertaining to the Directors being appointed/re-appointed. Members are requested to kindly refer Report on Corporate Governance forming part of the Annual Report.
12. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 Annual Report for 2017-18 is being sent in the permitted mode.

Members are requested to provide/update their e-mail addresses with their respective Depository Participants (DPs) or send an e-mail at mdpldc@yahoo.com to get the Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to intimate their e-mail address to Maheshwari Datamatics (P) Limited as mentioned above.

13. Electronic copy of the Notice of the 33rd 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 33rd 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. Route map showing prominent land mark for easy location is annexed to the notice.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
15. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
- (v) For CDSL: 16 digits beneficiary ID,
- (vi) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (vii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN000S0245</p> <p>(2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in DD/MM/YYYY format.

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
17. The Board of Directors has appointed Mr. Mukesh Chaturvedi, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
20. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company and on Depository Participants (DPs) website within two (2) days of passing of the resolutions and would also be communicated to the Kolkata and Bombay Stock Exchange.

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**By order of the Board
For ACME RESOURCES LIMITED**

Sharad Kumar Singh
Company Secretary.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Pursuant to the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 13th August, 2018, re-appointed Mr. Sharad Saluja for further period of 5 years w.e.f. 1st April, 2019; and approved their remuneration not exceeding Rs. 1,20,00,000 (Rupees One Crore Twenty Lacs Only) each per annum for a period of One year from 1st April 2018 as stated in item nos. 5 of the Notice respectively, subject to the approval of members of the Company and receipt of requisite approvals, if any. Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any of the Act and the Rules framed thereunder read with Schedule V to the Act, the appointment and remuneration of Whole-time Director and Managing Director requires approval of the members in General Meeting. Keeping in view of the above and as the existing approval of appointment of Sh. Sharad Saluja is valid up to 31st March, 2024 and payment of remuneration up to 31st March 2019, it is decided to seek approval of the members at the ensuing AGM of the Company. Mr. Sharad Saluja satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are also not disqualified from being appointed as Directors in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sharad Saluja under Section 190 of the Act. The details of Mr. Sharad Saluja, Managing Director as required under provisions of Section II of Part II of Schedule V to the Act, Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2, as applicable, are stated in 'Annexure I to the Notice.

The Board of Directors recommends the resolutions stated in the item nos. 5 for the approval of the members of the Company by way of Special Resolution. Save and except Mr. Sharad Saluja and their relatives, 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 said resolutions. This Statement may be regarded as disclosures under Regulation 36 of the SEBI Listing Regulations, Secretarial Standard - 2 and Schedule V to the Act.

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**By order of the Board
For ACME RESOURCES LIMITED**

Sharad Kumar Singh
Company Secretary.

Details of director seeking re-appointment at the ensuing AGM in respect of item no. 5 to the Notice [Pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard - 2, as applicable]	
Particulars	Mr. Sharad Saluja
Nature of Industry	NON-BANKING FINANCIAL COMPANY
Date of commencement of commercial production	11th February, 1985
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NOT APPLICABLE
Shareholding in the company as on 31st march, 2018	NIL
Foreign Investment or Collaborations if any	NIL
II. PARTICULARS OF APPOINTEE	
Background	Mr. Sharad Saluja aged 33 years
Past Remuneration	Rs. 7,50,000 per month
Recognitions or awards	None
Job profile and his suitability	Mr. Sharad Saluja is a Managing Director of the Company. He holds a BSC in accounting and finance from Lancaster University (UK). He has over 5 years of experience in varied industrial disciplines with reputed industrial houses. He is currently looking after the finance of the Company, which spans from managerial to administrative functions. He has very good track record of handling financial affairs of companies.
Remuneration proposed	Rs. 10,00,000/- per month inclusive of all perquisites.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin.)	The remuneration in the similar industries is much more than the remuneration proposed by the Company.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any,	He is related to Mr. Kuldeep Saluja (Father) Director of the company.
III. OTHER INFORMATION	
Reason for loss or inadequate profits	The company's growth trend is increasing. Its profit had increased in the current year as compared to last year. It depends on the business environment & general state of economy as a whole.
Steps taken or proposed to be taken for improvement.	The capital employed as per the audited financial statements as on 31.3.18 is Rs. 86.89 crores and increasing on year to year basis.
Expected increase in productivity and profits in measurable terms	
IV. DISCLOSURES	
Detail of Remuneration package	Gross Remuneration: Rs. 10,00,000/= (Rupees Ten Lakh rupees per month.

JUSTIFICATION

ACME RESOURCES LIMITED

JUSTIFICATION FOR INCREASING PAYMENT OF REMUNERATION OF MANAGING DIRECTOR

Mr. SHARAD SALUJA, aged 33 years, holds a BSC in accounting and finance from Lancaster University (UK). He has over 8 years of experience in varied industrial disciplines with reputed industrial houses. He has worked as a business associate in Corporate Executive Board, Gurgaon (an American Research Consultancy Headquartered in US), as a research associate in the Smart Cube, New Delhi (A niche research consultancy based in Delhi) & as a director in Sterling Agro Industries Limited.

Mr. Sharad Saluja joined the company on 1st December, 2007 as "DIRECTOR" and was appointed as a Managing Director of the Company w.e.f. 1st January, 2010 to till date. Since then Mr. Sharad Saluja has been associated with Company and has responsibly driven it all through these years.

The job of Managing Director at ACME RESOURCES involves high level of planning, vision and strategy, and financial skills and an in-depth understanding of the Industry. The company's main business is related to finance. Mr. Sharad Saluja possesses in-depth knowledge in finance field. His vast and varied experience in the Industry, his technical skills, his financial expertise leadership qualities and the vision coupled with his 8 years long association with the company makes him most suited for the job.

Under his supervision and guidance, He has made continuous efforts to increase the margins and has been successful in this endeavour. Increase in business levels and profitability demands more time and attention and accordingly the managing director is justified in asking for a higher remuneration.

Form No. MGT-11**PROXY FORM**

Name of the Member(s) :
Registered Address :
Email ID:
Folio/DP ID-Client ID No.

I/We, being the member/members, holding _____ Shares of the above named Company hereby appoint:

(1) Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him;

(2) Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him;

(3) Name: _____ Address: _____
Email ID: _____ Signature: _____ or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, Sep 28th, 2018 at 10.00 AM at 77, Ground Floor, Dipin Apartment, Pitampura, Delhi Pin: 110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business(es) :			
1.	To receive, consider and adopt the Audited Standalone Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the financial year ended on March 31, 2018, Cash Flow Statement for the financial year ended March 31, 2018 and reports of Directors and Auditors thereon		
2.	To receive, consider and adopt the Audited Consolidated Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the financial year ended on March 31, 2018, Cash Flow Statement for the financial year ended March 31, 2018 and report of Auditors thereon.		
3.	Ratification of appointment of M/s T R Chadha & Co LLP, Chartered Accountants, as an Statutory Auditors, who shall hold the office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.		
4.	To appoint a Director in place of Mr. Balbinder Singh (holding DIN 07030460), who retires by rotation and, being eligible, offers himself for re-appointment.		
5.	To re-appoint Mr. Sharad Saluja (DIN-01516294) as Managing Director and fixation of Remuneration.		

Signed this__ day of__ 2018.

Affix Revenue Stamp not less than Re. 0.15

Signature of the member

Signature of the proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. * It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of members(s) in above box before submission.

ATTENDANCE SLIP

I hereby record my presence at the 33rd Annual General Meeting of the Company to be held at 77, Ground Floor, Dipin Apartment, Pitampura Delhi Pin: 110034 on Friday, the 28th day of September 2018 at 10.00 A.M.

Full Name of the Member (in BLOCK LETTERS).....

Regd. Folio No.

DP ID

Client ID.....

No. of Shares held.....

Full Name of the Proxy (in BLOCK LETTERS).....

Member's/ Proxy's Signature.....

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

Route map to the venue of AGM

