

**NOTICE**

**NOTICE** is hereby given that the Thirty First Annual General Meeting of the members of LKP Finance Limited will be held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Mumbai 400 001 on Thursday 11<sup>th</sup> June, 2015 at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the Financial Year ended on 31st March, 2015 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Pratik M. Doshi (holding DIN 00131122), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. Ford, Rhodes, Parks & Co., Chartered Accountants (ICAI Registration No.102860W) as statutory auditors of the Company and fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
“**RESOLVED** that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Schedule I of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association as laid before this meeting, duly initialed by the Chairman for purpose of identification, be and is hereby approved and adopted in substitution and to the entire exclusion, of the existing Articles of Association of the Company;  
**RESOLVED** further that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution.”
6. To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:  
“**RESOLVED** that pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, Mrs. Anjali Suresh (holding DIN 00131122), Director of the Company, be and is hereby appointed as an Independent Woman Director, not liable to retire by rotation, to hold office for a term of upto five consecutive years with effect from June 11, 2015.”

By Order of the Board of Directors

Mumbai  
Date: 5<sup>th</sup> May 2015

(M. V. Doshi)  
*Executive Chairman*

**IMPORTANT NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment / reappointment, as required in terms of Clause 49 of the Listing Agreement entered with the Stock Exchange is given below.
2. 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 A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 MEMBER.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
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. Members / Proxies / Authorised Representatives should bring the enclosed attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 4<sup>th</sup> June, 2015 to Thursday, 11<sup>th</sup> June, 2015 (both days inclusive) for payment of final dividend.
7. The Final dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on 11<sup>th</sup> June, 2015 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on 11<sup>th</sup> June, 2015.
8. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished

by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.

- b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
9. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Adroit Corporate Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form. Members who wish to register their email ID can download the 'Green Initiative' form from the Company's website viz. [www.lkpsec.com](http://www.lkpsec.com).
10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [info@adroitcorporate.com](mailto:info@adroitcorporate.com) mentioning your Folio/DP ID & Client ID.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
12. Members are requested to send all communications relating to shares, and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:
- M/s. Adroit Corporate Services Private Limited  
19, Jafarbhoy Industrial Estate, 1<sup>st</sup> Floor,  
Makawana Road, Marol Naka,  
Andheri ( East), Mumbai 400 059.  
Tel. No.022- 28590942
- If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

### 13. Unclaimed/Unpaid Dividend:

Members are informed that the dividend amount for the year ended 31st March 2008 remaining unclaimed shall become due for transfer on 13<sup>th</sup> September, 2015 respectively to the Investor Education and Protection Fund established by the Central Government in terms of Section 124 of the Companies Act, 2013 on expiry of 7 years from the date of its declaration. Members are requested to note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment. Any member, who has not claimed final dividend in respect of the financial year ended 31<sup>st</sup> March 2008 onwards is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than 30<sup>th</sup> August, 2015 for dividend of F. Y. 2007- 2008. The reminders to all such members at their registered addresses in this regard shall be given in due course of time.

### 14. Voting Options:-

#### Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 8<sup>th</sup> June 2015 (9:00 am) and ends on 10<sup>th</sup> June, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5<sup>th</sup> June, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “LKP Finance Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [lkpfinancescrutinizer@gmail.com](mailto:lkpfinancescrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

**VI.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.

**VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

**VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**IX.** 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 5<sup>th</sup> June, 2015.

**X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5<sup>th</sup> June 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.

**XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

**XII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

**XIII.** Mr. V. Ramachandran Practising Company Secretary, Proprietor of M/s V.R. Associates, Company Secretaries, ACS 7731, CP No. 4731 has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

**XIV.** The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

**XV.** The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**XVI.** The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz. [www.lkpssec.com](http://www.lkpssec.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**15. Brief Profile of Director being Appointed / Re-appointed:**

Name	Mr. Pratik M. Doshi	Mrs. Anjali Suresh
DIN	00131122	DIN 02545317
Age	33 Years	49 Years
Date of Appointment	26 <sup>th</sup> October 2009	26 <sup>th</sup> July, 2001
Qualification	B. A. In Economics-UK.	Chartered Accountant
Expertise	Extensive experience of 11 years in the field of Foreign Exchange, Stock Market and Commodity Market.	Extensive experience of 20 years in the field of Financial Services.
Other Directorships	<ol style="list-style-type: none"> <li>1. LKP Securities Ltd. (Whole- time Director )</li> <li>2. MKM Share and Stock Brokers Ltd.</li> <li>3. Bhavana Holdings Pvt. Ltd.</li> <li>4. LKP Wealth Advisory Pvt. Ltd.</li> <li>5. Alpha Commodity Pvt. Ltd.</li> <li>6. SolarEx P V Solution Pvt. Ltd.</li> <li>7. Peak Plastonics Pvt. Ltd.</li> <li>8. Astro Sports Pvt. Ltd.</li> <li>9. Astro Sports Promotion Pvt.Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Quartet Financial Services Private Limited</li> </ol>
*Chairman / Member of Committee of the Board of the Companies on which he/she is a Director as on 5 <sup>th</sup> May 2015.	Nil	Nil
Shareholding in the Company	1,00,722 Equity Shares	Nil
Relationship with any Director(s) of the Company	He is related to Executive Chairman of the Company.	She is not related to any Director or Key Managerial Personnel of the Company.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item No. 5**

The Articles of Association (AOA) of the Company as currently in force was originally adopted as per the provisions of the Companies Act, 1956 and further amendments were adopted pursuant to the provision under the Companies Act, 1956, from time to time. The existing AoA is based on the provisions contained in the Companies Act, 1956 and therefore contains references to specific sections of the Companies Act, 1956.

In view of the implementation of the Companies Act, 2013 together with various Schedules thereto and the Rules framed thereunder, in replacement of the Companies Act, 1956, several regulations of the existing AoA of the Company require alteration, additions or deletions. Therefore it is considered expedient to fully replace the existing AoA of the Company with the new set of Articles, with a view to bring the Articles in consonance with the notified provisions of the Companies Act, 2013 and Rules made thereunder.

The proposed AoA (draft) of the Company is available on the Company's website [www.lkpsec.com](http://www.lkpsec.com) for perusal by the Members. A copy of the aforesaid draft AoA would be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and a copy thereof will also be available at the meeting venue for inspection by the Members.

The proposed set of AoA of the Company is aligned to the new Companies Act, 2013 and will therefore help in smooth transitioning and management of the Company as per the Companies Act, 2013 and other applicable law.

The Board, therefore, recommends the Special Resolution set out at item no. 5 of the Notice for your approval.

None of the Directors/Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Resolution, except to the extent of their respective shareholding in the Company

**Item No. 6**

Appointment of Mrs. Anjali Suresh was made by the Board of Director on 29<sup>th</sup> January 2014, as an Independent Woman Director to fill-up casual vacancy caused by the resignation of Mr. Milan S. Bhise, who was an Independent Director of the Company. She is considered an Independent Woman Director pursuant to provisions of the Listing Agreement with the Stock Exchange. She has given a declaration that she fulfils and complies with all the conditions specified in the Companies Act, 2013 making her eligible to be appointed as an Independent Woman

Director in compliance with the provisions of section 149 of the Companies Act, 2013 at the forthcoming Annual General Meeting. The Board of Directors are also of the opinion that Mrs. Anjali Suresh fulfils all the conditions specified in the Companies Act, 2013 and is recommended to be appointed as an Independent Woman Director of the Company.

Mrs. Anjali Suresh (DIN 02545317), aged about 49 years, is a Chartered Accountant and has about 20 years extensive experience in the field of Financial Services. She is presently a Director of Quartet Financial Services Private Limited.

She is a member of the following Committees of the Board of Directors of the Company.

1. Stakeholders Relationship Committee- Chairperson
2. Audit Committee- Member
3. Nomination and Remuneration Committee- Member

She is not holding any share of the Company and has no pecuniary relationship with the Company or its subsidiary or associate Company. She is not related to any Director or Key Managerial Personnel of the Company.

The Board of Directors recommends the appointment of Mrs. Anjali Suresh as an Independent Woman Director of the Company.

Other than Mrs. Anjali Suresh and her relatives, no Promoter, Director, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

By Order of the Board of Directors

Mumbai  
Date: 5<sup>th</sup> May 2015

(M. V. Doshi)  
*Executive Chairman*