

NOTICE

Notice is hereby given that Twenty-Seventh (27^{th)} **Annual General Meeting** of the Members of **M/s. Clarity Financial Services Limited** will be held at its registered office 29, Ganesh Chandra Avenue, 4th Floor, Kolkata – 700 013, on Friday, 25th day of September, 2020 at 11.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2020, together with the Reports of Board of Directors and Auditors thereon.
- 2. To consider appointment of Director in place of Mrs. Bharti Gupta, Executive Director (DIN: 06829341), who retires by rotation and being eligible, offers herself for re-appointment.
- 3. To consider appointment of Director in place of Ms. Tamanna Gupta, Executive Director (DIN: 07842312), who retires by rotation and being eligible, offers herself for reappointment.
- 4. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the sixth consecutive Annual General Meeting and to fix their remuneration:

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Sajjan Sultania, Partner in M/s. Sultania & Co. (FRN: 327263E), Chartered Accountants, Kolkata be and are hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of 27th Annual General Meeting till the conclusion of 32nd consecutive Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit."

SPECIAL BUSINESS:

5. Re-appointment of Sanjay Gupta (DIN: 01383122) as Managing Director of the Company for a period of five years from 25th September, 2020 till 24th September 2025.

To consider, and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read with



Schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or reenactment(s) for the time being in force) and the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014, as amended from time to time and based on the
recommendation of Nomination and Remuneration Committee and subject to such sanctions as may
be necessary, the consent of the members be and is hereby accorded for re-appointment of Mr.
Sanjay Gupta (DIN: 01383122) as Managing Director of the Company for a five year term
commencing from 25th September, 2020 till 24th September 2025, upon the terms and conditions set
out in the statement annexed to the Notice convening this meeting, including the remuneration to
be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within
the overall limits of Section 197 of the Act and in the agreement entered into between the Company
and Managing Director, which agreement is hereby approved, with liberty to the Board of Directors,
to alter or vary the terms and conditions and remuneration including minimum remuneration as it
may deem fit and in such manner as may be agreed to between the Board and Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of Managing Director from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Place: Kolkata

Date: 25th August, 2020

By Order of the Board of Directors
For Clarity Financial Services Limited
Sd/Varsha Agarwal
Company Secretary



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying notice dated 25th day of August, 2020.

To Resolution No. 5

The Board of Directors, at their meeting held on 25th August, 2020, Mr. Sanjay Gupta as Managing Director of the Company for a period of 5 years from 25th September 2020 to 24th September 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sanjay Gupta should be available to the Company for a further period of 5 (Five) years with effect from 25th September 2020 .

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board at their meetings held on 25th August, 2020 re-appointed him as Managing Director of the Company for a further period of 5 (Five) years with effect from 25th September 2020 with appoint terms as approved by them

Salary

Salary will be paid at par as per market standards including House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments/increases as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

Subject to any statutory ceiling/s, annual performance pay will additionally be applicable based Company's performance from time to time and as may be determined by the Nomination and Remuneration Committee (NRC) and Board.

Place: Kolkata

Date: 25th August, 2020

By Order of the Board of Directors For Clarity Financial Services Limited Sd/-Varsha Agarwal Company Secretary



NOTES:

- 1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto and forms part of the notice.
- 2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country. Members have been provided with electronic voting facility.
- 3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, 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 Members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company, carrying voting rights. However, a Member holding more than 10% 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 Member.

The proxy form for the AGM is annexed herewith. The Proxy-holder shall carry his/ her identity proof at the time of attending the Meeting.

Corporate Members are required to send to the Company, a certified copy of the Board Resolution (together with the respective specimen signatures), pursuant to Section 113 of the Companies Act, 2013 (the Act) (as amended), authorizing their representative to attend and vote at the AGM. An authorised representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 1 above.

Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue. Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

For easier identification Members attendance at the meeting, members are requested to bring their PAN card or Voter ID card along and the members who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos.

The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive), for the purpose of Annual General Meeting.



- 5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7. In line with the aforesaid MCA Circulars 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular"), the Notice of the 27th AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of 27th AGM and Annual Report 2019-20 will be available on the website of the Company at www.clarityforex.com. Notice of 27th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
- 8. The Securities and Exchange Board of India (SEBI), has mandated the submission of PAN by every Participants in the Securities Market. Members holding shares in demat form are requested to furnish a copy of PAN card to the Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are required to submit their PAN card to the RTA.
- 9. In all the cases relating to the appointment, re-appointment of Directors at the ensuing AGM, the requisite details of Directors, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 is given in the explanatory statement to the Notice.
- 10. Members are requested to visit the website of the Company, www.clarityforex.com for viewing the Quarterly and Annual Financial Results and for more information about the Company. Further, the Notice for this AGM, along with requisite documents, and the Annual Report for the Financial Year 2019-20 shall also be available on the website of the Company at www.clarityforex.com
- 11. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company (11.30 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
- 12. The Board has appointed **Ms. Nisha Nahata,** Practicing Company Secretary, (Membership No. 26540, Certificate of Practice No. 9624) as the Scrutinizer to scrutinize the voting process (electronically or otherwise), in a fair and transparent manner.
- 13. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2020.

14. Voting through electronic means:

a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes



by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- b. The remote e-voting period starts on Tuesday, 22nd September, 2020 (10.00 AM. IST) and ends on Thursday, 24th September, 2020, (5.00 PM. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, 18th September, 2020, may cast their votes electronically.
- c. The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- d. The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

The way to vote electronically on NSDL E-voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL E-voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL E-voting system.

Step 1: Log-in to NSDL E-voting system

- i. Visit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/
- ii. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL E-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL E-services after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. cast your vote electronically.
- iv. 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***).
- v. Your password details are given below:



- a. If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will direct you to change your password.
- c. How to retrieve your 'initial password'?
- i. Your 'initial password' is communicated to you in the attachment to this Email, 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'. If your E-mail ID is not registered, your initial password is being communicated with the Notice of AGM through physical mode.
- vi. 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
- c. 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, PAN, name and registered address.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. 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.

- i. 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.
- ii. 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.
- iii. Select "EVEN" of the Company.
- iv. Now you are ready for E-voting as the Voting page opens.
- v. 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.



- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- i. Your login id and password can be used by you exclusively for E-voting on the resolutions placed by the companies in which you are the shareholder.
- ii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by E-mail to nahatanisha@yahoo.com with a copy marked to evoting@nsdl.co.in
- iii. 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.
- iv. 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.
- 17. The Results of remote E-voting and poll, as submitted by the Scrutinizer, shall be declared within 48 hours of the conclusion of the Meeting of the Company, by the Chairman or by any other person duly authorised in this regard. The Results declared along with the report of the Scrutinizer shall be, placed on the Company's website, displayed on the Notice Board of the Company at its Registered Office and simultaneously shall be communicated to the Stock Exchanges.



BRIEF PROFILE OF THE DIRECTORS

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges following information is furnished in respect of Directors proposed to be appointed / reappointed.

Name of Director	Mrs. Bharti Gupta	Ms. Tamanna Gupta	
DIN	06829341	07842312	
Date of Birth	06.08.1968	12.06.1993	
Date of Appointment on the Board	26.02.2014	06.07.2017	
Qualifications	Graduate in Bachelor in Arts (H)	Graduate in Bachelor in Multimedia	
Brief Resume & Expertise	Mrs. Gupta is a graduate in BA	Ms. Gupta is graduate in Bachelor	
in specific functional areas	Hons. and look after in the fund	in multimedia and has expertise in	
	management of the Company.	e-marketing of the Company.	
Relation with other	Wife of Mr. Sanjay Gupta,	Daughter of Mr. Sanjay Gupta and	
Directors or Key	Director of the Company	Mrs. Bharti Gupta, Director of the	
Managerial Personnel of		Company	
the Company			
Other Directorship in	Clarion Finance & Investment	-	
Companies	Co. Pvt. Ltd.		
Memberships /	-	-	
Chairmanships of			
Committees of other			
Boards			
Number of Equity Shares held in the Company	2,61,180	3,15,000	

The Board commends Item no. 2 and 3 for consideration and approval of the shareholders.



Date:

(*as per Company records)

Clarity Financial Services Limited

Form No.MGT-12 Ballot / Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

	tered Office	pany : Clarity Financial Services Limit : 29, Ganesh Chandra Avenue, 4 ^t Kolkata – 700 013				
CIN		: L65999WB1993PLC058631	BALLOT PAPER	<u> </u>		
SI. I	No	Particulars			Details	
1	. Name o	f the first named Shareholder (In etters)				
2	. Postal a	ddress				
3	(*applio	red Folio No. / *Client ID No. cable to investors holding shares in crialized form)				
4	. Class of	Share		Equity Shares		
		ny vote in respect of Ordinary Resolut the following manner:	tions enumera	ted below by recor		I dissent from
NO.	item No.			held by me	I assent to the resolution	the resolution
1.	To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2020 and Director's Report and Auditors' Report thereon.					
2.						
3.	To consider appointment of Director in place of Ms. Tamanna Gupta, Executive Director (DIN: 07842312), who retires by rotation and being eligible, offers herself for re-appointment.					
4.	To appoint Mr. Sajjan Sultania, Partner in Sultania & Co. Chartered Accountant as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the sixth consecutive Annual General Meeting and to fix their remuneration					
5.	Re-appointment of Sanjay Gupta (DIN: 01383122) as Managing Director of the Company for a period of five years from 25th September, 2020 till 24th September 2025.					

(Signature of the shareholder*)



.**%**.

Clarity Financial Services Limited

Clarity Financial Services Limited

CIN: L65999WB1993PLC058631

Regd. Office: 29, Ganesh Chandra Avenue, 4th Floor, Kolkata – 700 013 **Ph. No.**: 033-40017379, 033-22110198, **Email**: support@clarityforex.com

Website: www.clarityforex.com

27TH ANNUAL GENERAL MEETING ATTENDANCE SLIP

Venue of the Meeting	: 29,	Ganesh	Chandra	Office,	4 th Floor,	Kolkata –	700 013

Date and Time: Friday, 25th September, 2020 at 11.30 AM

Name and address of Registered	
shareholder	
Folio No. / DP ID No. Client ID No	
No. of Shares	
I certify that I am the Registered Shar record my presence at the 27 th Annua	eholder / Proxy for the registered shareholder of the Company. I hereby I General Meeting of the Company
	Signature of Shareholder/Proxy
• •	ng the Annual General Meeting (AGM) must bring his/her Attendance ited at the entrance of the meeting hall
	avity. Financial Compiess Limited

Clarity Financial Services Limited

CIN: L65999WB1993PLC058631

Regd. Office: 29, Ganesh Chandra Avenue, 4th Floor, Kolkata – 700 013 **Ph. No**.: 033-40017379, 033-22110198, **Email**: support@clarityforex.com

Website: www.clarityforex.com

Form No. MGT-11 PROXY FORM

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

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

I/We, being the member (s) of Clarity Financial Services Limited holdingequity shares, hereby appoint the following as my proxy to attend and vote for me/ us and on my/ our behalf at the 27th Annual General Meeting of the Company to be held on Friday, the 25th day of September, 2020 at 11:30 AM. at 29, Ganesh Chandra Avenue, 4th Floor, Kolkata - 700 013 and any adjournment thereof in respect of such resolutions as are indicated below

1.	Name	
	Address	



	Email Id	
	Or failing him	Signature
2.	Name	
	Address	
	Email Id	
	Or failing him	Signature
3	Name	
	Address	
	Email Id	
	Or failing him	Signature

×.....



I/We direct my/our proxy to vote on Resolutions in the manner as indicated below:

Sl. No.	Resolutions		Optional	
		For	Against	
1.	To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2020 and Director's Report and Auditors' Report thereon.			
2	To consider appointment of Director in place of Mrs. Bharti Gupta, Executive Director (DIN: 06829341), who retires by rotation and being eligible, offers herself for re-appointment			
3.	To consider appointment of Director in place of Ms. Tamanna Gupta, Executive Director (DIN: 07842312), who retires by rotation and being eligible, offers herself for re-appointment.			
4.	To appoint Mr. Sajjan Sultania, Partner in Sultania & Co. Chartered Accountant as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the sixth consecutive Annual General Meeting and to fix their remuneration			
5.	Re-appointment of Sanjay Gupta (DIN: 01383122) as Managing Director of the Company for a period of five years from 25th September, 2020 till 24th September 2025.			

Signed this	day of	2020			
Signature of shareholder(s):				Affix	
Signature of Proxy holder(s):				Revenue	
signature of Froxy Holder(s).				Stamp	
Notes: This form of proxy in or of the Company, not less than		•	· ·	he Registered	Office
×					

Remote E-Voting Details

EVEN	User ID	Password
(Electronic Voting Event		
Number)		
14434		

Please read the Notice of the 27th Annual General Meeting of the Company for remote e-voting instructions.

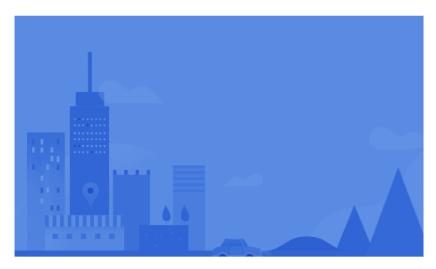


29, Ganesh Chandra Ave

29, Ganesh Chandra Avenue, 4th Floor, Kolkata - 70013



Map data ©2020 Google 200 m ■



29, Ganesh Chandra Ave

Chandni Chawk, Bowbazar Kolkata, West Bengal 700012











Directions Sa

Save

Nearby Send to your phone

Share



H994+89 Kolkata, West Bengal