

**KANUNGO FINANCIERS LIMITED**

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF KANUNGO FINANCIERS LIMITED WILL BE HELD ON MONDAY 27<sup>TH</sup> AUGUST, 2018 AT 02:00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2018 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.

**SPECIAL BUSINESS:**

**2) TO PASS THIS RESOLUTION AS ORDINARY RESOLUTION IF THOUGH FIT:**

**TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR OF THE COMPANY**

**“RESOLVED THAT Mr. Chirag Kirtikumar Shah**, who was appointed as additional Director of the company by the Board of Directors with effect from 5<sup>TH</sup> May, 2018 and who according to section 161 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

**RESOLVED FURTHER THAT** any one director of the Company be and are hereby authorized to intimate the Registrar of Companies by filling necessary Forms and do all the necessary changes.”

**3) TO PASS THIS RESOLUTION AS SPECIAL RESOLUTION IF THOUGH FIT:**

**TO APPOINT WHOLETIME DIRECTOR OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to appoint Mr. **Chirag Kirtikumar Shah** as Managing Director of the Company for a period of 5(Five) years with effect from 10<sup>th</sup> August, 2018.

**RESOLVED FURTHER** that any director of the Company be and is hereby authorized to sign and submit the necessary forms and documents to Registrar of Companies, Gujarat

**4) TO PASS THIS RESOLUTION AS ORDINARY RESOLUTION IF THOUGH FIT:**

**TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR OF THE COMPANY**

**“RESOLVED THAT Ms. Neetaben Umeshchandra Talsania**, who was appointed as additional Director of the company by the Board of Directors with effect from 19<sup>TH</sup> July, 2018 and who according to section 161 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

**RESOLVED FURTHER THAT** any one director of the Company be and are hereby authorized to intimate the Registrar of Companies by filling necessary Forms and do all the necessary changes."

**5) TO PASS THIS RESOLUTION AS ORDINARY RESOLUTION IF THOUGH FIT:**

**TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR OF THE COMPANY**

**“RESOLVED THAT Mr. Nrupesh Panchal**, who was appointed as additional Director of the company by the Board of Directors with effect from 19<sup>TH</sup> July, 2018 and who according to section 161 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

**RESOLVED FURTHER THAT** any one director of the Company be and are hereby authorized to intimate the Registrar of Companies by filling necessary Forms and do all the necessary changes."

**6) TO PASS THIS RESOLUTION AS ORDINARY RESOLUTION IF THOUGH FIT:**

**TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR OF THE COMPANY**

**“RESOLVED THAT Ms. Pina Shah**, who was appointed as additional Director of the company by the Board of Directors with effect from 19<sup>TH</sup> July, 2018 and who according to section 161 of the companies Act, 2013 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

**RESOLVED FURTHER THAT** any one director of the Company be and are hereby authorized to intimate the Registrar of Companies by filling necessary Forms and do all the necessary changes."

**DATE : 23<sup>RD</sup> July, 2018**

**BY ORDER OF THE BOARD**

**PLACE: AHMEDABAD**

**SD/-  
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, dulyfilled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 21.08.2018 TO 27.08.2018 (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

**DATE : 23<sup>RD</sup> July, 2018**

**BY ORDER OF THE BOARD**

**PLACE: AHMEDABAD**

**SD/-  
CHAIRMAN**

**EXPLANATORY STATEMENTS PURSUANT TO**  
**SECTION 102 OF THE COMPANIES ACT, 2013**

2) Mr. **CHIRAG KIRTIKUMAR SHAH** has wide experience and the company can benefit from his experience thus the board had appointed him as additional director of the company.

And that is why company has seen some potential in him as a good director.

As per section 161 of the companies Act, 2013 the additional director can hold office up to the date of this Annual General Meeting.

Your Directors recommend the Ordinary Resolution as set out in the notice for your approval.

3) It is necessary for the Company to appoint a WTD in order to comply with the provisions of Companies Act, 2013.

Appointment Term : 5 Years

**CHIRAG KIRTIKUMAR SHAH** has wide experience and he knows the working of the company.

And that is why company has seen some potential in him as a good WTD.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

4) Ms. **NEETABEN UMESHCHANDRA TALSANIA** has wide experience and the company can benefit from his experience thus the board had appointed him as additional director of the company.

And that is why company has seen some potential in her as a good director.

As per section 161 of the companies Act, 2013 the additional director can hold office up to the date of this Annual General Meeting

Your Directors recommend the Ordinary Resolution as set out in the notice for your approval.

5) Mr. **NRUPESH PANCHAL** has wide experience and the company can benefit from his experience thus the board had appointed him as additional director of the company.

And that is why company has seen some potential in him as a good director.

As per section 161 of the companies Act, 2013 the additional director can hold office up to the date of this Annual General Meeting

Your Directors recommend the Ordinary Resolution as set out in the notice for your approval.

6) Ms. **PINA SHAH** has wide experience and the company can benefit from his experience thus the board had appointed him as additional director of the company.

And that is why company has seen some potential in her as a good director.

As per section 161 of the companies Act, 2013 the additional director can hold office up to the date of this Annual General Meeting

Your Directors recommend the Ordinary Resolution as set out in the notice for your approval.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 23.08.2018 at 10.00 P.M. and ends on 26.08.2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17.08.2018, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details	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.

<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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).</li> </ul>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **KANUNGO FINANCIERS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take 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 use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).