

POTENTIAL INVESTMENTS AND FINANCE LIMITED

Registered Office: L-506, Agrasen Apartments, Plot No. 66, I P Extension, Delhi-110092

CIN: L74900DL1983PLC014972

Website: www.potentialindia.net

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NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Potential Investments and Finance Limited will be held on Thursday, the 27th day of August, 2016 at 3:30 P.M. at IMA-East Delhi, Building, 35-X, Institutional Area, Karkardooma, Delhi-110092 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year March 31, 2016 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Ruta Jindal (DIN: 01366744) who retires by rotation and being eligible, offers herself for re-appointment.
3. "To ratify the appointment of Auditors of the Company and their remuneration fixed at thirty third Annual General Meeting of the Company held on 29th September, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. VAPS & Company, Chartered Accountants (Firm Registration No. 03612N) as the auditors of the Company to hold office from the conclusion of 33rd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors, made at the thirty third Annual General Meeting of the Company held on 29th September, 2015, be and is hereby ratified."

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Sh. Rajiv Kohli as an Independent Director of the company:**

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, Sh. Rajiv Kohli (DIN: 01994387), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd December, 2015, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term upto 23rd December, 2020."

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Sh. Saket Agarwal as an Executive Director of the Company:**

"RESOLVED THAT pursuant to provisions of Sections 150, 152, 196, 197 and other applicable provisions of the Companies Act, 2013 ("the Act") and Companies (Appointment & Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, Sh. Saket Agarwal (DIN:00203084), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th May, 2016, in terms of Section 161 of the Companies Act, 2013 and whose terms of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby approves the appointment and terms of remuneration of Sh. Saket Agarwal (DIN:00203084) as the Executive Director of the Company, upon the terms and conditions set out in the Explanatory 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, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Sh. Saket Agarwal.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and Company Secretary be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Ms. Surbhi Arora Non-Executive Director of the Company:**

“**RESOLVED THAT** Ms. Surbhi Arora (DIN: 07571516), who was appointed an Additional Director of the Company with effect from 20th July 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.”

7. **To consider, and if thought fit, to pass the following resolution with or without modification as an Special Resolution for keeping Registers, Copies of Returns, etc, at Corporate Office of the Company at Ghaziabad (i.e. at a place other than Registered Office):-**

“**RESOLVED THAT** pursuant to provisions of Section 94 and 128 of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and Books of Accounts at the Corporate Office of the Company situated at Shop No. 29, Sudesh Square, Plot No. 92, Prakash Industrial Estate, Sahibabad, Ghaziabad 201005 or at the office of Registrar and Share Transfer Agent at Delhi (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

8. **To consider, and if thought fit, to pass the following resolution with or without modification as an Special Resolution for approving the Borrowing Limit:-**

“**RESOLVED THAT** in supersession of Resolution No. 5 passed at the Annual General Meeting of the Company held on 28th September, 2015 and pursuant to provisions of Section 180 (1) (c) of the

Companies Act, 2013, and rules made thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time shall not exceed Rs. 200 crores (Rupees Two hundred crores only).

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

9. To consider, and if thought fit, to pass the following resolution with or without modification as an Special Resolution for Mortgage the assets of the Company:

"RESOLVED THAT in supersession of Resolution No. 6 passed at the Annual General Meeting of the Company held on 28th September, 2015 and pursuant to the provisions of section 180 (1) (a) and other provisions, if any, of the Companies Act 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to mortgage or charge all or any part of immovable or movable properties of the company, where so ever situated, both present and future, and whole or part of the undertakings of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any immovable properties of the company together with the powers to takeover the managements of the business and concern of the company, in certain events, to or in favour of banks, financial institutions any other lenders to secure the amount borrowed/to be borrowed by the Company from time to time for the due payment of the principal monies together with the interest and other charges payable by the company in respect of such borrowings, provided however that the total amount so borrowed and remaining outstanding at any particular time which will be secured by such charge/mortgage shall not exceed Rs. 200 crores crores (Rupees Two hundred crores only).

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

TO TAKE NOTE OF RESOLUTION PASSED THROUGH POSTAL BALLOT (VOTING HELD FROM 28.07.2016 TO 26.08.2016)

10. Approval for Change of name of the Company from "Potential Investments and Finance Limited" to "Best Steel Logistics Limited" and consequent alteration to Memorandum of Association & Articles of Association of the Company.

To consider, and if thought fit, to give assent/dissent to the following **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read Companies (Incorporation) Rules, 2014 and any other applicable provisions or rules of Companies Act, 2013, thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to approval of Central Government or other regulatory authorities as may be necessary consent of the members be and is hereby accorded to the Board of Directors of the Company for changing the name of the

Company from “Potential Investments and Finance Limited” to “ Best Steel Logistics Limited” as made available by Registrar of Companies, Delhi.

RESOLVED FURTHER THAT upon receipt of fresh certificate of Incorporation consequent upon change of name the old name, i.e. “Potential Investments and Finance Limited”, be substituted with the new name, i.e. “Best Steel Logistics Limited” and Clause I of the Memorandum of Association of the Company be substituted by the following clause:

I. The Name of the Company is Best Steel Logistics Limited

RESOLVED FURTHER THAT Clause 2(h) of Articles of Association of the Company be substituted by the new name “Best Steel Logistics Limited”.

2(h) The “Company” shall mean Best Steel Logistics Limited

RESOLVED FURTHER THAT subject to the above, the name of the Company wherever appears in the Memorandum of Association and Articles of Association of the Company be substituted by the new name “Best Steel Logistics Limited”.

RESOLVED FURTHER THAT the any of the Directors and/ or Company Secretary of the Company be and are hereby severally authorised to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalise all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company.”

11. To alter Main Object Clause of Memorandum of Association of the Company

To consider, and if thought fit, to give assent/dissent to the following **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, NCT of Delhi and Haryana, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of one or more Directors) is authorised to accept, as it may deem fit, the approval of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:-

- A. Part A of the Objects Clause (Clause III) shall now be titled as ‘The Objects to be pursued by the Company on its Incorporation’.
 - B. Part B of the Objects Clause (Clause III) shall now be titled as ‘Matters which are necessary for furtherance of the Objects specified in Part A’
 - C. Part A of the Objects Clause (Clause III) altered, amended and re-numbered accordingly :
1. To carry on the business of providing Logistics Services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities and all ancillary services for these purposes or as independent undertaking, to purchase, take in exchange, charter, hire or otherwise, acquire and to own, work, manage ships, boats of all types and descriptions, aircraft, motor and other vehicles and employ the same in the conveyance of people and goods to any part of the world.

2. To carry on in India and elsewhere the trade or business or manufacturing, prospecting, raising, operating, buying, selling, importing, exporting, purchasing otherwise dealing in iron and steel of all qualities, grades, types and kinds as iron mongers, iron masters, steel makers and steel converters and/or all products made of Iron and Steel, Iron-ore and other alloys including zinc or/ and colour quoted steel, coils, sheets, pipes and tubes.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirables or expedient to give effect to the above resolution.”

12. To give loan/ guarantee or provide security under Section 186 of Companies Act, 2013.

To consider, and if thought fit, to give assent/dissent to the following **Special Resolution**:

“RESOLVED THAT in continuation to earlier resolution passed by the members of the Company in General Meeting dated 27.11.2014 and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of Rs. 200 Crores (Rupees Two hundred crores only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company’s existing loans or guarantee/ security or investments/ acquisitions are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

RESOLVED FURTHER THAT the Board and/or Company Secretary or any Committee thereof and/or Director and / or any Officer(s) of the Company as may be authorised by the Board or any Committee thereof as per the applicable provisions of the Companies Act, 2013 be and are hereby severally authorised to take from time to time all decisions and steps in respect of the above loans, guarantees and investments/ acquisitions including the timing, amount and other terms and conditions of such loans, guarantees and investments/ acquisitions and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, 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 loans, guarantees and investments/ acquisitions.”

**By Order of the Board
For Potential Investments & Finance Limited**

**Surbhi Arora
Company Secretary**

Place: New Delhi
Date: 20.07.2016

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/herself. Such a proxy need not be a member of the Company. A person can act as a proxy on behalf of the member(s).**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. As per the provision of Section 91 of the Companies Act, 2013. The Register of Members and Share Transfer Books will remain closed on August 22, 2016.
3. The Explanatory statement to pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business listed on Item No. 4 to 12 is annexed hereto.
4. Details as required in sub-regulation (3) Regulation 36 SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
8. Shareholders who have not yet dematerialised their shares and wish to dematerialise the same are requested to apply for dematerialization through their Depository Participants.
9. The Securities and Exchange Board of India (SEBI) has made it mandatory the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
10. The Ministry of Corporate affairs has taken a "Green Initiative in the Corporate governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent through e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with M/s. Bigshare Services Private Limited.
11. Electronic copy of Notice of 34th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with attendance slip, proxy form and Road map is being sent to all the members whose email Ids registered with the Company, Depository Participant (s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 34th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with attendance slip, proxy form and Road map is being sent in the permitted mode.
12. Members may also note that the Notice of 34th Annual General Meeting, attendance slip, proxy form, Road map, Ballot Paper and Annual Report for 2016 will also be available on the Company's website www.potentialindia.net for their download. The physical copies of the aforesaid document will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours

on working days. For any communication, the shareholders may also send requests to the Company's email Id: info@potentialindia.net.

13. Voting through electronic means:

- I. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meeting (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on Resolutions proposed to be considered at the 34th 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 AGM ("remote voting") will be provided by National Securities Depository Limited (NSDL).
- II. That the facility for voting, through Ballot Paper shall also 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.
- III. That the Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
- IV. The voting period commences on 23rd August, 2016 (9:00 AM IST) and ends on 26th August, 2016 (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 of 19th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. A person who is not a member on a cut-off date should treat this Notice for information purpose only.
- VI. The process & manner for e-voting are as under:
 - A. Member whose email Ids are registered with the Company/Depository Participant(s) will receive an email from NSDL informing them of their User Id and Password. Once the members receive the email, he or she will need to go through following steps to complete the e-voting process:
 - i. Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password noted in step (i) above. Click Login.
 - v. The Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Potential Investments and Finance Limited
 - viii. Now you are ready for e-Voting as Cast Vote page opens
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote

- xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail fcsdeepaklath@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case of Member receive physical copy of the Notice of AGM (for members whose email Ids are not registered with Company/Depository Participant(s) or requesting physical copy):
- a. The initial password is provided as below/at the bottom of the Attendance Slip of the AGM Notice
 - b. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Members available at the Download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai-400013 at the designated Email Ids evoting@nsdl.co.in or AmitV@nsdl.co.in or at +91-2499 4600 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at email Id: info@potentialindia.net.
- VIII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. 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 Password' option available on the site to reset the password.
- X. The voting right of the members shall be proportion to their shares of the paid up equity share Capital of the Company as on the cut-off date of 19th August, 2016.
- XI. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.
- XII. Any person who become becomes a member of the Company after dispatch of the Notice of the meeting and holding as on the cut-off date i.e. 19th August, 2016 may obtain the user ID and password by mailing at ID evoting@nsdl.co.in or info@potentialindia.net.
- XIII. Sh. Deepak Kumar Lath, Practicing Company Secretary, Proprietor of Lath Deepak & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of "ballot paper" or "polling paper" for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
- XVI. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.potentialindia.net and on the website of NSDL immediately after declaration of results by the

Chairman or a person authorized. The result shall also be immediately forwarded to the BSE Limited, Mumbai.

14. All documents referred to in the Accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hour (9.00 AM to 5.00 PM) on all working days, upto and including the date of the Annual General Meeting of the Company.
15. Corporate members are requested to send in advance, duly certified copy of the Board resolution /power of attorney authorising their representative to attend the Annual General Meeting.

**By the Order of the Board
Potential Investments and finance Limited**

**Place: New Delhi
Date: 20.07.2016**

**Surbhi Arora
Company Secretary**

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED AT THE AGM SCHEDULED TO BE HELD ON 27TH AUGUST, 2016 AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IS GIVEN BELOW:

Name of Director	Ms. Ruta Jindal	Mr. Rajeev Kohli	Mr. Saket Agarwal	Ms. Surbhi Arora
Date of Appointment on the Board	30.03.2015	22.12.2015	28.05.2016	20.07.2016
Expertise in specific functional areas	Ms. Ruta Jindal having experience of more than 6 years Management field.	Mr. Kohli is in the line of business of trading of pipes and steel. He is having extensive experience of more than 10 years.	Mr. Saket Agarwal is in the business of Steel & Pipes for more than 15 years. This varied experience over such long period has resulted into a wide and deep understanding of the levers of business. This enables him to drive operational excellence across the breadth of responsibilities.	Ms Arora, is having more than 3 years of experience in legal sector.
Qualification	Commerce Graduate	Commerce Graduate	Commerce Graduate	LL.B & Commerce Graduate from CCS University, and a qualified Company Secretary
No. of Equity shares held in the Company as on 31.03.2016	Nil	Nil	38,00,000	Nil
Directorship in other Companies	Nil	<ul style="list-style-type: none"> Amulya Leasing and Finance Limited Apollo Pipes Limited 	Keshwana Ispat Private Limited	Nil
Membership/Chairmanship of Committee(s) of other Companies	Nil	<p><u>Amulya Leasing & Finance Ltd</u></p> <ul style="list-style-type: none"> Stakeholders and Grievance Committee – Chairman Remuneration Committee – Member Audit Committee – Member 	Nil	Nil
Category	Non-Executive Director	Independent Director	Executive Director	Non-Executive Director
Relationship with other Directors	Nil	Nil	Nil	Nil

EXPLANATORY STATEMENT

(Pursuant to Section 102 of Companies Act, 2013)

ITEM No. 4

The Board on the recommendation of the Nomination and Remuneration Committee appointed Sh. Rajeev Kohli as an Additional Director of the Company with effect from 22nd December, 2015 in accordance with the provisions of Section 149, 152, 160 and 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Sh. Rajeev Kohli candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Sh. Rajeev Kohli on the Board is desirable and would be beneficial to the company and hence recommend resolution No.4 for adoption.

None of the Directors or Key Managerial Personnel or relatives of Directors and KMP except Mr. Rajeev Kohli, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 4 of accompanying notice.

The Board recommends resolution at Item No. 4 to be passed as an ordinary resolution.

ITEM No. 5

Sh. Saket Agarwal was appointed as an Additional Director of the Company with effect from 28th May, 2016 by the Board of Directors under Section 161 of the Act and Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Agarwal holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Agarwal's appointment as a Director.

The principal terms and conditions of Mr. Agarwal's appointment as Executive Director (hereinafter referred to as 'Mr. Agarwal' or the 'Executive Director') are as follows:

1. Nature of duties:

- a. The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company, if any.
- b. The Executive Director undertakes to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

2. a. Remuneration: The Executive Director shall be entitled to remuneration as agreed between the Management and Mr. Saket Agarwal, with annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance; incentive remuneration and/or commission

based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time.

b. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above.

3. The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Executive Director, unless specifically provided otherwise.
4. The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
5. The terms and conditions of the appointment of the Executive Director also include clauses pertaining to adherence with the Potential Code of Conduct, intellectual property, non-competition, conflict of interest with the Company and maintenance of confidentiality.

The Directors are of the view that the appointment of Mr. Agarwal as Executive Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolutions at Item Nos. 5 of the accompanying Notice for approval by the Members of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Other than Mr. Saket Agarwal, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item Nos.5 of the accompanying Notice.

ITEM No. 6

Ms. Surbhi Arora was appointed as an Additional Director w.e.f. July 20, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Ms. Surbhi Arora candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Ms. Surbhi Arora on the Board is desirable and would be beneficial to the company and hence recommend resolution No.6 for adoption.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Surbhi Arora, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 6 to be passed as an ordinary resolution.

ITEM No. 7

The Registered Office of the Company is situated at L-506, Agrasen Apartments, Plot No. 66, I.P Extension, Delhi-110092.

In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

The Board recommends to keep the registers maintained under Section 88(1) of the Companies Act, 2013 ("the Act") [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act including Annexures thereto and Books of Accounts at the Corporate Office at Ghaziabad or at office of Registrar and Share Transfer Agent at Delhi. The Board therefore recommends the resolution as set out at Item No.7 for approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said Resolution.

ITEM No. 8

The Company requires borrowing funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The company felt that the said limit is not adequate and needs enhancement, accordingly fresh approval of the Members by resolution having no.8 has been proposed.

The Company has aggressive growth plans and in order to meet the financial requirements and future projects as also for meeting other corporate requirements, borrowing limits previously sanctioned by the Members are proposed to be increased to Rs. 200 crores.

The Board commends the Resolutions at Item No. 8 of the accompanying Notice for approval by the Members of the Company by a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item No. 8 of the accompanying Notice.

ITEM No. 9

This is related to the previous item. Through the proposed resolution it is sought to grant authority to the Board of Directors to secure the borrowings, if required, by creating charge/mortgage on the assets of the Company. The existing authority is derived from the earlier resolution. Since it is not practical to seek general meeting's approval every time a loan is sanctioned, it is proposed to obtain a blanket approval to secure the properties for the loans sanctioned within the limits of Rs. 200 Crores as stated in the previous item. Even though section 180 (1) (a) refers to sale, lease or disposal of the whole or substantially whole of the undertaking of the Company, creating mortgage or charge on the assets give a right to the lender to take possession of or own the said properties in certain events, such creation of charge/mortgage in way constitutes sale or disposal of the undertaking of the Company. Therefore a resolution under Section 180 (1) (a) is required for this purpose.

The proposed borrowings of the Company may, if necessary, be secured by way of mortgages, charges and hypothecations on the Company's movable/immovable properties, present and future, in favour of the financial institutions/banks/insurance companies/other investing agencies/trustees for the holders of debentures/bonds/other instruments. As the documents to be executed by, with, or in favour of, the lender/parties may contain the power to take over the management and concern of the Company in

certain events, it is necessary for the Members to pass a resolution for creation of mortgages, charges and hypothecation to secure such borrowings.

The Board commends the Resolutions at Item No. 9 of the accompanying Notice for approval by the Members of the Company by a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at Item No. 9 of the accompanying Notice.

RESOLUTION PASSING THROUGH POSTAL BALLOT

Item No. 10

Owing to the change in Object Clause of the Company it is advisable to change the name of the Company, as old name is not in line with the revised objectives of the Company.

Your Board, at their meeting held on 12th May, 2016 recommends changing the name of the Company.

Further, the name approval letter pertaining to the availability of the “Best Logistics Steel Limited” has been duly obtained by the Company from the office of Registrar of Companies, Delhi.

By virtue of the above change in the Name Clause of the Company, it is required to alter its Memorandum of Association of the Company.

In terms of provisions of Companies Act, 2013, consent of the members of the company is required to change the name of the Company.

None of the Directors, Promoters and Key Managerial Persons (KMPs) of the Company and their relatives are in anyway, concerned or interested, financially or otherwise in the proposed Resolution.

Your Directors recommend the passing of the Resolution in Item No. 10 of the Notice as a Special Resolution.

Item No. 11

The existing Memorandum of Association (“MOA”) of the Company was framed in terms of the provisions of the Companies Act 1956 and in pursuance of the objectives of the Company. The provisions of the new Companies Act, 2013, require for stating of the Objects Clause of MOA in a manner prescribed in the new Act.

In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirements of separately indicating the “Main Objects”, “Incidental or Ancillary Objects” and “Other Objects” under the erstwhile Companies Act has changed. Accordingly and in view of the requirements, the Objects Clause is proposed to be amended as under:

The Objects Clause will now have 2 parts viz. Part A - ‘The Objects to be pursued by the Company on its incorporation’ and Part B ‘Matters which are necessary for furtherance of the Objects specified in Part A’.

The existing Part B of the Objects Clause of MOA has been altered by deletion/amending of existing Objects and inserting new object.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company’s website for perusal by the Shareholders. A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company on all working days (Monday to Friday) between 2.00 P.M. to 4.00

P.M. excluding Saturday up to 26th August, 2016 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

Further, as per the terms of the provisions of the Companies Act, 2013 ("Act"), the Memorandum of Association ("MOA") of a company must state the objects for which it has been incorporated and the matters that are considered necessary in furtherance thereof. At present the Objects Clause of the MOA of the Company does not specifically provide either carrying out or providing logistics business. Further, it is also required to streamline and align the existing clauses of MOA of the Company as per the provisions of the Act.

The alteration of MOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 of the Act and accordingly the approval of the Shareholders is being sought through Postal Ballot. The Board of Directors in its meeting held on July 20, 2016 has accorded its approval for alteration of MOA.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution(s). You are requested to communicate your assent or dissent for the aforesaid resolution(s), in accordance with the instructions set out herein.

Your Directors recommend the passing of the Resolution in Item No. 11 of the Notice as a Special Resolution

Item No. 12

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders. In view of the above, shareholders of the Company, General Meeting through Postal Ballot dated 27th November 2014 have already approved the resolution under Section 186 of the Companies Act, 2013 to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and / or make investments in the securities of any other body corporate upto Rs. 25 Crores (Rupees Twenty Five crores only) in excess of the prescribed limit or maximum limit prescribed under Section 186, whichever is higher.

However as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and SS-2 issued by ICSI as per Section 118(10) of the Companies Act, 2013, a Company giving loans or extending guarantee or providing security in excess of the limits as specified under sub-section (3) of section 186 has to obtain approval of shareholders' by passing resolution by way of postal ballot. Therefore, the Board proposed to pass the resolution by postal ballot to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of Rs. 200 Crores (Rupees Two Hundred crores only), if the investments/acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee/ security are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of their shareholding in the company.

Your Directors recommend the passing of the Resolution in Item No. 12 of the Notice as a Special Resolution

**By the Order of the Board of Directors
Potential Investments and finance Limited**

**Surbhi Arora
Company Secretary**

Delhi, 20th July, 2016

CIN: L74900DL1983PLC014972

Registered Office: L-506, Agrasen Apartments,

Plot No. 66, I.P. Extension,

Delhi-110092

Email: info@potentialindia.net

Website: www.potentialindia.net

POTENTIAL INVESTMENTS AND FINANCE LIMITED

Registered Office: L-506, Agrasen Apartments, Plot No. 66, I P Extension, Delhi-110092

CIN: L74900DL1983PLC014972

Website: www.potentialindia.net

E-Mail: info@potentialindia.net

Tel: 0120-6401829

ATTENDENCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DP ID & Client ID/ Folio No.	
No. of shares held	

I/We hereby record my/our presence at the 34th Annual General Meeting of M/s Potential Investments and Finance Limited to be held on Saturday, 27th August 2016 at 3:30 P.M. at IMA-East Delhi, Building, 35-X, Institutional Area, Karkardooma, Delhi-110092.

Member's Folio/DP ID-Client-ID

Member's/ Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2015-2016 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-2016 and the Notice of the Annual General Meeting along with Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

To
The Company Secretary,
Potential Investments and Finance Limited
L-506, Agrasen Apartments,
Plot No. 66, I.P Extension
Delhi-110092

I agree to receive all documents / notices from the Company in electronics mode. Please register my email id in your records for sending for sending communication through e-mail. The required details are as under.

Folio No: (For Physical Shares) :
DP ID :
Client ID :
PAN No :
Name of 1st Registered Holder :
Registered address of Shareholder :
Email Id :
Contact No :

Date:

Signature of First Holder

Important Communication to Shareholders

- **Green Initiative:** The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send e-mail at info@potentialindia.net to update their e-mail address.
- **Demat Your Shares:** Members are requested to convert their physical holding to demat form through any of the nearest depository participant (DPs) to avoid hassles involved with physical shares such as possibility of loss, mutilation, and to ensure safe and speedy transaction in securities.
- **Register Your National Electronic Clearing Services (NECS) Mandate:** RBI has initiated NECS for credit of Dividend directly to the Bank Account of shareholders. Members holding shares in electronic mode are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) with their Depository Participant. Members holding shares in physical form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) to the Company’s R & T Agent.

POTENTIAL INVESTMENTS AND FINANCE LIMITED

Registered Office: L-506, Agrasen Apartments, Plot No. 66, I P Extension, Delhi-110092

CIN: L74900DL1983PLC014972

Website: www.potentialindia.net

E-Mail: info@potentialindia.net

Tel: 0120-6401829

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 the above named Company hereby appoint:
Name:, Email Id..... Signature..... or falling him as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Annual General Meeting of the Members of Potential Investments and Finance Limited to be held on 27th August, 2016 at 3:30 P.M. at IMA-East Delhi, Building, 35-X, Institutional Area, Karkardooma, Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Description or Resolution	For *	Against*
1. Adoption of Audited Financial Statement, Report of the Board of Directors and Auditors for the year ended March 31, 2016.		
2. Appointment of Ms. Ruta Jindal (DIN: 01366744), Director who liable to retires by rotation.		
3. Re-appointment of M/s VAPS & Co., Chartered Accountants, New Delhi, as the Statutory Auditors of the Company.		
Special Business		
4. To appoint Mr. Rajeev Kohli(DIN: 01994387) as Director of the Company – Ordinary Resolution		
5. To appoint Mr. Saket Agarwal (DIN: 00203084) as Executive Director of the Company – Ordinary Resolution		
6. To appoint Ms. Surbhi Arora (DIN: 07571516) as Non- Executive Director of the Company – Ordinary Resolution		
7.Keeping of Registers and Records, Books of Accounts, Returns at the Corporate Office of the Company (i.e. place other than Registered Office)- Special Resolution		
8. To approve the borrowing limit of the company under section 180(1)(c) of the Act- Special Resolution		
9. To approve for creation of charge or mortgage on the assets of the Company under Section 180 (1) (a) of the Companies Act, 2013 - Special Resolution		
10. To Change the name of the Company from Potential Investments and Finance Limited to Best Steel Logistics Limited – Special Resolution		
11. To alter the Object Clause of Memorandum of Association of the Company – Special Resolution		
12. To give loan/guarantee or provide security under Section 186 of the Companies Act 2013 – Special Resolution		

Signed this.....day of 2016.

Signature of Shareholder.....

Affix
One rupee
revenue
Stamp

Signature of Proxy holder(s)

Note: 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 commencement of the meeting.

*1. Please put 'x' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. Please complete all details including details of member(s) in above box before submission.

Form No. MGT-12**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]

Name of the Company: Potential Investments and Finance Limited

(CIN: L74900DL1983PLC014972)

Registered Office: L-506, Agrasen Apartments, Plot No. 66, I.P. Extension, Delhi-110092

BALLOT PAPER

(For the Annual General Meeting of the Members dated Saturday, 27th August, 2016 at IMA-East Delhi, Building, 35-X, Institutional Area, Karkardooma, Delhi-110092)

S. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No/Client Id No.* (Applicable to investors holding shares in demat form)	
4	Class of Shares	

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Audited Financial Statement, Report of the Board of Directors and Auditors for the year ended March 31, 2016.			
2.	Appointment of Ms. Ruta Jindal (DIN: 01366744), Director who liable to retires by rotation.			
3.	Re-appointment of M/s VAPS & Co., Chartered Accountants, New Delhi, as the Statutory Auditors of the Company.			
4.	To appoint Mr. Rajeev Kohli(DIN: 01994387) as Director of the Company – Ordinary Resolution			
5.	To appoint Mr. Saket Agarwal (DIN: 00203084) as Executive Director of the Company – Ordinary Resolution			
6.	To appoint Ms. Surbhi Arora (DIN: 07571516) as Non- Executive Director of the Company – Ordinary Resolution			
7.	Keeping of Registers and Records, Books of Accounts, Returns at the Corporate Office of the Company (i.e. place other than Registered Office)- Special Resolution			
8.	To approve the borrowing limit of the company under section 180(1)(c) of the Act- Special Resolution			
9.	To approve for creation of charge or mortgage on the assets of the Company under Section 180 (1) (a) of the Companies Act, 2013 - Special Resolution			
10.	To Change the name of the Company from Potential Investments and Finance Limited to Best Steel Logistics Limited – Special Resolution			
11.	To alter the Object Clause of Memorandum of Association of the Company – Special Resolution			
12.	To give loan/guarantee or provide security under Section 186 of the Companies Act 2013 – Special Resolution			

Place: New Delhi
Date: 20th July, 216

(Signature of the Shareholder)