

# **LIBORD FINANCE LIMITED**



**23rd  
Annual Report  
2016-2017**

**REGISTERED OFFICE**

104, M.K.Bhavan,  
300, Shahid Bhagat Singh Road,  
Fort, Mumbai 400 001.  
Tel.: 2265 8108 / 9 /10  
Fax : 22 66 2520  
Email : investorrelations@libord.com  
Website :www. libord.com

**AUDITOR**  
**AMAR BAFNA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

**COMPANY SECRETARY**  
**MAYANK LASHKARI**

**DIRECTORS**

Dr. (Mrs.) VANDNA LALIT DANGI  
Mr. LALIT KUMAR DANGI  
Mr. ROMIL Y CHOKSEY  
Mr. NAWAL AGRAWAL  
Mr. APURVE MEHRA

**REGISTRAR & SHARE TRANSFER AGENT:  
SHAREX DYNAMIC (INDIA) PVT.LTD.**

UNIT NO. 1, LUTHRA INDUSTRIAL PREMISES,  
SAFED POOL, ANDHERI KURLA ROAD,  
ANDHERI (EAST), MUMBAI 400 072  
TEL. : 2851 5606 / 5644  
FAX : 2851 2885

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## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Libord Finance Ltd. will be held at the H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Building, IMC Marg, Churchgate, Mumbai-400020, on Wednesday, June 14<sup>th</sup>, 2017 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 31st March, 2017 and the Auditors' Report thereon and the Report of the Directors**

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Auditors' Report thereon and the Report of the Directors alongwith Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 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 ratify the Appointment of 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), the appointment of M/s. Amar Bafna & Associates, Chartered Accountants (Firm Registration Number 114854W), appointed as Statutory Auditors of the Company in the 22<sup>nd</sup> AGM by the members of the Company for a term of three years to hold office from the conclusion of 22<sup>nd</sup> Annual General Meeting (AGM) till the conclusion of the 25th AGM of the Company to be held in the year 2019 be and hereby ratified on the same terms and conditions on which they were appointed in the said AGM"

### SPECIAL BUSINESS

4. **To adopt new set of Articles of Association of the Company pursuant to the Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the said Act.

**RESOLVED FURTHER THAT** the new set of Articles of Association pursuant to the Act, be and is hereby approved and adopted in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard."

5. **To issue and allot equity shares on a preferential basis to the promoter group & non-promoters:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof for the time being in force) and the applicable rules made thereunder and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the "ICDR Regulations"), including any amendment, modification or re-enactment thereof and the provisions of any other rules / regulations/ guidelines issued /framed by the Central Government, Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as "Appropriate Authorities") and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as requisite approvals), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board for the time being in force) to exercise its powers including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot up to 29,50,000 Equity Shares @ ₹ 10/- each having face value of ₹ 10/- each on preferential basis to the Promoter Group, and to offer, issue and allot up to 10,50,000 Equity Shares @ ₹ 10/- each having face value of ₹ 10/- each on preferential basis to the Non-Promoters aggregating upto 40,00,000 Equity Shares on such terms and conditions and in such manner as may be decided by the Board in this connection.

**RESOLVED FURTHER THAT**, the offer price is calculated as per Regulation 76A of SEBI (ICDR) Regulations 2009.

**RESOLVED FURTHER THAT**, in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of issue of the Equity Shares as above shall be 15.5.2017 i.e. 30 (thirty) days prior to the date of the 23<sup>rd</sup> Annual General Meeting to approve this offer.

**RESOLVED FURTHER THAT**, the Equity Shares to be issued and allotted pursuant to this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT**, the Company do apply for listing of the new Equity Shares as may be issued on the allotment with the Stock Exchange where the existing shares of the Company are listed.

**RESOLVED FURTHER THAT**, the Company do make an application to the Central Depository Services Limited (CDSL) and the National Securities Depository Limited (NSDL) for admitting the new Equity Shares allotted on preferential basis as and when required.

**RESOLVED FURTHER THAT**, the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of the ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of the Equity Shares, the Board (which includes the Committee constituted by the Board), be and hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscribers for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account. The preferential issue proceeds shall be utilized by the Company in accordance with applicable provisions of the Companies Act 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mrs. Vandna Dangi, Managing Director of the Company and Mr. Nawal Agrawal, Director & CFO of the Company be and are hereby authorized jointly or severally, on behalf of the Company, to do all acts, deeds matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-Forms with the Registrar of Companies'

Place : Mumbai  
Date : 15.05.2017

By the Order of the Board

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

|                               |                         |
|-------------------------------|-------------------------|
| Dr. (Mrs.) Vandna Lalit Dangi | Nawal Agrawal           |
| Managing Director             | Chief Financial Officer |
| DIN: 00886496                 | DIN: 01753155           |

**NOTE :-**

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. 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 Friday, June 9<sup>th</sup>, 2017 to Tuesday, June 13<sup>th</sup>, 2017 (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, Unit No.1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400 072. The Registers, Indexes, Returns, documents etc. as aforesaid 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 Nos. 4 and 5 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. 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 <http://www.evotingindia.com> and from the website of the Company at <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 Friday, June 9<sup>th</sup>, 2017 and will end at 5.00 pm on Tuesday, June 13<sup>th</sup>, 2017 (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 Tuesday, 6.06.2017. 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. 6.06.2017, 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 period begins on 9.06.2017 (9.00 AM) and ends on 13.06.2017 (5.00 PM) [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 6.06.2017, 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                                     | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <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 | <ul style="list-style-type: none"> <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 details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Detail 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, Windows & Apple Smart Phones. 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), Proprietor of M/s Mehul Chhajed & Associates, Company Secretaries, 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 through Ballot Form:**  
In terms of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 those Members, who do not have access to e-voting facility provided by the Company for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent (FOR) or dissent (AGAINST) in writing on the ballot form enclosed in page no. 53. For details of the Scrutinizer and the steps followed for voting through ballot please refer instructions printed overleaf the ballot form. (Refer Page No. 54)
22. **Voting at the Venue of the AGM**
- (i) The Company also offers the facility for voting through polling paper / show of hands at the venue of the meeting. The Members as on the cut-off date 6.06.2017 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 / Ballot.
  - (ii) Members who have cast their vote by e-voting / Ballot 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.
23. **Other Instructions:**
- I. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through ballot 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.
  - 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 Exchanges where the Company is 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 Nos. 4 and 5 of the accompanying Notice dated 15.05.2017.

**ITEM NO 4**

The Articles of Association ("AOA") of the Company is presently in force since the incorporation of the Company i.e. year 1994. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). With the coming into force of the New Act, several articles of the existing Articles of Association of the Company require alteration / modification /deletion. Accordingly, it is expedient to adopt new set of Articles of Association in substitution of existing Articles of Association of the Company pursuant to the Companies Act, 2013.

Hence, the Board of Directors at its meeting held on 15th May, 2017 have decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of Section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the existing and proposed Articles of Association would be available for inspection by the members at the registered office of the Company on any working day between 2.00 P.M. to 4.00 P.M. till the date of 23<sup>rd</sup> AGM.

The Board of Directors accordingly recommend the proposed Special Resolution set out at item number 4 of the accompanying Notice for approval by Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution set out at Item No. 4 of the accompanying Notice.

**ITEM NO. 5**

Keeping in view of the growing business requirements, the Company proposes to make a preferential allotment of equity shares to the Promoter Group and the Non-promoters as listed out in Item No. 5 in the Notice of this AGM (hereinafter referred to as "Subscribers") as per the terms of the offer as mentioned therein.

The Board of Directors of the Company in its meeting held on May 15, 2017 has accordingly authorized to issue and allot upto 29,50,000 Equity Shares @ ₹ 10/- each having face value of ₹ 10/- each on preferential basis to the Promoter Group and upto 10,50,000 Equity Shares @ ₹ 10/- each having face value of ₹ 10/- each on preferential basis to the Non-Promoters aggregating upto 40,00,000 equity shares of the Company in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and other applicable



provisions and the rules made thereunder, as well as the Securities and Exchange Board of India, (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Approval of the members by way of special resolution is required inter alia in terms of the said sections, rules and regulations.

In terms of the applicable provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given as below:

**1. Objects of the Preferential Issue:**

The purpose of the Issue of Equity shares is to use the proceeds for expanding the business of Non-Banking Finance Company as mentioned in the main object and objects incidental to the main objects of the Company, and to invest in wholly owned subsidiaries and associate companies through investment in shares and towards the purchase/leasing of office premises and also for repayment of loans.

**2. Pricing of the issue:**

The issue price of the Equity Shares on preferential basis has been fixed at Rs.10/- (Rupees Ten Only) per Equity Share calculated in the manner specified under regulation 76A (since it is an illiquid & not frequently traded scrip) for pricing of shares to be allotted as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 taking into consideration Book Value, Earning per Share, Market price of the Shares & PE ratio of the Peer Group.

**3. Relevant date :**

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for equity shares is 15th May, 2017 i.e. 30 days prior to the date of the meeting of the members of the Company.

**4. Auditors' Certificate:**

Statutory Auditor's Certificate confirming that the proposed issue of Equity Shares on preferential basis is in accordance with the SEBI (ICDR) Regulations, 2009, shall be placed before the shareholders at the Annual General Meeting. The same shall be available for inspection up to the date of the Annual General Meeting at the Registered Office of the Company on any working day between 2 p.m. to 4.00 p.m.

**5. Intention of the promoters, directors or key managerial personnel to subscribe to the offer:**

None of the promoters, directors or key managerial personnel are subscribers to this issue of Equity Shares on preferential basis but promoter group companies are subscribing to 29,50,000 Equity Shares.

**6. Proposed time within which the allotment shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the company within a period of 15 days from the date of such approvals.

**7. Shareholding Pattern before and after the preferential allotment:**

| Sr. No. | Category                      | PRE ISSUE          |                    | POST ISSUE         |                    |
|---------|-------------------------------|--------------------|--------------------|--------------------|--------------------|
|         |                               | No. of Shares held | % of Share holding | No. of Shares held | % of Share holding |
| A.      | <b>Promoters' holding</b>     |                    |                    |                    |                    |
|         | 1 Indian                      |                    |                    |                    |                    |
|         | Individual                    | 1938851            | 24.236             | 1938851            | 16.157             |
|         | Bodies corporate              | 2787149            | 34.839             | 5737149            | 47.810             |
|         | <b>Sub-Total</b>              | <b>4726000</b>     | <b>59.075</b>      | <b>7676000</b>     | <b>63.967</b>      |
| 2       | Foreign promoters             | -                  | -                  | -                  | -                  |
|         | <b>Sub-total (A)</b>          | <b>4726000</b>     | <b>59.075</b>      | <b>7676000</b>     | <b>63.967</b>      |
| B.      | <b>Non-Promoters' holding</b> |                    |                    |                    |                    |
|         | 1 Institutional investors     | -                  | -                  | -                  | -                  |
|         | 2 Non-institution             |                    |                    |                    |                    |
|         | Private corporate bodies      | 82146              | 1.027              | 432146             | 3.601              |
|         | Directors and relatives       | -                  | -                  | -                  | -                  |
|         | Indian public                 | 3079135            | 38.490             | 3779135            | 31.493             |
|         | others (including NRIs)       | 112719             | 1.408              | 112719             | 0.939              |
|         | <b>Sub-total (B)</b>          | <b>3274000</b>     | <b>40.925</b>      | <b>4324000</b>     | <b>36.033</b>      |
|         | <b>GRAND TOTAL</b>            | <b>8000000</b>     | <b>100</b>         | <b>12000000</b>    | <b>100</b>         |

**8. Particulars of the proposed allottees and percentage of post issued capital that may be held by them and Identity of the natural person who are the ultimate owner of the Equity Shares proposed to be issued and allotted:**

It is proposed to allot upto 40,00,000 Equity Shares on preferential basis to the Promoters & Non-Promoters of the Company. The identity of the allottees and their relations with the promoters along with the percentage that may be held by these allottees in the post-issued capital of the issuer on issue of equity shares as set out in 7 above are as under:



| S. No.                  | Name of the Proposed Allottees  | Relation with Promoters | No of Shares proposed to be subscribed | Application Money to be Paid | % of post issued capital of proposed allottees |
|-------------------------|---|-------------------------|--|------------------------------|--|
| <b>A. Promoters</b>     |   |                         |  |                              |  |
| 1.                      | *Libord Exports Pvt. Ltd.   | Promoter Group          | 20,00,000                              | 2,00,00,000                  | 33.347   |
| 2.                      | *Libord Consultants Pvt. Ltd.   | Promoter Group          | 9,50,000                               | 95,00,000                    | 14.463   |
| <b>Sub Total A</b>      |   |                         | <b>29,50,000</b>                       | <b>2,95,00,000</b>           | <b>-</b>                                       |
| <b>B. Non-Promoters</b> |   |                         |  |                              |  |
| 3.                      | Pragna Vishnukumar Barbhaiya Jointly with Vishnubhai Ajitbhai Barbhaiya | Non-Promoter            | 1,00,000                               | 10,00,000                    | 0.833  |
| 4.                      | Yash Management & Satellite Limited                                     | Non-Promoter            | 3,50,000                               | 35,00,000                    | 2.916  |
| 5.                      | Neelam D Kothari Jointly with Dilip V. Kothari                          | Non-Promoter            | 4,00,000                               | 40,00,000                    | 3.333  |
| 6.                      | Shyam K Gajria Jointly with Asha Shyam Gajria                           | Non-Promoter            | 1,00,000                               | 10,00,000                    | 0.833  |
| 7.                      | Asha Shyam Gajria Jointly with Shyam Gajria                             | Non-Promoter            | 1,00,000                               | 10,00,000                    | 0.833  |
| <b>Sub Total B</b>      |   |                         | <b>10,50,000</b>                       | <b>1,05,00,000</b>           | <b>8.750</b>                                   |
| <b>Total (A+B)</b>      |   |                         | <b>40,00,000</b>                       | <b>4,00,00,000</b>           | <b>-</b>                                       |

\* Mr. Lalit Kumar Dangji, Promoter and Director is the ultimate beneficial owner of these companies.

**9. Change in the control or composition of the Board**

There will be no change in the control or composition of the Board after the preferential allotment.

**10. Approvals**

The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

**11. Voting Rights and Dividend**

The preferential equity shares issued and allotted to the subscribers shall rank parripassu in respect of the voting rights, payment of dividend and in all other respects with the existing equity shares of the Company.

**12. Lock-in Period**

The Equity shares being allotted on preferential basis to the non-promoters shall be locked-in for a period of 1 year from the date of trading approval. Equity Shares issued to the Promoter Group on Preferential basis should be locked in for a period of three years. Provided that not more than twenty percent of the total capital of the issuer shall be locked in for three years from the date of trading approval. Provided further that equity shares allotted to the Promoter Group in excess of the twenty percent shall be locked in for a period of one year from the date of trading approval. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 6 months from the date of trading approval from the Exchange.

**13. Allotment of Securities during the year on Preferential basis:**

No allotment has been made during the year on preferential or any other basis.

**14. Disclosure pertaining to wilful defaulters:**

The Company or its Promoters or Directors are not wilful defaulter in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

The Board of Directors accordingly recommend the proposed Special Resolution set out at item number 5 of the accompanying Notice for approval by Members.

Smt. Vandna Dangji, Managing Director, Shri Lalit Dangji, Director & Shri Nawal Agrawal, Director & CFO may be deemed to be interested in the special resolution at item number 5 to the extent the Equity Shares are proposed to be allotted to the companies in which the said directors are also directors. Save as above, none of the directors are concerned or interested in the above said resolution.

Place : Mumbai  
Date : 15.05.2017

By the Order of the Board

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

Dr. (Mrs.) Vandna Lalit Dangji  
Managing Director  
DIN: 00886496

Nawal Agrawal  
Chief Financial Officer  
DIN: 01753155

## DIRECTORS REPORT & STATE OF AFFAIRS REPORT

To  
The Members,  
**Libord Finance Limited**

Your Directors have pleasure in presenting the 23rd Annual Report along with the Audited Accounts of the Company for the year ended 31st March, 2017

### 1. FINANCIAL PERFORMANCE

A. A summary of the standalone & consolidated financial performance of your Company for the financial year ended 31.3.2017, is as under

| Particulars   | (₹ in Lacs) |         |              |         |
|---|-------------|---------|--------------|---------|
|   | Standalone  |         | Consolidated |         |
|   | 2016-17     | 2015-16 | 2016-17      | 2015-16 |
| Income from Operations (net)  | 90.20       | 95.77   | 111.41       | 103.72  |
| Gross Profit before Depreciation & Taxes                                  | 9.00        | 35.59   | 10.61        | 36.53   |
| Depreciation  | 2.36        | 2.12    | 2.93         | 2.36    |
| Deferred Tax  | (0.66)      | (0.09)  | (0.55)       | -       |
| Provision for Taxation  | 1.25        | 8.00    | 1.54         | 8.12    |
| Short Provision Written Back  | 0.06        | (0.27)  | 0.08         | (0.33)  |
| Profit after Taxation (PAT)   | 5.99        | 25.83   | 6.61         | 26.38   |
| Less Minority Interest in Subsidiaries                                    | -           | -       | 0.01         | 0.01    |
| Add Minority interest in Associate Company                                | -           | -       | 14.31        | 0.00    |
| Profits transferred to the Profit & Loss Account under Reserves & Surplus | 5.99        | 25.83   | 20.92        | 26.37   |

### 2. REVIEW OF OPERATIONS

#### (a) Standalone Results

The income from operation on standalone basis during the year was ₹ 90.20 Lakhs (Previous Year ₹ 95.77 Lakhs). The Company's turnover has decreased by about 5.81% on standalone basis due to less favourable business conditions this financial year. The gross profits have decreased by 74.71% due to increased operational cost.

#### (b) Consolidated Results

This fiscal, your Company has achieved a turnover of ₹ 111.41 Lakhs (Previous Year Rs103.72 Lakhs) which has increased by 7.42% on consolidation basis. The gross profits have decreased from ₹ 36.53 lakhs to ₹ 10.61 lakhs on consolidated basis due to increase in operational cost.

### 3. OUTLOOK & PROSPECTS

This year's Economic Survey highlighted the various challenges that the Indian Economy is faced ranging from a set of tumultuous international developments that comprised of Brexit, political changes in advanced economies, and two radical domestic policy actions namely the GST and demonetisation. However, the Indian Economy has been projected as the fastest growing economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) this fiscal and therefore it seems that the Indian Economy is turning to be more resilient to the changes both at the international and the global front.

According to the Survey, "...the striking findings are that India's internal integration is strong, and substantially stronger than conventional wisdom believes. For example, we estimate that 8-9 million Indians migrate for work every year, almost twice as big as current estimates. Similarly, India's internal trade is as extensive as that in other large countries..." Further it says that as of 2011, India's openness - measured as the ratio of trade in goods and services to GDP has far overtaken China's, a country famed for using trade as an engine of growth. India's internal trade to GDP is also comparable to that of other large countries and very different from the caricature of a barrier-riddled economy.

This year has been marked by several historic economic policy developments. On the domestic side, a constitutional amendment paved the way for the long-awaited and transformational Goods and Services Tax (GST) which will create a common Indian market, improve tax compliance, boost investment and growth and improve governance while demonetisation of the large currency notes brought a striking shift towards the way the economy prepared to move towards a cashless, transparent and corruption-free regime while punitively raising the costs of illicit activities. The Government continued with its economic reforms agenda and took a large number of measures including the overhauling of the bankruptcy laws, codified the institutional arrangements on monetary policy with the Reserve Bank of India (RBI), and solidifying the legal basis for Aadhaar in order to reap benefits of Jandhan Accounts and promotion of a digital economy.

On the international front, the Survey raised apprehensions about Brexit and the US elections which may herald a tectonic shift, forebodingly laden with darker possibilities for the global, and even the Indian, economy. However, the Indian Economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Real GDP growth in the first half of the year was 7.2 percent and somewhat lower than the 7.6 percent rate recorded in the second half of 2015-16. The main problem was fixed investment, which declined sharply as stressed balance sheets in the corporate sector continued to take a toll on firms'