

Thirani Projects Limited

33, Brabourne Road, 2nd Floor,
Room No.2A, Kolkata-700 001, (W.B.)

Phone: +91 33 2242 1536

E-mail: thiraniprojects@gmail.com

Website : www.thiraniprojects.com

CIN: L45209WB1983PLC036538

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **Annual General Meeting** of the Members of **M/s. Thirani Projects Limited** will be held at the "**Conference Hall**" of **11, Clive Row, 5th Floor, Kolkata-700 001**, on **Tuesday, 19th September, 2017 at 1.00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the year ended **31st March, 2017** and the Director's Report and the Auditors' Report thereon.
2. To appoint a Director Mr. Uttam Bose (DIN: 03053228), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Maroti & Associates, Chartered Accountants (Registration No.322770E) be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2020 in respect of financial year 2019-2020, subject to ratification by the Members at every Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS:

4. To appoint Mr. Pradeep Kumar Daga (DIN: 00080515) as Non Executive Director of the Company who shall be eligible to retire by rotation 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 applicable provisions of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, Mr. Pradeep Kumar Daga (DIN: 00080515) be and is hereby appointed as Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director.
5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Sudarson Kayori (DIN: 00165816), who was appointed as an Additional Independent Director of the Company with effect from 30th January, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 19th September, 2017.”

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6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Arun Chakraborty (DIN: 00140430), who was appointed as an Additional Independent Director of the Company with effect from 11th April, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 19th September, 2017.”

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Rathindra Nath Ghosh (DIN: 00152267), who was appointed as an Additional Independent Director of the Company with effect from 11th April, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 19th September, 2017.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Registrar of Companies and shareholders and any other Regulatory Authorities as may be necessary, name of the company be and is hereby changed from **“THIRANI PROJECTS LIMITED”** to **“RESPONCE FINANCIAL SERVICES LIMITED”**.

“FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is Responce Financial Services Limited.

“FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company. ”

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"FURTHER RESOLVED THAT Mr. Prabir Das (DIN : 03027536), Managing Director and Mr. Pradeep Kumar Daga (00080515), Director of the company be and are hereby authorized severally to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company."

Registered Office:
33, Brabourne Road
2nd Floor, Room No. 2A,
Kolkata -700 001 (W.B.)
CIN : L45209WB1983PLC036538
Dated: 10th Day of August, 2017
Place : Kolkata

By Order of the Board of Directors
For Thirani Projects Limited

Prabir Das
Managing Director
DIN : 03027536

NOTE :-

1. The explanatory statement, pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed thereto.
2. PROXY:
 - a) A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxy(ies) to attend and vote on a poll instead of himself and a proxy so appointed need not be a member of the company.
 - b) Proxy in order to be effective should be duly stamped, completed, signed and deposited or be received at the company's registered office and/or Corporate office not less than 48 hours before the commencement of the meeting.
 - c) A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (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 person or shareholder.
 - d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 - e) The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.
 - f) 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.
 - g) 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.
3. 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.
4. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at thiraniprojects@gmail.com. The query must reach to the company either by mail or e-mail at least Ten working days before the date of AGM (excluding the date of AGM).

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5. The Register of Members and Share Transfer Books of the Company will remain closed from **13th September, 2017 to 19th September, 2017** (both days inclusive)
6. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
7. Members are, therefore, requested to bring the copies of Annual Report. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository.
9. Members are requested to send all their communications pertaining to shares & notify change in their address / mandate / bank details to The Registrar & Share Transfer Agent, **M/s. Maheshwari Datamatics Pvt. Ltd.** to facilitate better servicing.
10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, **M/s. Maheshwari Datamatics Pvt. Ltd.**, for their doing the needful.
11. In furtherance of the Green Initiative the Company urges the Members to register their email address with the Company and/or its Registrar and Share Transfer Agent, **M/s. Maheshwari Datamatics Pvt. Ltd.**, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
12. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
13. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report : 2016-2017 will also be available on the Company's website <http://www.thiraniprojects.com/> for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days before the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : investors@thiraniprojects.com.
15. **Voting through electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 on resolutions proposed to be considered 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).

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II. The facility for voting through ballot 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.

III. 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.

IV. The remote e-voting period commences on **16th September, 2017 (9:00 am)** and ends on **18th September, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "TPL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Thirani Projects Limited".
- (viii) Now you are ready for remote 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 to piyushhirawat@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)

USER ID

PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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- VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2017.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on <http://www.evoting.nsdl.com/> or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** 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 at the AGM through ballot paper.
- XII.** Mr. Rahul Jain, Chartered Accountant (Membership No. 304099) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote 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 AGM but have not casted their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, 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 the 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 counter sign the same and declare the result of the voting forthwith.
- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.thiraniprojects.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the exchanges where the securities of company are Listed.

Registered Office:
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2nd Floor, Room No. 2A,
Kolkata -700 001 (W.B.)
CIN : L45209WB1983PLC036538
Dated: 10th Day of August, 2017
Place : Kolkata

**By Order of the Board of Directors
For Thirani Projects Limited**

**Prabir Das
Managing Director
DIN : 03027536**

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EXPLANATORY STATEMENT 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. 4, 5, 6, 7 & 8 of the accompanying notice dated **10th Day of August, 2017**.

To Resolution No. 4

The Board of Director (the 'Board') of the company at its Meeting held on 07.01.2017 has subject to the approval of members, propose to appoint Mr. Pradeep Kumar Daga (DIN:00080515), as a Non Executive Director whose period of office is liable to determination by retirement of directors by rotation and in this respect the Company has received a notice in writing from a member proposing his candidature for the office of Director. It is proposed to seek the members' approval for the appointment of Mr. Pradeep Kumar Daga, as Non Executive Director of the company in terms of relevant provisions of the Act. Mr. Pradeep Kumar Daga is one of the most respected business personality in India and possesses vast expertise and knowledge in Accounts, Finance and Capital Market. He is graduate and have more than 25 years of experience in the Capital & Financial Market.

Except Mr. Pradeep Kumar Daga, being an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item no.4 of the notice.

To Resolution No. 5, 6 & 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Sudarson Kayori, Mr. Arun Chakraborty and Mr. Rathindra Nath Ghosh as an Additional Directors (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Directors, Mr. Sudarson Kayori, Mr. Arun Chakraborty and Mr. Rathindra Nath Ghosh holds office till the date of the AGM and are eligible for being appointed as an Independent Directors. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Sudarson Kayori, Mr. Arun Chakraborty and Mr. Rathindra Nath Ghosh as Directors of the Company. The Company has also received a declaration from Mr. Sudarson Kayori, Mr. Arun Chakraborty and Mr. Rathindra Nath Ghosh confirming that they meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Sudarson Kayori, Mr. Arun Chakraborty and Mr. Rathindra Nath Ghosh are also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as Director of the Company.

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In the opinion of the Board, Mr. Sudarson Kayori, Mr. Arun Chakraborty and Mr. Rathindra Nath Ghosh fulfils the conditions for their appointment as an Independent Director as specified in the Act and the Listing Regulations and they are independent of the management.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sudarson Kayori, Mr. Arun Chakraborty, Mr. Rathindra Nath Ghosh and their relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 5, 6 & 7 of this Notice is accordingly commended for your approval.

To Resolution No. 8

The Company proposes to Change the name of company from “Thirani Projects Ltd” to “Responce Financial Services Limited” or such other name as may be approved by the Ministry of Corporate Affairs. The Company vide SRN G47381470 had made an application for reservation of name change to Central Registration Centre, MCA and the desired name “Responce Financial Services Limited” was made available vide their letter dated 18.07.2017 to the Company. The Company proposes to amend/alter Clause 1 in the Memorandum of Association. The Companies Act, 2013 requires the Company to obtain the approval of members for the change of name of the Company by way of Special Resolution.

The proposed change of name requires the approval of shareholders through special resolution pursuant to the provisions of section 13, 14 and 15 of the Companies Act, 2013. The proposed amendment to the Name clause will not affect the activities to be carried on by the Company. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of Annual General Meeting.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies, Kolkata. The proposed amendment to the Name Clause will reflect the current activities to be carried on by the company. Pursuant to Section 13 & 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The Board of Directors accordingly recommends the resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolution for your approval as a Special Resolution.

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Pursuant to 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 the Director	Mr. Pradeep Kumar Daga			Mr. Sudarson Kayori		
DIN	00080515			00165816		
Date of Birth	November 22, 1966			October 12, 1969		
Date of Appointment	January 07, 2017			January 30, 2017		
Qualifications	Graduate in Commerce			Graduate in Commerce		
Nature of Expertise	Mr. Pradeep Kumar Daga doyen in security market with more than 25 years experience in the Capital & Financial Market and one of the most respected business personalities in India. He possesses vast expertise and knowledge in Accounts, Finance and Corporate Restructuring. He is a leader to care, to adopt strategic decision and to build a team for the interest of its stakeholder besides infusing the spirit of action and a result oriented work culture.			Mr. Sudarson Kayori is an independent director of the Company. He has experience of more than 10 years in the field of Finance. The Board has the advantage of his wide experience in the financial services field		
Directorships held in other Indian public Companies (other than Section 8 companies)	Vegetable Products Ltd. Cinerad Communications Ltd.; Mangalam Industrial Finance Ltd. Responce Energy Ltd.; Responce Commodities Ltd.; Daga International Ltd.; Responce Capital Ltd. Responce Investments Ltd.			Mangalam Industrial Finance Ltd. Vegetable Products Ltd. Cinerad Communications Ltd.		
Memberships / Chairmanships of Committees in other public Companies	Mangalam Industrial Finance Limited	Vegetable Products Limited	Cinerad Communications Limited	Mangalam Industrial Finance Limited	Vegetable Products Limited	Cinerad Communications Limited
Chairman	-	-	-	-	Stake holders Relationship Committee	-
Member	Audit Committee and Stakeholders Relationship Committee	-	Audit Committee	Nomination & Remuneration Committee	Audit Committee and Nomination & Remuneration Committee	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
Number of Equity Shares held in the Company	Nil			Nil		
Name of the Director	Mr. Arun Chakraborty			Mr. Rathindra Nath Ghosh		
DIN	00140430			00152267		
Date of Birth	February 3, 1964			August 22, 1959		
Date of Appointment	April 11, 2017			April 11, 2017		
Qualifications	Higher Secondary			Graduate in Commerce		
Nature of Expertise	Mr. Arun Chakraborty is an independent director of the Company. He has experience of more than 10 years in the field of commerce, finance, audit and taxation.			Mr. Rathindra Nath Ghosh is a commerce graduate and an Non-Executive Independent Director of our Company. He brings value addition to the Company		
Directorships held in other Indian public Companies (other than Section 8)	Mangalam Industrial Finance Ltd. Vegetable Products Ltd. Cinerad Communications Ltd.			Mangalam Industrial Finance Ltd. Vegetable Products Ltd. Cinerad Communications Ltd.		
Memberships/Chairmanships of Committees in other public Companies	Mangalam Industrial Finance Limited	Vegetable Products Limited	Cinerad Communications Limited	Mangalam Industrial Finance Limited	Vegetable Products Limited	Cinerad Communications Limited
Chairman	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Audit Committee and Nomination & Remuneration Committee	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	-	-	-
Member	-	Stakeholders Relationship Committee	-	Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee	Nomination & Remuneration Committee and Stakeholders Relationship Committee	Nomination & Remuneration Committee and Stakeholders Relationship Committee
Number of Equity Shares held in the Company	Nil			Nil		

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Phone: +91 33 2242 1536

E-mail: thiraniprojects@gmail.com

Website : www.thiraniprojects.com

CIN: L45209WB1983PLC036538

Name of the Director	Mr. Uttam Bose
DIN	03053228
Date of Birth	January 04, 1972
Date of Appointment	August 19, 2010
Qualifications	Metric
Nature of Expertise	Mr. Uttam Bose holds the great reputation in the fund management activities with experience in the field of accounts. He has team building ability to create result oriented work.
Directorships held in other Indian public Companies (other than Section 8 companies)	-
Memberships / Chairmanships of Committees in other public Companies	-
Chairman	-
Member	-
Number of Equity Shares held in the Company	Nil

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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]

Name of the Company : Thirani Projects Limited
Registered Office : 33, Brabourne Road, 2nd Floor,
Room No. 2A, Kolkata-700 001, (W.B.)
CIN : L45209WB1983PLC036538

BALLOT PAPER

Sl. 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 Dematerialized form)	
4.	Class of Share	Equity Shares

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

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution to receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2017 and Director's Report and Auditors' Report thereon.			
2.	Ordinary Resolution to appoint a Director in place Mr. Uttam Bose (DIN: 03053228), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution to appoint M/s. Maroti & Associates, Chartered Accountants as Statutory Auditors from the conclusion of this AGM till conclusion of the Annual General Meeting in the year 2020 and fixing their remuneration.			
4.	Ordinary Resolution to approve the appointment of Mr. Pradeep Kumar Daga (DIN:00080515) as Non Executive Director of the company.			
5.	Ordinary Resolution to approve the appointment of Mr. Sudarson Kayori (DIN: 00165816) as an Independent Director of the company.			
6.	Ordinary Resolution to approve the appointment of Mr. Arun Chakraborty (DIN: 00140430) as an Independent Director of the company.			
7.	Ordinary Resolution to approve the appointment of Mr. Rathindra Nath Ghosh (DIN: 00152267) as an Independent Director of the company.			
8.	Special Resolution to approve the change of name of the company from "Thirani Projects Limited" to "Responce Financial Services Limited".			

Note :

Specify the total no of shares held by member in the Company in each respective column.

\$ Provide the number of share voting in favour of the resolution.

@ Provide the number of share to vote against the resolution.

© Any other mark will not be considered for voting & such vote shall treated as canceled or shall not be counted.

Place:

Date :

(Signature of the shareholder*)

(*as per Company records)

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Website : www.thiraniprojects.com
CIN: L45209WB1983PLC036538

ATTENDANCE SLIP

Venue of the meeting : "Conference Hall" , 11 Clive Row, 5th Floor, Kolkata-700001.
Date and Time : Tuesday, 19th September, 2017 at 1.00 P.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Name and address of the registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I certify that I am the registered shareholders/proxy for the registered shareholders of the Company.
I hereby record my presence at the **Annual General Meeting** of the Company to be held at :
"Conference Hall" at 11, Clive Row, 5th Floor, Kolkata - 700 001 on Tuesday, 19th September, 2017 at 1.00 P.M..

Signature of the Member/Joint Member/Proxy attending the Meeting

-----Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING-----

Thirani Projects Limited

33, Brabourne Road, 2nd Floor, Room No.2A, Kolkata-700 001, (W.B.)
Phone: +91 33 2242 1536 ; CIN: L45209WB1983PLC036538
E-mail: thiraniprojects@gmail.com ; Website : www.thiraniprojects.com

Annual General Meeting on Tuesday, 19th day of September, 2017 at 1.00 P.M.

Form MGT-11

PROXY FORM

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

CIN	L45209WB1983PLC036538
Name of the Company	Thirani Projects Limited
Registered Office	33, Brabourne Road, 2nd Floor, Room No.2A, Kolkata-700 001
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID - Client ID	

I/We, of..... being the Member(s) of Thirani Projects Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on September 19, 2017 at 1:00 P.M. and at any adjournment thereof) in respect of such resolutions as are indicated below:

I/We, being the Member(s) of and hold/holds _____ shares of above named Company, hereby appoint:

- (1) Name..... Address:.....
Email ID:Signature.....Or failing him/her
- (2) Name..... Address:.....
Email ID:Signature.....Or failing him/her
- (3) Name..... Address:.....
Email ID:Signature.....

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CIN: L45209WB1983PLC036538

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

Serial No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution to receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2017 and Director's Report and Auditors' Report thereon.		
2.	Ordinary Resolution to appoint a Director in place Mr. Uttam Bose (DIN: 03053228), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution to appoint M/s. Maroti & Associates, Chartered Accountants as Statutory Auditors from the conclusion of this AGM till conclusion of the Annual General Meeting in the year 2020 and fixing their remuneration.		
4.	Ordinary Resolution to approve the appointment of Mr. Pradeep Kumar Daga (DIN:00080515) as Non Executive Director of the company.		
5.	Ordinary Resolution to approve the appointment of Mr. Sudarson Kayori (DIN: 00165816) as an Independent Director of the company.		
6.	Ordinary Resolution to approve the appointment of Mr. Arun Chakraborty (DIN: 00140430) as an Independent Director of the company.		
7.	Ordinary Resolution to approve the appointment of Mr. Rathindra Nath Ghosh (DIN: 00152267) as an Independent Director of the company.		
8.	Special Resolution to approve the change of name of the company from "Thirani Projects Limited" to "Responce Financial Services Limited".		

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this.....day of....., 2017

Signature of Member(s):.....

Signature of Proxy holder(s):.....

Affix
Revenue
Stamp of
Re. 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
4. Please complete all details including details of member(s) in above box before submission.

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THE NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

E-Voting Notice

Date :

Sr. No. :

Name & Registered Address :
of Sole/First named Member

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Subject : Process and manner for availing E-voting facility.

Dear Shareholder,

Pursuant to Provisions of Section 108 of the Companies Act, 2013, 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 E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on **Tuesday, 19th day of September, 2017 at 1.00 p.m. at "Conference Hall" 11, Clive Row, 5th Floor, Kolkata - 700 001** and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
	Folio No. / DP ID & Client ID	Refer note no 15. of Notice

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
16 th September, 2017 at 9:00 A.M. (IST)	18 th September, 2017 at 5:00 P.M. (IST)

#Please read the instructions mentioned in point no. 15 of the Notice before exercising your vote.

By Order of the Board
For Thirani Projects Limited.

Sd/-
Prabir Das
Managing Director
DIN : 03027536

Place : Kolkata
Date : 10.08. 2017

Encl : AGM Notice / Attendance Slip / Proxy Form / Ballot Form