

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Libord Finance Limited will be held at H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Building, IMC Marg, Churchgate, Mumbai-400020 on September 10, 2018 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Auditors' Report thereon and the Report of the Directors alongwith Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Auditors' Report thereon.
- To appoint a Director in place of Mr. Lalit Kumar Dangi (DIN 00886521) who retires by rotation and being eligible, offers himself for reappointment.
- To ratify the Appointment of Statutory Auditor 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 provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditor) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Amar Bafna & Associates, Chartered Accountants (Firm Registration Number 114854W), appointed as Statutory Auditors of the Company in the 22nd AGM by the members of the Company for a term of three years to hold office from the conclusion of 22nd Annual General Meeting (AGM) till the conclusion of the 25th AGM of the Company to be held in the year 2019 be and is hereby ratified on the same terms and conditions on which they were appointed in the said AGM."

SPECIAL BUSINESS

- To Reappoint Dr. (Mrs.) Vandna Dangi as Managing Director of the Company:**

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof, the consent and approval of the members of the Company be and is hereby accorded to the re-appointment of Dr. (Mrs.) Vandna Dangi (DIN: 00886496) as the Managing Director of the Company for a further period of 3 years with effect from 10th March, 2018 to 9th March, 2021 by the Board of Directors on the terms and conditions as approved by the Board including the payment of the following remuneration, perquisites and benefits:

S. N.	Particulars	Proposed Remuneration
1.	a) Basic Salary b) Increment	Rs. 3,00,000/- per month. Not exceeding 10% of the Salary per month.
2.	Car Facility	Car with services of a driver to be maintained by the Company for official use.
3.	Medical	Reimbursement of actual Medical expenses incurred in India and or abroad for self, spouse and dependent children.
4.	Telephones	Reimbursement of telephone expenses used for Company's work

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government through Schedule V to the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc. within such limit or ceiling as may be prescribed under such amendment, modification or relaxation and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary and perquisites and allowances as per the maximum amount permissible under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be required and consider necessary, proper and expedient to give effect to this Resolution."

- To appoint Mr. Radhey Shyam Soni (DIN: 07962657) as an 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) Mr. Radhey Shyam Soni (DIN: 07962657), who was appointed as an Additional (Independent) Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company by the Board of Directors at their meeting held on 30.10.2017 and

whose term of office expires at this Annual General Meeting (AGM) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years upto 29th October, 2022 not liable to retire by rotation.”

Place : Mumbai
Date : 07.08.2018

By the Order of the Board

Registered office :
104-M. K. Bhavan
300, Shahid Bhagat Singh Road,
Fort, Mumbai - 400 001

Dr. (Mrs.) Vandna Dangi
Managing Director

DIN: 00886496

Mr. Nawal Agrawal
Chief Financial Officer
and Director

DIN: 01753155

NOTES:-

1. A member entitled to attend and vote is entitled to appoint a 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. 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 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 Annual General Meeting.
3. The Register of Members of the Company and the Shares Transfer Books of the Company will remain closed from Thursday, September 6, 2018 to Monday, September 10, 2018 (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 shall 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 Nos. 4 and 5 at the Annual General Meeting is annexed below and forms part of the Notice.
6. In terms of Section 152 of the Companies Act, 2013, Mr. Lalit Kumar Dangi (DIN 00886521) Director of the Company retires by rotation at the Meeting and being eligible, offers himself for reappointment. A brief profile of Mr. Dangi is annexed below and forms part of the Notice. The Board of Directors of the Company commends his re-appointment.
7. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, companies can serve Annual Reports 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 AGM 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).
8. Members who have received the Notice of the AGM 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 AGM. The Notice of the Annual General Meeting (AGM) 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 www.evotingindia.com and from the website of the Company at www.libord.com.
9. 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 resolutions proposed to be passed at AGM 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].
10. 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 resolutions placed by the Company on the e-Voting system.

11. The remote e-voting period will commence at 9.00 a.m. from Thursday, September 6, 2018 and will end at 5.00 p.m. on Sunday, September 9, 2018 (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.
12. 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 Monday, September 3, 2018. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date i.e. September 3, 2018, may obtain the login ID and password by sending a request at evoting@cdsl.co.in or investorrelations@libord.com.
13. Procedure for e-voting :

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

- (i) The voting period begins at 9.00 a.m. on September 6, 2018 and will end at 5.00 p.m. on September 9, 2018 (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 September 3, 2018, 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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.</p> <ul style="list-style-type: none"> • If both 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 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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 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.
14. 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.
15. 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. In pursuance to the recent Notification dated 8th June, 2018 issue by the SEBI, (Fourth Amendment in the SEBI (LODR) Regulations, 2018), except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. December 5, 2018 or such other date as SEBI may notify.
16. 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.
17. Members may kindly communicate immediately any change in their address mentioning PIN CODE to the Company's address.
18. 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.
19. Mr. Mehul Chhajed, Practising Company Secretaries, (Membership No. A36517), Partner of M/s SKCM & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. 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.
21. **Voting at the Venue of the AGM**
- (i) The Company also offers the facility for voting through polling paper at the venue of the meeting. The Members as on the cut-off date (September 3, 2018) attending the AGM 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 AGM but they cannot cast vote at the AGM.
 - (iii) The Chairman will fix the time for voting at the meeting. Shareholders present in person or by proxy can vote at the meeting.
22. **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 each of the Resolutions forming part of the Annual General Meeting Notice dated August 07, 2018.
 - II. The results of the voting shall be declared on or after the Annual 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 Resolutions.

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. 4 and 5 of the accompanying Notice dated August 7, 2018.

ITEM NO. 4:

Mrs. Vandna Dangi has been the Managing Director of the Company since 2012 when she was appointed for a term of 3 years. She was reappointed as the MD in the year 2015 for another term of three years as approved by the Shareholders of the Company. The Board of Directors in their meeting held on 31.01.2018 have reappointed Dr. (Mrs.) Vandna Dangi as "Managing Director" of the Company for a further term of 3 years with effect from 10th March, 2018 to 9th March 2021, subject to approval by the shareholders of the Company, under Schedule V of the Companies Act, 2013, not liable to retire on rotation on the terms & conditions forming part of the Resolution as duly reviewed and recommended by the Nomination & Remuneration Committee of the Company.

Dr. Mrs. Vandna Dangi is a Chartered Accountant (F.C.A.), Management Graduate (M.B.A.), Doctorate in Philosophy (Ph.D.) in Business Management, and a Graduate in Economics (Honours). She has got wide range of experience in the field of Business & Financial Management. She has published over 400 Articles in Management Journals, Business Magazines and Newspapers in the field of Economic Policy, Capital Markets & World Economy. Besides, she has authored seven books in the fields of Macro Economy, Capital Markets and Corporate Governance. Her vast experience in the Financial Services & Management fields will further lead the Company towards growth. A brief profile of Mrs. Dangi is annexed below and forms part of the notice.

The Board of Directors accordingly recommend the proposed Ordinary Resolution as set out at item number 4 of the accompanying Notice for approval by Members.

Memorandum of Interest

Mr. Lalit Kumar Dangi spouse of Dr. (Mrs) Vandna Dangi (KMP) is deemed to be concerned and interested in the resolution at Item No. 4.

None of the other directors of the Company are concerned or interested in this Resolution.

ITEM NO. 5:

Mr. Radhey Shyam Soni (Age - 62 Years & DIN: 07962657) was appointed as an Additional (Independent) Director of the Company with effect from October 30, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Soni holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director in category of Non-Executive Independent Director for a term of five years not liable to retire by rotation. Mr. Soni has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Radhey Shyam Soni is a Post Graduate in Commerce (M. Com) and is an Ex-Banker with over 30 years' experience in a leading Public Sector Undertaking Bank (PSU). A brief profile of Mr. Soni is annexed and forms part of the notice.

Mr. Radhey Shyam Soni is not a Director in any other Companies and also not Chairman/Members of any Committees of the Board thereof.

The Board of Directors accordingly recommend the proposed Ordinary Resolution set out at item no. 5 of the accompanying Notice for approval by Members.

Memorandum of Interest:

Except Mr. Radhey Shyam Soni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Place : Mumbai

Date : August 7, 2018

By the Order of the Board

Registered office :
104-M. K. Bhavan
300, Shahid Bhagat Singh Road,
Fort, Mumbai - 400 001

Dr. (Mrs.) Vandna Dangi
Managing Director

DIN: 00886496

Mr. Nawal Agrawal
Chief Financial Officer
and Director
DIN: 01753155

ANNEXURE A

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 24TH ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Ordinary/Special Business	Item No. 2	Item No. 4	Item No. 5
Name of the Director	Mr. Lalit Kumar Dangi	Dr. (Mrs.) Vandna Dangi	Mr. Radhey Shyam Soni
DIN	00886521	00886496	07962657
Age	59 Years	56 Years	62 years
Date of Appointment	04.04.1994	24.06.2011	30.10.2017
Qualification	F.C.A., A.C.S., A.C.M.A., B.Com.	B.A.(Hons), M.B.A, FCA , Ph.D (Mgt)	M. Com
Experience in specific functional areas	Over 35 years' experience in Financial Services Industry and Capital Market/Accountancy.	Over 30 years' experience in Financial Services Industry and Business Management	Over 30 years' experience in Banking Services with reputed PSU Bank.
Directorships in other Companies	Libord Securities Limited Libord Consultant Private Limited Libord Exports Private Limited Libord Asset Reconstruction Company Private Limited Libord Commodities Brokers Private Limited Libord Brokerage Private Limited (Formerly known as Libord Stock Brokers Private Limited) Libord Advisors Private Limited	Libord Securities Limited Libord Asset Reconstruction Company Private Limited Libord Advisors Private Limited Libord Exports Private Limited	None
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman of Stakeholders Relationship Committee of the Board of Directors. Member of Audit Committee and the Nomination and Remuneration Committee of the Board of Directors.	None	Member of Audit Committee of the Board of Directors
Chairman/Member of the Committees of the Board of Directors. of the other Companies in which he/she is a Director.	Chairman of Stakeholders Relationship Committee of the Board of Directors of Libord Securities Limited.	Member of Nomination and Remuneration Committee of the Board of Directors of Libord Securities Limited.	None
Remuneration	Nil	As per terms of Resolution	Nil
Number of Board Meetings Attended	11	11	2
No. of Shares held in the Company	1087836	762335	Nil
Inter-se Relationship between Directors and KMPs	Spouse of Dr. (Mrs.) Vandna Dangi (Director & KMP)	Spouse of Mr. Lalit Kumar Dangi (Director)	NA