

NOTICE

Notice is hereby given that the **Thirty Sixth Annual General Meeting** of the **Ladam Finance Limited**, the Company will be held at TSSIA House, Gr Floor P-26, Road No 16/T Wagle Industrial Estate, Thane (W) – 400 604 on **Tuesday, the 29th September, 2015** at **10.00 a.m.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. 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 provisions of Section 139 (8) and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of Members be and is hereby given for appointment of M/s. H. J. Mehta & Associates, Chartered Accountants, Mumbai (Firm’s Registration No. 114373W) as Auditors of the Company to hold the office till the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors - in place of existing Auditors who have submitted their resignation due to unwillingness to continue as Auditors.”

Special Business:

3. Appointment of Mr Jayaprasad Pillai as the Independent Director of the Company

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 provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Jayaprasad Pillai (holding DIN 01560300), Director of the Company, who was appointed as a Director liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956 and who has given declaration that he meets with the criteria of independence and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office effective from March 5, 2015 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2020.

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

4. Appointment of Ms Shraddha Rumade as the Independent Director of the Company

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 provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Shraddha Rumade (holding DIN 07262106), who was appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 by the Board of Directors with effect from August 13, 2015 and who holds office till the conclusion of this AGM and who has given declaration that she meets with the criteria of independence and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office effective from August 13, 2015 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2020.

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

5. Adoption Of New Set of Articles Of Association

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

“RESOLVED THAT pursuant Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof), the set of Articles of Association as tabled before this meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to this resolution.”

Ladam Finance Limited

**Sd/-
Sumesh Agarwal
Director
00325063**

Date: August 28, 2015
Place: Thane

Notes:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be the member of the Company. Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited Companies, societies, partnership firms etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
2. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in attendance slip in attending the Meeting.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Annual Report 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
6. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Share Registrar of the Company.
7. In compliance with Section 108 of the Companies Act, 2013 read with, the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
8. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**Sd/-
Sumesh Agarwal
Director
00325063**

Date: August 28, 2015

Place: Thane

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 3:

Mr. Jayaprasad Pillai was appointed as “Director liable to retire by rotation” under the provisions of the erstwhile Companies Act, 1956. Mr. Jayaprasad Pillai is an Independent director of the Company under Clause 49 of Listing Agreement. He is associated with the Company since 2007 and he holds a bachelors degree in Commerce and has huge experience in fields of finance, accounts, taxation, commercial dealing and other economic matters. He is also member of the Audit Committee, Nomination & Remuneration Committee, Share Transfer committee apart from serving on board of other public and private companies.

The Company has received a declaration of independence from Mr. Jayaprasad Pillai. In the opinion of the Board, Mr. Jayaprasad Pillai fulfills the conditions specified in the Companies Act, 2013 and the Listing Agreement, for appointment as Independent Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declarations submitted by Mr. Jayaprasad Pillai, the Board of Directors of the Company by way of resolution dated March 5, 2015 formed an opinion that the said Director meet with the criteria of Independence as per Section 149(6) of the Companies Act, 2013 (“the Act”) and the rules made thereunder and also meet with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for being appointed as the Independent Director on the Board of the Company.

Hence in terms of Section 149 and other applicable provisions of the Act, Mr. Jayaprasad Pillai being eligible and offering himself for appointed, is proposed to be appointed as Independent Director of the Company not liable to retire by rotation under the Companies Act, 2013 for the period of 5 years w.e.f. March 5, 2015 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2020. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying Mr. Jayaprasad Pillai’s candidature as an Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Jayaprasad Pillai, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members to be passed as Ordinary resolution.

Item No. 4:

The Board of Directors of the Company had appointed Ms. Shraddha Rumade as an Additional Director of the Company with effect from August 13, 2015. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Shraddha Rumade holds office up to the conclusion of the forthcoming Annual General Meeting. Ms. Shraddha Rumade is a Commerce Graduate and has got some experience in fields of commerce and accounts.

The Company has received a declaration of independence from Ms. Shraddha Rumade. Based on the recommendation of the Nomination and Remuneration Committee and after reviewing the declarations submitted by Ms. Shraddha Rumade, the Board of Directors of the Company by way of resolution dated August 13, 2015 formed an opinion that the said Director meet with the criteria of Independence as per Section 149(6) of the Companies Act, 2013 (“the Act”) and the rules made thereunder and also meet with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for being appointed as the Independent Director on the Board of the Company.

Hence in terms of Section 149 and other applicable provisions of the Act, Ms. Shraddha Rumade being eligible and offering herself for appointed, is proposed to be appointed as Independent Director of the Company not liable to retire by rotation under the Companies Act, 2013 for the period of 5 years w.e.f. August 13, 2015 upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2020. The Company has received notice under Section 160

of the Companies Act, 2013 from a member signifying Ms. Shraddha Rumade's candidature as an Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Shraddha Rumade, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members to be passed as Ordinary resolution.

Item No. 5:

The existing Articles of Association of the Company ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the provisions of the Companies Act, 2013 (the "Act").

After implementation of the Companies Act, 2013 and Rules made there under, there are many changes in model Articles; therefore the Company shall replace its existing Articles of Association with new set of Articles of Association in line with Table F of Schedule I of Companies Act, 2013.

The proposed adoption of new set of Articles of Association requires approval of the members in general meeting by passing a Special Resolution.

The proposed new draft AOA would be available for inspection by the members without paying any fee at the Registered Office of the Company during normal business hours on any working day,.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members to be passed a Special resolution.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**Sd/-
Sumesh Agarwal
Director
00325063**

Date: August 28, 2015

Place: Thane

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 36th Annual General Meeting to be held on Tuesday, September 29, 2015, at 10:00 a.m. IST. The Company has engaged the services of the Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link, <https://www.evotingindia.com>

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 26, 2015 at 10.00 a.m. and ends on, September 28, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of, September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “Ladam Finance Limited” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com