

Notice of 05/2018-19 Meeting of Board

Date: 02/08/2018

To,
Board of Axon Ventures Limited
Shop. No. 26, Meera Co-op HSG Soc.,
New Link Road, Andheri (w), Mumbai 53

Sub: Agenda cum Notice for the Board Meeting No. 05/2018-19

Dear Members,

This is to inform you that 05/2018-19 meeting of Board of Directors of the company will be held on Friday, 10th August 2018, at the corporate office of the company at E-109 Crystal plaza, New Link Road, Andheri (West), Mumbai - 400053 at 11.30 a.m. to consider and approve the following:

1. Appointment of Chairman, ascertaining quorum and to grant Leave of Absence, if any.
2. To confirm and approve the Minutes of previous Board Meeting.
3. To Consider and Approve Unaudited Financial Result for the Quarter Ended 30th June 2018 along with Limited Review Report thereon.
4. To consider and approve resignation of Mr. Girraj Kishor Agrawal from the post of CEO of the company.
5. To recommend members for re-appointment of Mrs. Tanu Giriraj Agarwal (DIN: 00290966) as Director who is retiring by rotation and being eligible offered herself for re-appointment.
6. To consider and approve Directors Report for F.Y. 2017-18.
7. To consider and fix the dates for the closing of Register of Members and Transfer Books.
8. To Consider and fix day, date, time and venue and calendar of events and Draft Notice for 33rd Annual General Meeting of the Company.
9. To appoint Scrutinizer for conducting e-voting and poll process for 33rd Annual General Meeting of the Company.
10. To take note of reservations/qualifications/remarks if any by the secretarial auditor of the company.

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11. To take note on Status of Statutory Registers maintained under Companies Act, 2013 and previous Committee meetings.
12. To give authority to the Director/Promoter/Authorized Representative of the Company to attend general meeting of other Companies.
13. To take note of quarterly compliance done under SEBI (LODR) Regulations 2015 for the quarter ended 30th June 2018.
14. To take a note of closure of trading window
15. Any other items with the permission of Chairman.

Kindly take into your record and make it convenient to attend the meeting.

Thanking You
Yours Faithfully
For Axon Ventures Limited

Sd/-
Girraj Kishor Agrawal
[Director]

Encl: Agenda Notes

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Notes to Agenda:

ITEM NO. 1

- ❖ APPOINTMENT OF CHAIRMAN
- ❖ ASCERTAIN OF QUORUM
- ❖ TO GRANT LEAVE OF ABSENCE, IF ANY

ITEM NO. 2

TO TAKE CONFIRMATION OF THE MINUTES OF LAST MEETING OF BOARD-

The minutes of the meeting of the Board held on 4th July 2018, will be tabled before the meeting and will be confirmed, approved and signed.

ITEM NO. 3

TO CONSIDER AND APPROVE UNAUDITED FINANCIAL RESULT FOR THE QUARTER ENDED 30TH JUNE 2018 ALONG WITH LIMITED REVIEW REPORT THEREON

Board members are informed that pursuant to Regulation 33 of Listing regulation, 2015, unaudited financial results for the quarter ended 30th June, 2018 shall be placed before Board for the purpose of their consideration and approval.

Board is requested to pass following resolution:

"RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Unaudited Financial Result of the Company for the quarter ended June 30, 2018 as per statement placed before meeting accompanied by Limited Review Report from Auditor of the Company be and are hereby approved and the same be signed by any of the Director(s) of the Company, and be submitted to the Stock Exchange and released for publication in news papers."

ITEM NO. 4

TO CONSIDER AND APPROVE RESIGNATION OF MR. GIRRAJ KISHOR AGRAWAL FROM THE POST OF CEO OF THE COMPANY W.E.F. 28TH JULY 2018

The Chairman informed the Board that Mr. Girraj Kishor Agrawal, has given his resignation letter dated 28th June 2018 to the Board and informed that due to some other prior issues, He would not be able to devote his time to the Company for his services as CEO. The Board accepted the resignation and passed the following resolution unanimously:

"RESOLVED THAT, Resignation of Mr. Girraj Kishor Agrawal from the post of Chief Executive Officer of the Company be and is hereby accepted with effect from 28th July 2018."

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"RESOLVED FURTHER THAT the Board places on record the appreciation guidance to the company by Mr. Girraj Kishor Agrawal, during his tenure as Chief Executive Officer of the Company"

"RESOLVED FURTHER THAT, Board of Directors be and are hereby authorized to do all the acts, deeds and things which are necessary for the resignation of Mr. Girraj Kishor Agrawal, from the post of Chief Executive Officer of the Company."

ITEM NO. 5

TO RECOMMEND MEMBERS FOR RE-APPOINTMENT OF MRS. TANU GIRIRAJ AGARWAL (DIN: 00290966) AS DIRECTOR WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERED HERSELF FOR RE-APPOINTMENT

Board is hereby informed that as per section 152(6) of the Companies Act, 2013 unless the Articles of Association provide for retirement by rotation of all directors at every annual general meeting, at least two-thirds of the total number of directors of a public company shall be persons whose office is liable to retirement by rotation and sub-section (7) provides that one-third of such directors shall retire by rotation at each annual general meeting of the company.

Board is further informed that Mrs. Tanu Giriraj Agarwal, a director, who has been on the Board, holding longest position amongst the other directors, and thus retiring at the ensuing annual general meeting, and being eligible offered herself for re-appointment.

Board is requested to consider the said matter and pass following resolution:

"RESOLVED THAT Mrs. Tanu Giriraj Agarwal, Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company"

ITEM NO. 6

TO CONSIDER AND APPROVE DIRECTORS REPORT FOR F.Y. 2017-18

Board's report prepared pursuant to provisions of section 134 of the Companies Act, 2013, along with its annexure shall be placed before the Board for their approval.

Accordingly the members of the Board may discuss and pass the following resolution unanimously:

"RESOLVED THAT the Director's Report of the Company, for the Financial Year ended March 31, 2018, as placed before the meeting, be and is hereby considered, approved and taken on record by the Board of Directors;

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RESOLVED FURTHER THAT Mr. Girraj Kishor Agrawal and Mrs. Tanu Agarwal, Directors of the Company be and are hereby authorized to sign the Directors' Report, on behalf of the Board of Directors;

ITEM NO. 7

TO CONSIDER AND FIX THE DATES FOR THE CLOSING OF REGISTER OF MEMBERS AND TRANSFER BOOKS.

Board is informed that as per section 91 of the Companies Act, 2013, the register of members and share transfer books are required to be closed for AGM and the date of Book closure are fixed from 20/09/2018 to 23/09/2018.

Board is requested to pass following resolution:

"RESOLVED THAT the register of members and share transfer books of the Company be closed from 20/09/2018 to 23/09/2018 (both day inclusive)"

ITEM NO. 8

TO CONSIDER AND FIX DAY, DATE, TIME AND VENUE AND CALENDAR OF EVENTS AND DRAFT NOTICE FOR 33RD ANNUAL GENERAL MEETING OF THE COMPANY

Board is requested to consider and fix day, date, time and venue for 34th Annual General meeting of the Company and also finalize calendar of event and draft of Notice of Annual General Meeting.

ITEM NO. 9

TO APPOINT SCRUTINIZER FOR CONDUCTING E-VOTING AND POLL PROCESS FOR 33RD ANNUAL GENERAL MEETING OF THE COMPANY

Board is informed that in compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, company is required to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at General Meeting by electronic means along with poll at general meeting.

Further, Board is informed that Scrutinizer is required to be appointed to conduct the entire voting process in transparent manner. Company has received consent from Mr. Pravin Chandak, Chartered Accountant, (Membership No. 049391), Partner of M/s. Pravin Chandak & Associates, Chartered Accountants to act as Scrutinizer.

Board is requested to discuss and pass following resolution:

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“RESOLVED THAT Mr. Pravin Chandak, Chartered Accountant, (Membership No. 049391), Partner of M/s. Pravin Chandak & Associates, Chartered Accountants, who has given his consent to act as such, be and is hereby appointed as the Scrutinizer for Scrutinizing the E-Voting Process at the ensuing Annual General Meeting, under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and providing the report thereof and Board be and is hereby authorized to fix the professional fees.”

ITEM NO. 10

TO TAKE NOTE OF RESERVATIONS/QUALIFICATIONS/REMARKS IF ANY BY THE SECRETARIAL AUDITOR OF THE COMPANY

Board is requested to take a note of comments/qualification, made by Secretarial Auditor and Statutory Auditor, in their Audit Report for FY 2017-18.

ITEM NO. 11

TO TAKE NOTE ON STATUS OF STATUTORY REGISTERS MAINTAINED UNDER COMPANIES ACT, 2013 AND PREVIOUS COMMITTEE MEETINGS.

The Board is requested to take note of Statutory Registers maintained and Minutes of meetings Committees held, details of which are given in table below –

Sr. No.	Type of Meeting	Date of Meeting	Date of Entry in Minutes Book
1	Audit Committee	04/07/2018	01/08/2018
2	Nomination & Remuneration Committee	04/07/2018	01/08/2018

ITEM NO. 12

TO GIVE AUTHORITY TO THE DIRECTOR/PROMOTER/AUTHORIZED REPRESENTATIVE OF THE COMPANY TO ATTEND GENERAL MEETING OF OTHER COMPANIES

Board is informed that Company has received some notices for Annual General Meeting of other Companies in which Proaim is a shareholder. Board is requested to appoint authorised representative under section 113 of Companies Act, 2013, to attend Annual general Meeting of the other Companies on behalf of Proaim Enterprises Limited.

Board is requested to pass following resolution:

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013, Ms. Prajna Naik be and is hereby authorized to attend and vote, either through electronic voting

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or through poll and appoint proxy (ies) to attend an Annual General Meeting/Extra Ordinary General Meeting of any company in which the company is the member.

ITEM NO. 13

TO TAKE NOTE OF QUARTERLY COMPLIANCE DONE UNDER SEBI (LODR) REGULATIONS 2015 FOR THE QUARTER ENDED 30TH JUNE 2018

The Board is requested to take note of all the compliances done for the quarter ended 30th June 2018 under SEBI (LODR) regulations 2015.

ITEM NO. 14

TO TAKE A NOTE OF CLOSURE OF TRADING WINDOW

Board is informed that pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per the terms of "Code of Conduct for Prevention of Insider Trading" of the Company, the trading window shall be closed from 02nd August 2018 up to 13th August, 2018 for Directors and Designated Employees as defined in the Code.

ITEM NO.15

ANY OTHER AGENDA WITH THE PERMISSION OF CHAIRMAN