### V.B. Desai Financial Services Limited

Category I Merchant Banker - SEBI Registration No. INM 000002731

August 28, 2018

The Corporate Relations Department The BSE Limited P.J.Towers, 1<sup>st</sup> Floor Dalal Street, Mumbai – 400 001

Dear Sirs,

Ref: Company Code No. 511110

Sub: Notice for 32nd Annual General Meeting

With reference to the above, we submit the Notice for the 32<sup>nd</sup> Annual General Meeting of the Members of the Company to be held on Saturday, the 22<sup>nd</sup> September 2018 at the Registered Office of the Company.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

FOR V.B.DESAI FINANCIAL SERVICES LIMITED

Pradip R. Shroff Managing Director

Encl: as above

### **NOTICE**

NOTICE IS HEREBY GIVEN THAT the Thirty Second Annual General Meeting of the Members of V. B Desai Financial Services Limited will be held at Cama Building, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001 on Saturday, the 22nd September, 2018 at 11.00 a.m. to transact the following business.

#### **ORDINARY BUSINESS**

- To receive and adopt the Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2018 and the Balance Sheet as on that date and the reports of Auditors and Directors thereof.
- To appoint a Director in place of Mrs. Rachana S. Vijayakar (DIN 03317373), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
- To appoint a Director in place of Mr. Manoj T. Shroff (DIN 00330560), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.
- To appoint statutory auditors of the Company and fix their remuneration

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. N.S. Shetty & Co., Chartered Accountants (Firm Registration No. 110101W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. A.N. Damania & Co., Chartered Accountants (Firm Registration No. 102077), to hold office from the conclusion of this Annual General Meeting (AGM) for a period of 5 years, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

# SPECIAL BUSINESS: RE-APPOINTMENT OF MR. PRADIP R. SHROFF (DIN: 00286291) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER.

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

"RESOLVED THAT pursuant to provisions of provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder read with Schedule V of the said Act (including any statutory modifications and reenactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Pradip R.

Shroff (DIN: 00286291) as Managing Director and Chief Executive Officer of the Company for a further period of five years with effect from 15th July 2018, on the terms and conditions as agreed between Mr. Pradip Shroff and the Company, salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with liberty to the Board of Directors to vary the terms including increase in remuneration within the limits prescribed under the Act and as may be mutually agreed to by and between Mr. Pradip Shroff and the Company from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Managing Director shall be paid the minimum remuneration as may be determined and such minimum remuneration shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.

### By the order of the Board of Directors

Kamlesh M. Gagavani Company Secretary

### **REGISTERED OFFICE**

Cama Building, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001 DATED: August 13, 2018.

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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the Notice for convening the Annual General Meeting of the members of the Company:

#### ITEM NO. 5

The Nomination and Remuneration Committee of the Board pursuant to the provisions of Section 178 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and the applicable Regulation(s) of the Listing Regulations, have recommended re-appointment of Mr. Pradip R. Shroff as the Managing Director and Chief Executive Officer of the Company, for a period of five consecutive years with effect from 15th July 2018, subject to approval of the Members of the Company at the forthcoming Annual General Meeting.

If appointed, Mr. Pradip Shroff will attain the age of 70 years in the month of April 2021. Under the provisions of Section 196 (3) (a) of the Companies Act, 2013, the Company seeks consent of the members by way of special resolution for continuation of holding of existing office by Mr. Pradip Shroff after the age of 70 years during the currency of his term of appointment.

Except Mr. Pradip R. Shroff, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, in resolution No. 5. The Board therefore recommends the special resolutions for your approval. The term, remuneration and perquisites are given below:

- Term of appointment: Five years with effect from 15<sup>th</sup> July 2018.
- Salary: 40,000/- (Rupees Forty thousand only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.
- 3) Perquisites:
  - a. Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961.
  - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
  - c. Encashment of Leave at the end of the tenure.
- 4) General:
  - a. The perquisites shall be valued in terms of the actual expenditure. However, where such actual expenditure cannot be ascertained, such perquisites shall be valued as per the Income Tax Rules.

- b. MD shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
- MD shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

# Statement under Secretarial Standard on General Meetings (SS-2)

Mr. Pradip Shroff (aged 67 years) is a Commerce graduate (hons) from Mumbai University and Fellow Chartered Accountant (FCA). He was the Chief Executive Officer of the Company till 14<sup>th</sup> November 1988 and was appointed as Managing Director with effect from 15<sup>th</sup> November 1988. Since then Mr. Pradip Shroff was re-appointed as Managing Director on expiry of the appointed periods.

Mr. Pradip Shroff hold directorship in Deep Industrial Finance Limited, Mahimna Mercantile Credits Limited, Neptune Steel Strips Limited, Pearl Housing Finance Limited, Shriyam Auto-Fin Limited, Som Holdings & Trading Co. Pvt. Ltd. Traitrya Construction Finance Limited, Value Corp Securities and Finance Limited & Vishvakarma Equipment Finance Limited. He does not hold Committee Membership in other Companies. Brief profile of Mr. Pradip Shroff is also given in Annexure-A forming part of Notice.

The Board recommends Resolution No. 5 as a Special Resolution for approval by the Members of the Company at the forthcoming AGM.

### By the Order of the Board of Directors

Kamlesh M. Gagavani Company Secretary

#### **REGISTERED OFFICE**

Cama Building, 1<sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001

DATED: August 13, 2018.

#### **IMPORTANT NOTES**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- The instrument of Proxy should be deposited at the registered office of the Company not less than 48 hours before commencement of meeting.
- 3. 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

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submit their PAN details to the Company or Registrar and Transfer Agents of the Company.

- Details of the Directors seeking appointment/ reappointment at the Annual General Meeting, forms integral part of the notice and given in Annexure "A" to this notice.
- 5. Electronic copy of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www. vbdesai.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@ vbdesai.com

### 6. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

# The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th September 2018 at 10.00 am and ends on 21st September 2018 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September 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,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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	<ul> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <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 <b>OR</b> Date of Birth (DOB)	<ul> <li>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.</li> <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>	

- (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.

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- (xi) Click on the EVSN 180813023 with Company name of V.B. Desai Financial Services 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 changed 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
- a. 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.
- b. 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.
- c. 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.
- d. 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.
- e. 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.

- f. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https:// www. evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- g. 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.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th September 2018.
- 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 physical ballot voting.
- Mr. N. Hariharan of N. Hariharan and Company, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner.
  - The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vbdesai. com and on the website of CDSL 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.
- 10. 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.
- 11. 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 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 results of the voting forthwith.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vbdesai. com and on the website of CDSL 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.

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### V. B. Desai Financial Services Limited

- 12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 13. The Register of members and Share Transfer Books of the Company will be closed from 17th September 2018 to 21st September 2018 (both days inclusive).
- 14. Members are requested to please bring their copies of the Annual Report to the Meeting.

### ANNEXURE -A

Brief Profile / Disclosure Relating to Directors Re-appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

### 1) Mrs. Rachana S. Vijayakar

DIN & Date of Birth	03317373 - 02/11/1969
Qualification	B.A
Experience in specific area	Mrs. Rachana Vijayakar is in Accounting profession having knowledge in Financial sector.
Directorship in other Companies	Pearl Housing Finance (I) Ltd. Vishvakarma Equipment Finance Ltd. Neptune Steel Strips Limited Afamado Fashions Pvt. Ltd. First Native Consultancy Pvt. Ltd.
Committee positions held in other Companies	Nil
No. of shares held in the Company	Nil

### 2) Mr. Manoj T. Shroff

DIN & Date of Birth	00330560 - 10/10/1966			
Qualification	B.Com			
Experience in specific area	Has more than 28 years' experience in Financial consultancy, Investment Banking, and other related business.			
Directorship in other Companies	Northstar Software Solutions Pvt. Ltd. Archway Services Pvt. Ltd. Elder IT Solutions Pvt. Ltd. Pearl Housing Finance (I) Ltd.	Mahimna Mercantile Credits Ltd Merican Funds Limited Guru Holding Private Limited		
Committee positions held in other Companies	Nil			
No. of shares held in the Company	800			

### 3) Mr. Pradip R. Shroff

DIN & Date of Birth	00286291 - 19/04/1951			
Qualification	B.Com (Hons), FCA			
Experience in specific area	Mr. Pradip R. Shroff has more than 42 years' experience in Investment Banking and other related business.			
Directorship in other Companies	Deep Industrial Finance Limited, Mahimna Mercantile Credits Limited, Neptune Steel Strips Limited, Pearl Housing Financce Limited, Shriyam Auto-Fin Limited, Som Holdings & Trading Co. Pvt. Ltd. Traitrya Construction Finance Limited, Value Corp Securities and Finance Limited Vishvakarma Equipment Finance Limited			
Committee positions held in other				
Companies	Nil			
No. of shares held in the Company	4206			

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### V.B.DESAI FINANCIAL SERVICES LIMITED

Registered Office: Cama Building, 1<sup>st</sup> Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001 (CIN: L74120MH1985PLC037218) Email: <u>investor@vbdesai.com</u>; Website: <u>www.vbdesai.com</u>; Phone: 022-40770777

### **PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of th	e member(s)	E-mail		
Registered	address:	Folio/Client ld:		
		DP ID:		
I/We, being	the member(s) ofShares of the	e above named company, hereby appoint:		
1)	of	.having e-mail id	or failing him	
2)	of	.having e-mail id	or failing him	
3)	of	having e-mail idor failing him		
And whose	signature(s) are appended below, as my/our proxy to	attend and vote (on a poll) for me/us and	d on my/our behalf a	
the 32 <sup>nd</sup> Ann Cama Buildi tions as are	signature(s) are appended below, as my/our proxy to hual General Meeting of the Company, to be held on sing, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 indicated below:    Resolutions	22nd September 2018 at 11.00 a.m at the	Registered Office a	
the 32 <sup>nd</sup> Ann Cama Buildi	nual General Meeting of the Company, to be held on ing, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 indicated below:	22nd September 2018 at 11.00 a.m at the	Registered Office a	
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the 32 <sup>nd</sup> Ann Cama Buildi tions as are  S.No.	nual General Meeting of the Company, to be held on a ling, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 indicated below:  Resolutions  Ordinary Resolutions  Adoption of Audited Financial Statements for the Re-appointment of Mrs. Rachana S. Vijayakar, w	22nd September 2018 at 11.00 a.m at the 001, and at any adjournment thereof in re year ended 31st March 2018. ho retires by rotation.	Registered Office a	
the 32 <sup>nd</sup> Ann Cama Buildi tions as are  S.No.  1 2 3	nual General Meeting of the Company, to be held on a ling, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 indicated below:  Resolutions Ordinary Resolutions Adoption of Audited Financial Statements for the Re-appointment of Mrs. Rachana S. Vijayakar, w Re-appointment of Mr. Manoj T. Shroff, who retire To Appoint Auditor M/s. N.S. Shetty & Co. in place	22nd September 2018 at 11.00 a.m at the 001, and at any adjournment thereof in re year ended 31st March 2018. ho retires by rotation.	Registered Office a	
the 32 <sup>nd</sup> Ann Cama Buildi tions as are  S.No.  1 2 3	nual General Meeting of the Company, to be held on a ling, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 indicated below:  Resolutions  Ordinary Resolutions  Adoption of Audited Financial Statements for the Re-appointment of Mrs. Rachana S. Vijayakar, w Re-appointment of Mr. Manoj T. Shroff, who retire To Appoint Auditor M/s. N.S. Shetty & Co. in plac remuneration.	22nd September 2018 at 11.00 a.m at the 001, and at any adjournment thereof in re year ended 31st March 2018. ho retires by rotation. es by rotation. e of retiring auditor M/s. A.N. Damania & 0	Registered Office a espect of such resolu-	
the 32 <sup>nd</sup> Ann Cama Buildi tions as are  S.No.  1 2 3 4	nual General Meeting of the Company, to be held on a ling, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 indicated below:  Resolutions Ordinary Resolutions Adoption of Audited Financial Statements for the Re-appointment of Mrs. Rachana S. Vijayakar, w Re-appointment of Mr. Manoj T. Shroff, who retire To Appoint Auditor M/s. N.S. Shetty & Co. in place remuneration.  Special Resolution	22nd September 2018 at 11.00 a.m at the 001, and at any adjournment thereof in re  year ended 31st March 2018.  ho retires by rotation. es by rotation. e of retiring auditor M/s. A.N. Damania & 0  Director and Chief Executive Officer for 5 y	Registered Office a espect of such resolu-	

- 1. A Proxy need not be a member of the Company
- 2. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a singly person as proxy and such person shall not act as a proxy for any other person or shareholder
- 4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

### V.B.DESAI FINANCIAL SERVICES LIMITED

Registered Office: Cama Building, 1st Floor, 24/26, Dalal Street, Fort, Mumbai – 400 001

(CIN: L74120MH1985PLC037218) Email: <a href="mailto:investor@vbdesai.com">investor@vbdesai.com</a>; Website: <a href="mailto:www.vbdesai.com">www.vbdesai.com</a>; Phone: 022-40770777

### ATTENDANCE SLIP

32nd Annual General Meeting on Saturday, 22nd September 2018

Registered Folio/			
DP ID & Client ID			
Name and address of the			
Shareholder(s)			
Joint Holder 1			
Joint Holder 2			
No. of shares held			
· · · · · · · · · · · · · · · · · · ·	ny held at the Registered	eholder of the Company, I hereby record d Office at Cama Building, 1st Floor, 24 3.	
Proxy's Name in Bloc	_	Member's/ Proxy's Signature	_

### NOTES:

- 1. This Meeting is of Members only and you are requested not to bring with you any person who is not a Member
- 2. Shareholders/ Proxy holders are requested to bring the attendance slips with them when they come to the Meeting and hand over at the entrance after affixing their signature on them.
- 3. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies of the Report will not be distributed again at the Meeting.
- 4. If it is intended to appoint a proxy, the Form of Proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.