



LIBORD FINANCE LIMITED

CIN: L65990MH1994PLC077482

Registered Office:

104, M. K. Bhawan, 300, Shahid Bhagat Singh Road, Fort, Mumbai - 400001

Phone No. Tel. No. 022-22658108/09 Fax No. 022-22662520

Email: investorrelations@vsnl.com website: www.libord.com

Dear Member,

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the Members of Libord Finance Ltd. will be held at H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Building, IMC Marg, Churchgate, Mumbai-400020 on Wednesday, 29th November, 2017 at 10.00 a.m. to transact the following business:

SPECIAL BUSINESS

1. To issue and allot Warrants convertible into Equity Shares on preferential basis to the Promoter-Group & Non-Promoters:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof for the time being in force) and the applicable rules made thereunder and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR Regulations”), including any amendment, modification or re-enactment thereof and the provisions of any other rules / regulations/ guidelines issued /framed by the Central Government, Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as “Appropriate Authorities”) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as requisite approvals), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board for the time being in force) to exercise its powers including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot up to 33,50,000 Warrants on preferential basis to the Promoter Group convertible into equivalent number of Equity Shares of the Company having a face value of Rs. 10/- each provided that promoter’s shareholding does not increase by more than 5% of the equity capital in any financial year & to offer, issue and allot upto 6,50,000 Warrants of Rs. 10/- each on preferential basis to Non- Promoters convertible into an equivalent number of Equity Shares of the Company having a face value of Rs. 10/- each aggregating up to 40,00,000 Warrants of the Company at an exercise price of Rs. 10/- (Rupees Ten Only) determined in accordance with the SEBI Guidelines and on such terms and conditions and in such manner as may be decided by the Board in this connection.

RESOLVED FURTHER THAT the offer price is calculated as per Regulation 76A of SEBI (ICDR) Regulations 2009.

RESOLVED FURTHER THAT all the Equity Shares resulting from the exercise of the Warrants, proposed to be issued and allotted as above, shall rank pari passu in all respects with the existing Equity Shares of the Company including as to dividends.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of issue of the Warrants as above shall be 30.10.2017 i.e., 30 (thirty) days prior to the date of this Extraordinary General Meeting of the Company to approve this offer.

RESOLVED FURTHER THAT:

- (i) 40,00,000 (Forty Lakh) Warrants of Rs.10/- each shall be convertible into 40,00,000 (Forty Lakh) Equity Shares of the face value of Rs.10 each on payment of aggregate price.
- (ii) Exercise of offer for conversion of the Warrants into equity shares shall be at the sole option of the Warrant holders at any time within a period of 18 months in one or more tranches from the date of allotment of Warrants in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and in the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares or any corporate or capital restructuring prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.

- (iii) The Warrant holder(s) shall pay an amount equivalent to 25% i.e. Rs.2.50 (Rupees Two and Paise Fifty Only) per Warrant of the value of the Warrant on or before the date of allotment of Warrants.
- (iv) The amount referred to in point (iii) above shall be adjusted against the price payable subsequently for acquiring the shares by exercising an option by the Warrant holder(s).
- (v) The Warrant holder(s) shall pay on or before the date of conversion of such Warrants into equity shares, the balance 75% i.e. Rs. 7.50 (Rupees Seven and Paise Fifty Only) for each Warrant.
- (vi) The amount referred in above (iii) shall be forfeited, if the option to convert the shares is not exercised by the Warrant holder(s) within the stipulated time.
- (vii) The Equity Shares to be issued and allotted by the Company upon exercise of the Warrants shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the then existing Equity Shares of the Company and be listed on Stock Exchange(s) where the Equity Shares of the Company are listed.
- (viii) The Equity Shares issued and allotted on conversion of Warrants shall be subject to lock-in as provided under the provisions of Chapter VII of the ICDR Regulations.
- (ix) The allotment of convertible Warrants shall be completed within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval from any regulatory authority / body or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
- (x) The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the balance sheet and/or Directors' Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of Warrants with the stock Exchange(s) where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for admission of the new equity shares to be issued on conversion of Warrants on preferential basis.

RESOLVED FURTHER THAT the Equity Shares issued and allotted on conversion of Warrants shall be subject to lock-in as provided under the provisions of Chapter VII of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares upon conversion thereof and utilization of proceeds of the Warrants and the Equity Shares so issued, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects and further do all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization, including inviting advance subscription/ exercise money towards issue of Warrants and/or Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Subscribers for application of the Warrants pursuant to this issue of Warrants on preferential basis shall be kept by the Company in a separate bank account. The preferential issue proceeds shall be utilized by the Company in accordance with applicable provisions of the Companies Act 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Dr. (Mrs.) Vandna Dangi, Managing Director of the Company and Mr. Nawal Agrawal, Director & CFO of the Company be and are hereby authorized jointly or severally, on behalf of the Company, to do all acts, deeds matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-Forms/ documents with the Registrar of Companies and other appropriate authorities."

Place : Mumbai
Date :30.10.2017

By the Order of the Board

Registered office :
104- M. K. Bhavan
300, Shahid Bhagat Singh Road,
Fort, Mumbai - 400001

Dr. (Mrs.) Vandna Lalit Dangi
Managing Director
DIN: 00886496

NOTES :-

1. A member entitled to attend and vote is entitled to appoint another person as proxy to attend and vote on poll on his/her behalf and the proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder carrying voting rights. The Instruments of proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form (MGT-11) is annexed to this Report.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representatives for voting purpose and to attend the Extraordinary General Meeting.
3. The Register of Members of the Company and the Shares Transfer Books of the Company will remain closed from Thursday, November 23rd, 2017 to Tuesday, November 28th, 2017 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange (BSE). Pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby informs that the register of members and index of members register and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act are kept at the registered office of the Company's Registrars and Share Transfer Agents viz. Sharex Dynamic (India) Private Limited (RTA), situated at, Unit No.1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400 072. The Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection between 2.00 p.m. and 4.00 p.m. on any working day of the Registrars except when the Registers and Books are closed.
4. Members are advised to avail themselves of nomination facility as per the Section 72 of the Companies Act, 2013 for which Nomination Form can be availed from the RTA.
5. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business to be transacted with respect to Item No. 1 at this Extraordinary General Meeting is annexed below and forms part of the Notice.
6. Pursuant to section 101 of the Companies Act, 2013 read with relevant rules made thereunder, companies can serve Notices and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same with M/s Sharex Dynamic (India) Pvt. Ltd (Registrars & Share Transfer Agents of the Company) or with the investor relations department at the Registered Office of the Company by filling the E-Communication Registration Form available at the Website of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request. Physical copy of the Notice of the EGM and the Attendance Slip are being sent to those members who have not registered their e-mail address with the Company or the Depository Participant(s).
7. Members who have received the Notice of the EGM and Attendance Slip in Electronic Mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the EGM. The Notice of the Extraordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-Voting along with printed Attendance Slip and Proxy Form can also be downloaded from the link <http://www.evotingindia.com> and from the website of the Company at <http://www.libord.com>.
8. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on the resolution proposed to be passed at EGM by electronic means. The Members may cast their votes on electronic voting system from place other than the venue of the meeting [remote e-voting].
9. The Company has approached CDSL for providing e-voting services through e-voting platform. In this regard, your Demat Account/ Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
10. The remote e-voting period will commence at 9.00 a.m. from Saturday, November 25th, 2017 and will end at 5.00 P.M. on Tuesday, November 28th, 2017 (both days inclusive). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
11. 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 Wednesday, 22.11.2017. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of EGM Notice and holding shares as of the cut-off date i.e. 22.11.2017, may obtain the login ID and password by sending a request at evoting@cdsl.co.in or investorrelations@libord.com.

12. Procedure for e-voting :

The procedure to login to e-Voting website is given below:

- (i) The voting period begins on 25.11.2017 (9.00 AM) and ends on 28.11.2017 (5.00 PM) [Both days inclusive]. 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 22.11.2017, 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.
DIVIDEND, BANK DETAILS OR DATE OF BIRTH	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"> • If both details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Detail 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 "LIBORD FINANCE LIMITED".
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows & Apple Smart Phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders & 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 linked in the login 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.

(xx) 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.

13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA of the Company for assistance in this regard.
15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
16. Members may kindly communicate immediately any change in their address mentioning PIN CODE to the Company's address.
17. The Securities and Exchange Board of India (SEBI) has mandated 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 /RTA.
18. Mr. Kamlesh Jain, Practicing Company Secretary (Membership No: A14068), Proprietor of M/s Kamlesh Jain & Associates, Company Secretaries (CP Number 14577), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall within one working day from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Managing Director of the Company.
20. Voting at the Venue of the EGM
 - (i) The Company also offers the facility for voting through polling paper / show of hands at the venue of the meeting. The Members as on the cut-off date 22.11.2017 attending the EGM are entitled to exercise their voting right at the meeting in case they have not already cast their vote by e-voting.
 - (ii) Members who have cast their vote by e-voting are also entitled to attend the EGM but they cannot cast vote at the EGM.
 - (iii) The Chairman will fix the time for voting at the meeting. Shareholders present in person or by proxy can vote at the meeting.
21. Other Instructions:
 - I. The Scrutinizer will collate the votes downloaded from the e-voting system and the votes cast at the meeting to declare the final result for the Resolution forming part of the Extraordinary General Meeting Notice.

- II. The results of the voting shall be declared on or after the Extraordinary General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.libord.com and be communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and the Registrar & Share Transfer Agents. The date of declaration of the results by the Company is deemed to be the date of passing of the Resolution.

ANNEXURE TO THE NOTICE:**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 30.10.2017.

ITEM NO. 1

Keeping in view of the growing business requirements, the Company proposes to make a preferential allotment of Warrants to the Promoter Group and the Non-promoters as listed out in Item No. 1 in the Notice of this EGM (hereinafter referred to as "subscribers") as per the terms of the offer as mentioned therein.

The Board of Directors of the Company in its meeting held on October 30, 2017 have accordingly authorized to issue and allot upto 33,50,000 Warrants convertible into an equivalent number of Equity Shares having a face value of Rs. 10/- each on preferential basis to the Promoter Group and upto 6,50,000 Warrants convertible into an equivalent number of Equity Shares having a face value of Rs. 10/- each on preferential basis to the Non-Promoters aggregating upto 40,00,000 Warrants convertible into an equivalent number of Equity Shares on preferential basis in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions and the rules made thereunder, as well as the Securities and Exchange Board of India, (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Approval of the members by way of special resolution is required inter alia in terms of the said sections, rules and regulations.

In terms of the applicable provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given as below:

1. Objects of the Preferential Issue:

The purpose of the Issue of Warrants is to use the proceeds for expanding the business of Non-Banking Finance Company and other objects as mentioned in the main object and objects incidental to the main objects of the Company, and to invest in wholly owned subsidiaries and associate companies through investment in shares and towards the purchase/ leasing of office premises and repayment of loan, if any, at any point of time.

2. Number of Warrants to be issued on Preferential Basis:

Upto 33,50,000 Warrants to the Promoter Group and upto 6,50,000 Warrants to the Non-Promoters aggregating upto 40,00,000 Warrants are proposed to be issued on preferential basis. The Equity Shares to be issued and allotted by the Company upon exercise of the Warrants shall be in dematerialized form and be listed on Stock Exchange(s) where the Equity Shares of the Company are listed.

3. Pricing of the issue:

The issue price of the Warrants on preferential basis has been fixed at Rs.10/- (Rupees Ten Only) per Warrant calculated in the manner specified under regulation 76A (since it is an illiquid & not frequently traded scrip) for pricing of shares after conversion to be allotted as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 taking into consideration Book Value, Earning per Share, Market price of the Shares & PE ratio of the Peer Group.

4. Relevant date :

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for Warrants convertible into shares is 30th October, 2017 i.e. 30 days prior to the date of the meeting of the members of the Company.

5. Auditor's Certificate:

Statutory Auditor's Certificate confirming that the proposed issue of Warrants on preferential basis is in accordance with the SEBI (ICDR) Regulations, 2009, shall be placed before the shareholders at the Extraordinary General Meeting. The same shall be available for inspection up to the date of the Extraordinary General Meeting at the Registered Office of the Company on any working day between 2.00 p.m. to 4.00 p.m.

6. Intention of the promoters, directors or key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel are subscribers to this issue of Warrants on preferential basis but promoter- group companies are subscribing upto 33,50,000 Warrants to be issued & allotted on preferential basis.

7. Proposed time within which the allotment shall be completed:

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the company within a period of 15 days from the date of such approvals.

8. Shareholding Pattern before and after issue of Warrants to be converted into equity shares within 18 months from the date of the allotment of the Warrants:

Sr. No.	Category	PRE ISSUE		POST ISSUE AFTER CONVERSION	
		No. of Shares held	% of Share holding	No. of Shares held (Assuming all warrants are converted)	% of Share holding
A.	Promoters' holding				
1	Indian				
	Individual	1938851	16.157	1938851	12.118
	Bodies corporate	5737149	47.81	9087149	56.795
	Sub-Total	7676000	63.967	11026000	68.913
2	Foreign promoters	-	-	-	-
	Sub-total (A)	7676000	63.967	11026000	68.913
B.	Non-Promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	443774	3.698	443774	2.773
	Directors and relatives	-	-	-	-
	Indian public	3721330	31.011	4371330	27.321
	others (including NRIs)	158896	1.324	158896	0.993
	Sub-total (B)	4324000	36.033	4974000	31.087
	GRAND TOTAL	12000000	100	16000000	100.000

9. Particulars of the proposed allottees and percentage of post issued capital after conversion that may be held by them and Identity of the natural person who are the ultimate owner of the convertible warrants proposed to be issued and allotted:

It is proposed to allot upto 40,00,000 warrants on preferential basis to the Promoters & Non-Promoters of the Company. The identity of the allottees and their relations with the promoters along with the percentage that may be held by these allottees in the post-issued capital of the issuer on conversion of warrants into equity shares set out as above are as under:

Sr. No.	Name of the Proposed Allottees	Relation with Promoters	No of warrants proposed to be subscribed	Application Money to be Paid @ 25% of the issue price of Rs. 10/-	% of post issued capital of proposed allottees after conversion of warrants
A.	Promoters				
1.	*Libord Exports Pvt Ltd	Promoter Group	13,00,000	32,50,000	33.135
2.	*Libord Consultants Pvt Limited	Promoter Group	20,50,000	51,25,000	23.659
	Sub Total A		33,50,000	83,75,000	56.795
B.	Non-Promoters				
3.	Kamal Shankarlal Binani	Non-Promoter	1,00,000	2,50,000	0.625
4.	Devina Kamal Binani	Non-Promoter	1,00,000	2,50,000	0.625
5.	Naman Kamal Binani	Non-Promoter	1,00,000	2,50,000	0.625

6.	Kamladevi N Ganna Jain jointly with Navratnamal Jeetmal Ganna	Non-Promoter	1,50,000	3,75,000	0.938
7.	Arushi Garg	Non-Promoter	2,00,000	5,00,000	1.250
	Sub Total B		6,50,000	16,25,000	4.063
	Total (A+B)		40,00,000	10,00,000	

* Mr. Lalit Kumar Dangi, Promoter and Director is the ultimate beneficial owner of these companies.

10. Change in the control or composition of the Board

There will be no change in the control or composition of the Board after the preferential allotment.

11. Approvals

The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of Warrants.

12. Currency of Warrants

The currency of Warrants to subscribe to equity shares shall not exceed eighteen months from the date of allotment of Warrants and they shall automatically get extinguished either on conversion of Warrants into equity shares or failure to pay balance consideration for the conversion of Warrants into equity shares within 18 months.

13. Voting Rights and Dividend

The Equity Shares issued and allotted upon conversion of the Warrants issued on preferential basis shall rank paripassu in respect of the voting rights, payment of dividend and in all other respects with the existing equity shares of the Company.

14. Lock-in Period

The Equity shares upon conversion of the Warrants being allotted to the non-promoters on preferential basis shall be locked-in for a period of 1 year from the date of trading approval. The Equity shares upon conversion of the Warrants being allotted to the Promoter Group on preferential basis shall be locked in for a period of three years. Provided that not more than twenty percent of the total capital of the issuer shall be locked in for three years from the date of trading approval. Provided further that equity shares allotted to the Promoter Group in excess of the twenty percent shall be locked in for a period of one year from the date of trading approval. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 6 months from the date of trading approval from the Exchange.

15. Allotment of Securities during the year on Preferential basis:

The Company has issued and allotted 40,00,000 Equity Shares to the Promoter Group and the Non-Promoters during the year on preferential basis as approved by the members of the Company in the 23rd AGM of the Company held on 14th June, 2017.

16. Undertaking:

In terms of SEBI (ICDR) Regulations, 2009 the Company hereby undertakes that:

- It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

17. Disclosure pertaining to willful defaulters:

The Company or its Promoters or Directors are not willful defaulter in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

The Board of Directors accordingly recommend the proposed Special Resolution set out at item number 1 of the accompanying Notice for approval by Members.

Shri Lalit Dangi, Director, Smt. Vandna Dangi Managing Director & Mr. Nawal Agrawal, Director & CFO may be deemed to be interested in the resolution at item number 1 to the extent the Warrants are proposed to be allotted to the companies in which the said directors are also directors. Save as above, none of the directors are concerned or interested in the above said resolution.

Place : Mumbai
Date : 30.10.2017

Registered office :
104- M. K. Bhavan
300, Shahid Bhagat Singh Road,
Fort, Mumbai - 400001

By the Order of the Board
Dr. (Mrs.) Vandna Lalit Dangi
Managing Director
DIN: 00886496



LIBORD FINANCE LIMITED

FORM NO. MGT - 11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014
(CIN:L65990MH1994PLC077482)]

Name of the Company : Libord Finance Ltd

Registered Office : 104, M. K. Bhawan, 300, Shahid Bhagat Singh Road, Fort, Mumbai - 400001

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

I/We being the member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____

Address : _____

Email Id : _____

Signature: _____, or failing him
2. Name : _____

Address : _____

Email Id : _____

Signature: _____, or failing him
3. Name : _____

Address : _____

Email Id : _____

Signature: _____, or failing him

As my /our proxy to attend and vote (on a poll) for me/us on my/ our behalf at the Extraordinary General Meeting of the Company to be held on the 29th November, 2017 at 10 a.m. at H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Building, IMC Marg, Churchgate, Mumbai-400020 and at any adjournment thereof in respect of such Resolutions as are indicated below:

SPECIAL BUSINESS

1. To issue and allot Warrants convertible into Equity Shares on preferential basis to the Promoter-Group & Non-Promoters. (Special Resolution)

Signed thisday of -----, 2017

Signature of Shareholder

Signature of Proxy holder(s)

<p>Affix Re.1/- Revenue Stamp</p>

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



LIBORD FINANCE LIMITED

CIN: L65990MH1994PLC077482

Registered Office:

104, M. K. Bhawan, 300, Shahid Bhagat Singh Road, Fort, Mumbai - 400001

Phone No. Tel. No. 022-22658108/09 Fax No. 022-22662520

Email: investorrelations@vsnl.com website: www.libord.com

Please fill up this Attendance slip and hand it over at the entrance of the Meeting hall.

ATTENDANCE SLIP

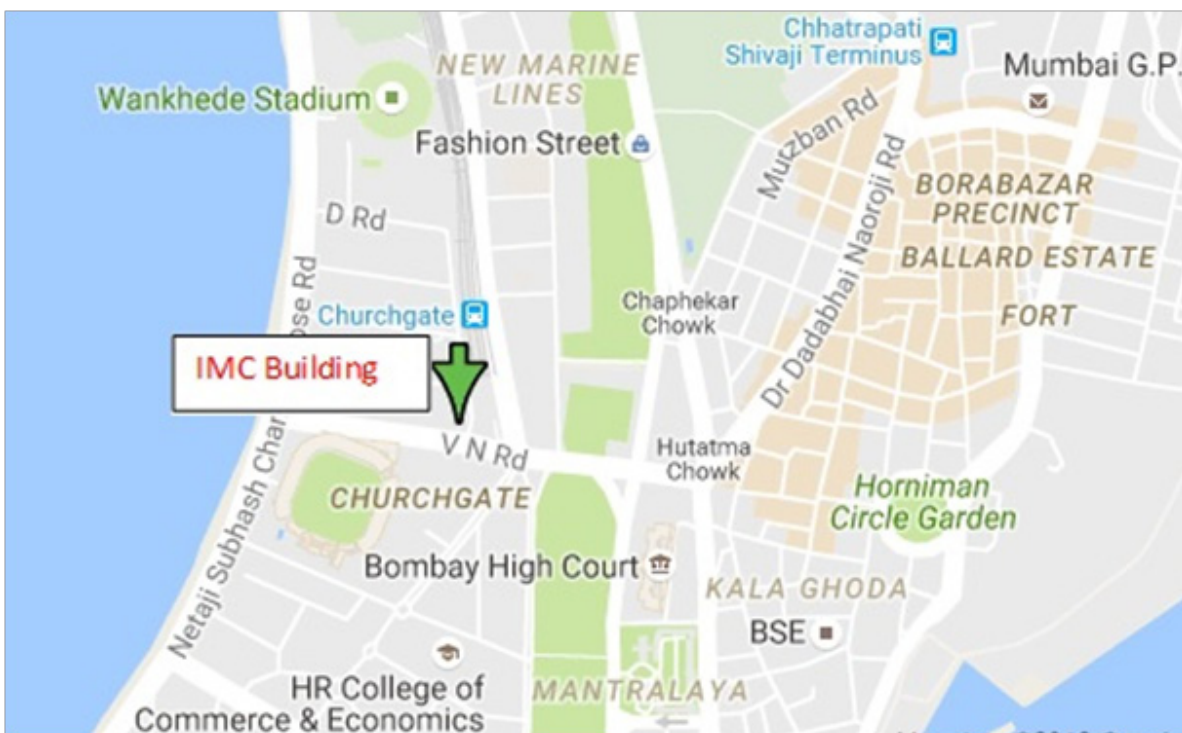
I hereby record my presence at the Extra Ordinary General Meeting of the Company held at 10 a.m. on Wednesday, November 29th, 2017 at H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Building, IMC Marg, Churchgate, Mumbai-400020.

REGD. FOLIO NO/CLIENT ID	NO. OF SHARES

Name of the Share holder (In block letters).....

Signature

Note: Member / proxy who wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance at the Meeting hall duly signed.





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 : Libord Finance Limited

Registered office : 104, M.K. Bhawan, 300, Shahid Bhagat Singh Road, Fort Market, Mumbai-400001

Sr. 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	

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

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	SPECIAL BUSINESS To issue and allot Warrants convertible into Equity Shares on preferential basis to the Promoter-Group & Non-Promoters.(Special Resolution)			

Place:

Date:

(Signature of the shareholder)

