

Notice of 34th Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting of the members of International Resources Limited [CIN: U52110UP1985PLC098830] will be held at the registered office of the Company at C-76, First Floor, Sector-22, Noida, Gautam Buddha Nagar UP- 201301 on Tuesday, May 08, 2018 at 12.00 PM to transact the following businesses:

ORDINARY BUSINESS

Item No. 1: Adoption of audited Financial Statements of the Company for the Financial Year ended on March 31, 2018:

To Consider and if thought fit, to pass with or without modification(s) the following resolution:

“RESOLVE THAT the audited Financial Statements of the Company for the Financial Year ended on March 31, 2018 along with Director’s Report and Auditors’ Report thereon be and are hereby received, considered, approved and adopted.”

Item No. 2: Re-appointment of Mr. Jagbir Singh (DIN: 06553628) as Director:

“RESOLVED THAT Mr. Jagbir Singh (DIN: 06553628), who retire by rotation and being eligible offer himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by Rotation.”

Item No. 3: Ratification of appointment of M/s Shiv & Associates, Chartered Accountants as Statutory Auditors.

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

“RESOLVED that in line with the resolution passed by the shareholders in their 31st Annual General Meeting held on September 30, 2015 for the financial year ended on March 31, 2015, appointing M/s Shiv & Associates (FRN No. 009989N), Chartered Accountants as Statutory Auditors of the Company for a term of 5 years i.e. till the conclusion of 36th Annual general Meeting and pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the companies Act 2013 read with Companies (Audit and Auditors) Rule 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the company hereby ratifies their appointment as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held for financial year ended on March 31, 2020 on a remuneration as mutually agreed between the Board of Directors of the Company and the Auditors ”

SPECIAL BUSINESS

Item No. 4: Loans and Guarantees to bodies corporate and investments in body corporates.

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

"RESOLVED THAT pursuant to the provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and subject to the approval of the Reserve Bank of India, if any, (including any statutory modifications(s) or amendment(s) or any re-enactment thereof for time being in force), consent of the Company be and is hereby accorded to the Board of Directors, to make loan(s) and/or give guarantee(s)/securities of bodies corporate and/or to make investment(s) in securities of any bodies corporate by way of subscription, purchase, conversion or otherwise of Equity Shares,

Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments, as the Board may think fit and in beneficial interest of the Company in excess of 60% of the Paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account whichever is more as specified in section 186 of the Companies Act, 2013, from time to time in one or more tranches upto maximum amount of Rs. 1.5 Crore (Rupees One Crore Fifty Lakhs only), notwithstanding that investment along with company's existing loan(s) or investment(s) shall be in excess of the limit prescribed under section 186 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment(s) including the amount and terms and conditions of such investment and to do and perform all such acts, deeds, matters and thins as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the company in pursuance of such investment(s) or inter corporate loan(s)/guarantee(s)."

By order of the Board
For International Resources Limited

Place: New Delhi
Date: April 10, 2018

Jagbir Singh
(Director)
(DIN: 06553628)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A person can act as proxy on behalf of the member's upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further 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 cannot act as a proxy for any other shareholder.
2. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution.
3. The Register of Members and Share Transfer Books of the company remain closed from **May 02, 2018 to May 08, 2018** (both days inclusive).
4. All the Documents referred to the notice and Explanatory Statement is available for inspection at the registered office of the Company during the business hours between 11:00 AM to 03:00 PM till the date of Annual General Meeting.
5. Members are requested to send their queries, if any atleast seven days in advance of the meeting so that the information can be made available at the meeting.
6. Member are requested to notify immediately any change of address to the company.
7. **E-voting:**
 - (i) In Compliance with section-108 read with rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide e-voting facility to shareholders through Central Depository Services(India) Limited(CDSL) as an alternative to cast their vote electronically on the Resolutions set forth in the Notice.
 - (ii) A member may exercise his vote at any general meeting by electronic means.
 - (iii) During the e-voting period, members of the company holding shares as on the cut-off date i.e. **May 01, 2018**, may cast their vote electronically. The voting rights of the shareholders shall be in proportion of their shares in paid-up equity share capital of the Company as on cut-off date.
 - (iv) The e-voting period commences on **May 04, 2018** at 09.00 AM and ends on **May 07, 2018** at 05.00 PM. The e-voting shall be disabled by CDSL for voting thereafter.
 - (v) Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
 - (vi) **instructions for shareholders voting electronically are as under:**
 - (a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (b) Click on **Shareholders**.
 - (c) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) 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.
- (f) 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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then directly reach 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 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.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN of **International Resources Limited**.
- (k) 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.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (p) 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.
- (q) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory statement:

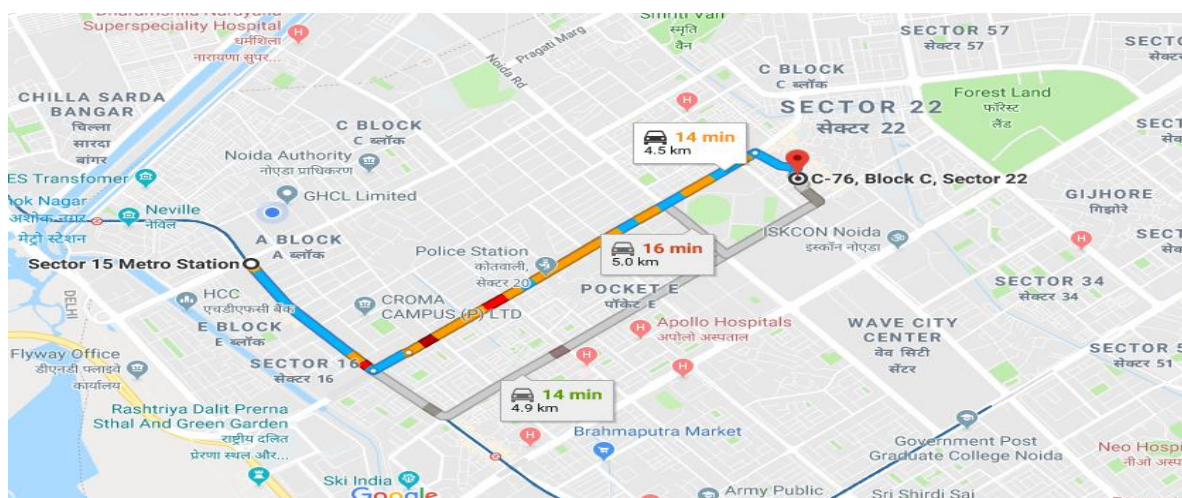
Item no. 4:

Presently, the company has made inter-corporate loan(s) and investment(s) in securities of bodies corporate in due course of business of the Company. The Company is further proposed to make Loan(s) or to do investment(s) in share capital of bodies corporate including group companies for an aggregate consideration not exceeding Rs. 1.5 Crore (Rupees One Crore Fifty Lakhs only) which will benefit the company in term of increase in the income of the Company by way of interest and dividend. Since the investment, together with the investments already made by the Company, will be in excess of the limits prescribed under Section 186 of the Companies Act, 2013 and also some investment attracts provisions of Section 185 of the Companies 2013, prior approval of the shareholders by way of a Special Resolution is required for the same. The funds required for this investment will be met out of internal accruals or such other sources, as the Board of Directors (“Board”) may deem appropriate. In view of the above, approval of the shareholders is sought to make Loan(s) or to do investment(s) in share capital of bodies corporate including group companies for an aggregate consideration not exceeding Rs. 1.5 Crore (Rupees One Crore Fifty Lakhs only). the Board recommends the passing of the Special Resolution under the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned/ interested in the above resolution.

ROUTE MAP

Venue: C-76, First Floor, Sector-22, Noida, Gautam Buddha Nagar UP- 201301



International Resources Limited

CIN: U52110UP1985PLC098830;

Regd. off.: C-76, First Floor, Sector-22, Noida, Gautam Buddha Nagar UP- 201301

Phone: 011-25769111; Email: satishagrawal307@yahoo.com

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: DP ID: _____

I/We, being the member (s) of _____ shares of International Resources Limited, hereby appoint:

1. Name: _____ Address: _____
 _____ Email id _____ or failing him

2. Name: _____ Address: _____
 _____ Email id _____ or failing him

3. Name: _____ Address: _____
 _____ Email id _____

And whose signature (s) are appended below as my/our proxy to attend and vote (on poll) for me/us and my/our behalf at the 34th Annual General Meeting of the Company to be held on Tuesday, May 08, 2018 at 12:00 PM.

International Resources Limited

CIN: U52110UP1985PLC098830;

Regd. off.: C-76, First Floor, Sector-22, Noida, Gautam Buddha Nagar UP- 201301

Phone: 011-25769111; Email: satishagrawal307@yahoo.com

ATTENDANCE SLIP

Folio No/DP ID or Client ID		No of Shares	
Name of the Member(s)/proxy: _____			
Address: _____			

Email id: _____			

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company and hereby record my/our presence at 34th Annual General Meeting of the Company C-76, First Floor, Sector-22, Noida, Gautam Buddha Nagar UP- 201301 on Tuesday, May 08, 2018 at 12:00 PM

Signature pf 1st Member's/Proxy's

Signature pf 2nd Member's/Proxy's

Signature pf 3rd Member's/Proxy's

Note: Please fill this attendance slip and hand it over at the entrance of the hall.