

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Libord Finance Limited will be held on Monday, September 14, 2020 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Auditors' Report thereon and the Report of the Directors along with Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Lalit Kumar Dangi (DIN 00886521) who retires by rotation and being eligible, offers himself for reappointment.

Place : Mumbai
Date : August 10, 2020

By the Order of the Board

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

Dr. Vandna Dangi
Managing Director
DIN: 00886496

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155

Notes:-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with applicable MCA Circulars and SEBI Circular dated May 12, 2020 (collectively referred as 'Circulars'), the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are encouraged to send a scanned certified copy of the Board Resolution (pdf format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent through its registered email address to the Scrutinizer at investorrelations@libord.com.
4. The Register of Members of the Company and the Shares Transfer Books of the Company will remain closed from Thursday, September 10, 2020 to Monday, September 14, 2020 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange (BSE).
5. 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.
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. The Board of Directors of the Company commends his re-appointment. A brief profile of Mr. Dangi is annexed below and forms part of the Notice.
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before through email to investorrelations@libord.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
8. In compliance with the aforesaid Circulars, the Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the website of the Company at www.libord.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with the aforesaid Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
10. 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 7, 2020. 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., Monday, September 7, 2020, may obtain the login ID and password by sending a request at evoting@cDSL.co.in or investorrelations@libord.com.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
15. The Meeting shall be deemed to be held at B-526, Chintamani Plaza, Mohan Studio Compound, Andheri Kurla Road, Andheri (East), Mumbai-400099.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. Procedure for Remote E-Voting

The instructions for shareholders for remote e-voting are as under:

- (i) The remote e-voting begins at 9.00 a.m. from Thursday, September 10, 2020 and will end at 5.00 p.m. on Sunday, September 13, 2020 [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) Monday, September 7, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
- (iii) Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	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 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "**LIBORD FINANCE LIMITED**".
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians are as under:**
- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3) 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.
 - 4) 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.
 - 5) 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.
 - 6) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. investorrelations@libord.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
18. 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 or call 1800225533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) by electronic means at helpdesk.evoting@cdslindia.com or call 1800225533.
19. **Process for those Shareholders whose E-mail addresses are not registered with the Depositories for obtaining login credentials for E-voting for the Resolutions proposed in this notice:**
- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@libord.com or support@sharexindia.com.
 - 2) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@libord.com or support@sharexindia.com.
 - 3) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.
20. **Instructions for Shareholders attending the AGM through VC/OAVM are as under:**
- 1) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - 3) Further shareholders will be required to use Internet with a good speed to avoid any disturbance during the meeting.
 - 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - 5) Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@libord.com up to September 7, 2020 (IST 5.00 p.m.). Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@libord.com up to September 7, 2020 (IST 5.00 p.m.). These queries will be replied suitably by the Company.
 - 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Please note that the Company reserves the right to restrict the number of questions and the number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
21. **Instructions for Shareholders for E-voting during the AGM are as under:**
- 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - 2) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- 3) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. **Other Instructions**

- 1) Mr. Mehul Chhajed, Practicing Company Secretary (Membership No: A36517), Partner of M/s SKCM & Associates, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process (both remote e-voting and e-voting at the AGM) in a fair and transparent manner.
- 2) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and make, not later than 48 (forty-eight) hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and such report shall then be sent to the Chairman or a person authorized by him, who shall then countersign the same.
- 3) The results of the e-voting shall be declared on or after the AGM of the Company. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.libord.com and be communicated to the BSE Limited at www.bseindia.com where the equity shares of the Company are listed and the CDSL at www.evoting.india.com. The date of declaration of results by the Company is deemed to be the date of passing of the resolutions.

Place : Mumbai
Date : August 10, 2020

By the Order of the Board

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

Dr. Vandna Dangli
Managing Director
DIN: 00886496

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155

ANNEXURE A

As required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Director proposed to be appointed / re-appointed at the 26th Annual General Meeting is given below:

Ordinary Business	Item No. 2
Name of the Director	Mr. Lalit Kumar Dangli
DIN	00886521
Age	61 Years
Date of Appointment	April 4, 1994
Qualification	F.C.A., A.C.S., A.C.M.A., I.R.P., B.Com.
Experience in specific functional areas	Over 37 years' experience in Financial Services Industry and Capital Market/Accountancy.
Directorships in other Companies	Libord Securities Limited Libord Consultants Private Limited Libord Exports Private Limited Libord Asset Reconstruction Company Private Limited Libord IRP Advisors Private Limited Libord Brokerage Private Limited Libord Advisors Private Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman of Stakeholder Relationship Committee of Board of Directors. Member of Audit Committee of the Board of Directors. Member of Nomination and Remuneration Committee of Board of Directors.
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	Chairman of Stakeholders Relationship Committee of the Board of Directors of Libord Securities Limited
Remuneration	Nil
Number of Board Meetings Attended	5
No. of Shares held in the Company	10,87,836
Inter-se Relationship between Directors and KMPs	Spouse of Dr. Vandna Dangli (Director & KMP)