



# LIBORD FINANCE LIMITED

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

Tel.: (022) 2265 8108 / 09 / 10 • Fax : (022) 2266 2520

Email : libord@vsnl.com • Website : www.libord.com

CIN No.: L65990MH1994PLC077482

To,  
The Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

Date: 4<sup>th</sup> September, 2019

Dear Sir,

**Re: Scrip Code 511593**

**Sub: Notice of 25<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2019 & E-voting details:**

We wish to inform you that 25<sup>th</sup> Annual General Meeting (AGM) of our Company will be held on 30<sup>th</sup> September, 2019 at 10.00 A.M. at Ruby Hall, Hotel Kohinoor Continental, Near Chakala Metro Station, Andheri Kurla Road, Andheri (East) , Mumbai-400059.

In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with applicable Rules made thereunder and in respect of the business or resolutions as set out in the Notice of the 25<sup>th</sup> Annual General Meeting, our Company is providing e-voting facility to the shareholders, the details of which are furnished below:

1.	E-voting Agency	:	M/s Central Depository Services (India) Limited (CDSL)
2.	E-voting Platform	:	www.evotingindia.com
3.	Electronic voting sequence Number (EVSM)	:	190823076
4.	Cut-off date to ascertain the shareholders eligible to participate in the e-voting / poll process in the Annual General Meeting	:	Monday, September 23, 2019
5.	E-voting commencement	:	Thursday, September 26 <sup>th</sup> , 2019 at 9:00 a.m. (IST)
6.	E-voting Closure	:	Sunday, September 29 <sup>th</sup> , 2019 at 5:00 p.m. (IST)

Please find attached the following:

1. Soft copy of the Notice for the 25<sup>th</sup> AGM to be held on 30<sup>th</sup> September, 2019.

Thanking you,

For Libord Finance Limited

*Vandna Dangi*

Dr. (Mrs.) Vandna Dangi  
Managing Director

## NOTICE

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of Libord Finance Limited will be held at Ruby Hall, Hotel Kohinoor Continental, Near Chakala Metro Station, Andheri Kurla Road, Andheri (East), Mumbai-400059 on Monday, September 30, 2019 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Auditors' Report thereon and the Report of the Directors alongwith Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Nawal Agrawal (DIN 01753155) who retires by rotation and being eligible, offers himself for reappointment.
3. To Appoint 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), M/s. Mehta Singhvi & Associates, Chartered Accountants (Firm Registration Number 122217W), who have offered themselves for appointment and confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this 25<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 30<sup>th</sup> AGM of the Company to be held in the year 2024 on the same terms and conditions on which the outgoing auditors were appointed by the members of the Company"

### SPECIAL BUSINESS

4. **To appoint Mr. Raghvendra Raj Mehta (DIN: 01947378) 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. Raghvendra Raj Mehta (DIN: 01947378), 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 26.02.2019 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 25<sup>th</sup> February, 2024 not liable to retire by rotation."

Place : Mumbai

Date : 27th May, 2019

By the Order of the Board

Registered office :  
104-M. K. Bhavan  
300, Shahid Bhagat Singh Road, DIN: 00886496  
Fort, Mumbai - 400 001

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

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 carrying voting rights. 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 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 26, 2019 to Monday, September 30, 2019 (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, C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083. 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 No. 4 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. Nawal Agrawal (DIN 01753155) Director of the Company retires by rotation at the Meeting and being eligible, offers himself for reappointment. A brief profile of Mr. Agrawal 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](http://www.evotingindia.com) and from the website of the Company at [www.libord.com](http://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 e-Voting system.
11. The remote e-voting period will commence at 9.00 a.m. from Thursday, September 26, 2019 and will end at 5.00 pm on Sunday, September 29, 2019 (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 23, 2019. 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 23, 2019, may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or [investorrelations@libord.com](mailto:investorrelations@libord.com).
13. **Procedure for e-voting :**  
The procedure to login to e-Voting website is given below:
  - (i) The voting begins at 9.00 a.m. on September 26, 2019 and will end at 5.00 p.m. on September 29, 2019 [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 23, 2019, 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 / Members.
  - (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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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.</li> </ul>
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"> <li>If both 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>

- (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. 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 & 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).
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.
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, Practicing Company Secretary (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 23, 2019 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 14.08.2019.
  - 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 Exchange where the equity shares of the Company are 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 of the accompanying Notice dated 14.08.2019.

**ITEM NO. 4:**

Mr. Raghvendra Raj Mehta (Age - 68 Years & DIN: 01947378) was appointed as an Additional (Independent) Director of the Company with effect from February 26, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Mehta 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. Mehta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Raghvendra Raj Mehta is a Chartered Accountant (Membership F32116), having a total of 40 years of national and international senior management experience from ship owning to international trade and to managing diverse profiles of customers including large steel companies worldwide and is an Ex-CEO of a leading electricity distribution service company. A brief profile of Mr. Mehta is annexed below and forms part of the Notice.

Mr. Raghvendra Raj Mehta is not a Director in any other Companies and also not Chairman / Member of any Committees of the Boards thereof.

The Board of Directors accordingly recommend the proposed Ordinary Resolution set out in item no. 4 of the accompanying Notice for approval by Members.

**Memorandum of Interest:**

Except Mr. Raghvendra Raj Mehta, 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 .4.

Place : Mumbai  
Date : 27th May, 2019

By the Order of the Board

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

Dr. (Mrs.) Vandna Dangri  
Managing Director  
DIN: 00886496

Nawal Agrawal  
Chief Financial Officer  
and Director  
DIN: 01753155

## ANNEXURE A

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 25<sup>TH</sup> 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
<b>Name of the Director</b>	<b>Mr. Nawal Agrawal</b>	<b>Mr. Raghvendra Raj Mehta</b>
<b>DIN</b>	01753155	01947378
<b>Age</b>	53 Years	68 Years
<b>Date of appointment</b>	12.01.2006	26.02.2019
<b>Qualification</b>	B.Com	Chartered Accountant
<b>Experience in specific functional areas</b>	Over 30 years' experience in Financial Services industry and Capital Market/ Accountancy.	Over 40 years of national and international senior management experience in ship owning, international trade, large overseas steel companies and Ex-CEO of a leading electricity distribution service company,
<b>Directorships in other Companies</b>	Libord Securities Limited Libord Consultants Pvt. Ltd. Libord Brokerage Pvt. Ltd. (Formerly known as Libord Stock Brokers Pvt. Ltd.) Libord Advisors Pvt. Ltd. Vikramaditya Trading Pvt. Ltd. Libord Insurance Brokers Pvt. Ltd. Neha System and Services Pvt. Ltd.	None
<b>Chairman/ Member of the Committees of the Board of Directors of the Company</b>	Member of Stakeholders Relationship Committee of the Board of Directors	*Member of Audit Committee of the Board of Directors.
<b>Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director</b>	Member of Stakeholders Relationship Committee of the Board of Directors of Libord Securities Limited.	None
<b>Remuneration</b>	Nil	Nil
<b>Number of Board Meetings Attended</b>	7	1
<b>No. of Shares held in the Company</b>	Nil	Nil
<b>Inter-se Relationship between Directors and KMPs</b>	NA	NA

\*w.e.f. 27.05.2019