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, BSE CODE NO. 512221

Website: www.tarrifcine.com

To,
BSE Limited

Corporate Relations Department,

P. J.Towers, Dalal Street, Mumbai-400 001.

Dear Sir/Madam,

Subject: Proceedings of the Extra Ordinary General Meeting ("the EOGM")

Pursuant to Regulation 30 and Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have enclose herewith the summary of proceedings relating to the EOGM of the company held on today i.e. 20th March, 2019. Further, the resolutions as set out in the said notice were duly passed on 20th March, 2019 with requisite majority.

Please take the above information on record.

Yours sincerely,
For Tarrif Cine & Finance Limited

Balkrishna Binani
Managing Director
DIN: 00175080

Date: 20th March, 2019
Place: Mumbai

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Encl: as above

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MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE TARRIF CINE & FINANCE LIMITED HELD ON WEDNESDAY, MARCH 20, 2019 AT 11:00 AT REGISTERED OFFICE OF THE COMPANY AT 28/30, ANANT WADI, BHULESHWAR MUMBAI- 400 002 .

Background

The Board of Directors of the Company, at its Meeting held on Wednesday, February 06, 2019 accorded approval to the proposal to conduct EOGM pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended from time to time including any statutory modification(s) or re-enactment thereof for the time being in force, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and other applicable laws and regulations, if any, to seek approval of the Members for the following:

Special Resolution:

1. **AMENDMENT TO OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION;**
2. **APPROVE THE NAME CHANGE OF THE COMPANY.**

The notice of EOGM containing draft resolutions, explanatory statement, e-voting user IDs and passwords were sent to the members and others concerned including statutory auditors, secretarial auditors, stock exchange etc. through post/email.

Intimation about completions of dispatch of Notice of EOGM, e-Voting, completion of e-voting date was intimated to the members by way of publication of advertisement in newspaper viz Business Standard (in English) and Mumbai Lakshwadeep (in Marathi) on 22nd February, 2019.

As per the notice:

(I) Voting rights have been reckoned on the paid up value of the shares registered in the name of the shareholders as on 14th March, 2019.

(II) Incomplete, unsigned or incorrectly filed ballot papers have been rejected by the Scrutinizer.

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The Scrutinizer had submitted his final report on Wednesday, March 20, 2019 on the basis of Ballot & e-voting process.

On the basis of the report of the Scrutinizer, M/s. Jajodia & Associates, Practicing Company Secretary, declared the results of the Ballot / e-voting on Wednesday, March 20, 2019. The Resolutions were approved by the required majority and deemed to have been passed on Wednesday, March 20, 2019.

The results on the Ballot/ e-voting have been intimated to Stock Exchange and have also been placed on the website of the Company at www.tarrifcine.com.

M/s. Jajodia and Associates, Practicing Company Secretary announced the following results of Ballot/ e-voting :

Special Resolution:

1. AMENDMENT TO OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION;

Particulars	**Remote E-voting**		**Poll Paper**		**Consolidated voting Results**		
	No. of Members voted	**No. of valid votes cast**	**No. of Members voted**	**No. of Valid votes cast**	**Total No. of Members voted**	**Total No. of valid votes cast**	**% of total number of valid votes cast**
In favour of the Resolution	2	1,17,400	5	1,04,343	7	2,21,743	90.51%
Against the Resolution	-	-	-	-	-	-	-

Invalid Votes:

	Remote E-voting	Poll Paper
Invalid votes	-	-

Result:

% of votes cast in Favour : 90.51%

% of votes cast against : -

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Text of Special Resolution approved by the members at the meeting is mentioned as under :

"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.

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- **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

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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 conditionally, 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,

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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 subsidies 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

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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

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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 subsidies 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

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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

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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

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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."

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Since out of the total valid votes polled, 90.51% of the votes were in favour of the resolution, thus the above Special Resolution was declared to have been passed with overwhelming majority.

2. **APPROVE THE NAME CHANGE OF THE COMPANY**

Particulars	Remote E-voting		Poll Papers		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	2	1,17,400	5	1,04,343	7	2,21,743	90.51%
Against the Resolution	-	-	-	-	-	-	-

Invalid Votes:

	Remote E-voting	Poll Papers
Invalid votes	-	-

Result:

% of votes cast in Favour : 90.51

% of votes cast against : 0

Text of Special Resolution approved by the members at the meeting is mentioned as under:

"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

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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."

Since out of the total valid votes polled, 90.51% of the votes were in favour of the resolution, thus the above Special Resolution was declared to have been passed with overwhelming majority.

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Chairman
Signed on 20th March, 2019

Place: Mumbai
Printed on : 20th March, 2019