

KHATOD INVESTMENTS & FINANCE COMPANY LIMITED

Registered Office: Bikaner Building, 1st Floor, Room No. 10, 8/1, Lalbazar Street, Kolkata – 700001

Phone: 033 4450 0500, E-mail: khatodinv@gmail.com, website: www.khatodinv.com

CIN: L65993WB1990PLC084695

NOTICE

Notice is hereby given that the Twenty-Sixth Annual General Meeting of the members of Khatod Investments & Finance Company Limited will be held on Wednesday, the 7th day of September, 2016 at 4.00 p.m. at The Aryans School, 149, B.T.Road, Kolkata- 700058, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Manisha Pincha (DIN 07143031), who retires by rotation and, being eligible, offers herself for re-appointment.
3. 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, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s S.M. Daga & Co., Chartered Accountants (Registration No. 303119E), the retiring Auditors, be and are hereby, reappointed as Statutory Auditors of the Company for a period of one year from the conclusion of the ensuing 26th Annual General Meeting to the conclusion of the 27th Annual General Meeting at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

4. Re-appointment of Sri Vinod Dugar (DIN 00007612) as Whole-time Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and approval of the Board and subject to such consents, approvals or permissions as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Sri Vinod Dugar as Whole Time Director of the Company for a period of five years from 1st April, 2016 on the terms and conditions including remuneration and other amenities as set in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 10th February, 2016 entered into between the Company and Sri Vinod Dugar, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Sri Vinod Dugar subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Date: 27.05.2016

By order of the Board

Registered Office

Bikaner Building, 1st floor, Room no.10,
8/1, Lalbazar Street,
Kolkata-700001

Sd/-

Jaspreet Singh Dhir
Company Secretary & Compliance Officer

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is attached herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXIES SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED WITH THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) 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 a proxy for any other person or shareholder.

3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 19. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 1st September, 2016 to 07th September, 2016 (both days inclusive).
6. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director are also annexed.

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7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Director's and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management for keeping the required information available at the meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company and Registrar and Share Transfer Agent, quoting their folio number.
11. Members who hold shares in the physical form and wish to make/ change a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, may submit such information in the prescribed form no. SH-13/14 to the Company's Registrar & Share Transfer Agent.
12. As an austerity measure, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring their copies of the Annual Report to the meeting.
13. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by Companies enabling the Members to receive various notices and documents including Annual Report through electronic mode by registering their e-mail addresses with the RTA or with the Company. The Company had supported the said initiative by requesting Members to register their e-mail addresses. To continue with this effort the Company appeals to the Members who have not yet registered their e-mail address with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Private Limited at nichetechpl@nichetechpl.com mentioning their Name and Folio No.
14. No Compliment or gift of any nature will be distributed at the Annual General Meeting.
15. Members/Proxies are requested to bring the attendance slip along with copies of Annual Report.
16. Non-Resident Indian Members are requested to inform the RTA immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the Bank with pin code number.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant for various securities market transactions. 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 Registrars and Share Transfer Agents for registration of transmission/transposition, deletion of name etc.

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18. Electronic copy of the Annual Report for 2015-16 and Notice of the 26th 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 such members whose email IDs are registered with the Company/Depository Participant(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 Annual Report and Notice of the 26th 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 Notice of 26th Annual General Meeting and Annual Report for 2015-16 will also be available on Company's website at www.khatodinv.com for their download.
19. Voting through Electronic means:
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III. The remote e-voting period commences on 4th September, 2016 (10:00 am) and ends on 6th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31st August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - IV. The process and manner for remote e-voting are as under:
 - a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on "Shareholders" tab.
 - c. Now Enter your User ID
 - 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, excluding the special characters.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. 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.
 - f. If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
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">• 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.• 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.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (c).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant Company Name **<Khatod Investments & Finance Co Ltd>** on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- q. Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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 should be mailed to 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.
- r. 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 or contact them at 1800 200 5533.
- s. 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at corporatelawprofessional@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 6th September, 2016 upto 5:00 pm without which the vote shall not be treated as valid.
21. 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 31st August, 2016.
22. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business, on 22nd July, 2016. A person, who is not a member as on cutoff date of 31st August, 2016 should treat this notice for information purpose only.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 31st August, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
24. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 31st August, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
25. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

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26. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 31st August, 2016 are requested to send a written/email communication to the Company at khatodinv@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
27. Ms. Disha Dugar, Practising Company Secretary (FCS-8128, C.P. No.-10895) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.khatodinv.com and on the website of CDSL. The same will be communicated to the Stock Exchange where the shares of the Company are listed.
29. The scrutinizer's decision on the validity of e-voting will be final.

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Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013

Item no. 4

Sri Vinod Dugar, has creditable performance, expert knowledge and rich experience in the sphere of activities in which the Company is engaged, due to which the Board appointed him as Director of the Company with effect from 07.02.1995. Subsequently, he was appointed as the Whole Time Director of the company. The current term of appointment of Sri Vinod Dugar as the Whole-time Director of the Company has expired on 31st March, 2016.

Considering his contribution to the Company and his expertise and administrative ability and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th February, 2016, re-appointed him as the Whole-time Director of the Company with effect from 1st April, 2016, vide an agreement dated 10th February, 2016, for a period of five years subject to approval of shareholders at the Annual General Meeting on the following terms, conditions and remuneration.

Salary: Rs. 50,000 (Per month)

Minimum Remuneration: The above salary will be payable to Whole Time Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

Except Sri Vinod Dugar, being the Appointee, no other Directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

A copy of the aforesaid agreement dated 10th February, 2016 is available for inspection at the Registered Office of the Company upto and including 7th September, 2016 during business hours.

Date: 27.05.2016

Registered Office

Bikaner Building, 1st floor, Room no.10,
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By order of the Board

Sd/-

Jaspreet Singh Dhir
Company Secretary & Compliance Officer

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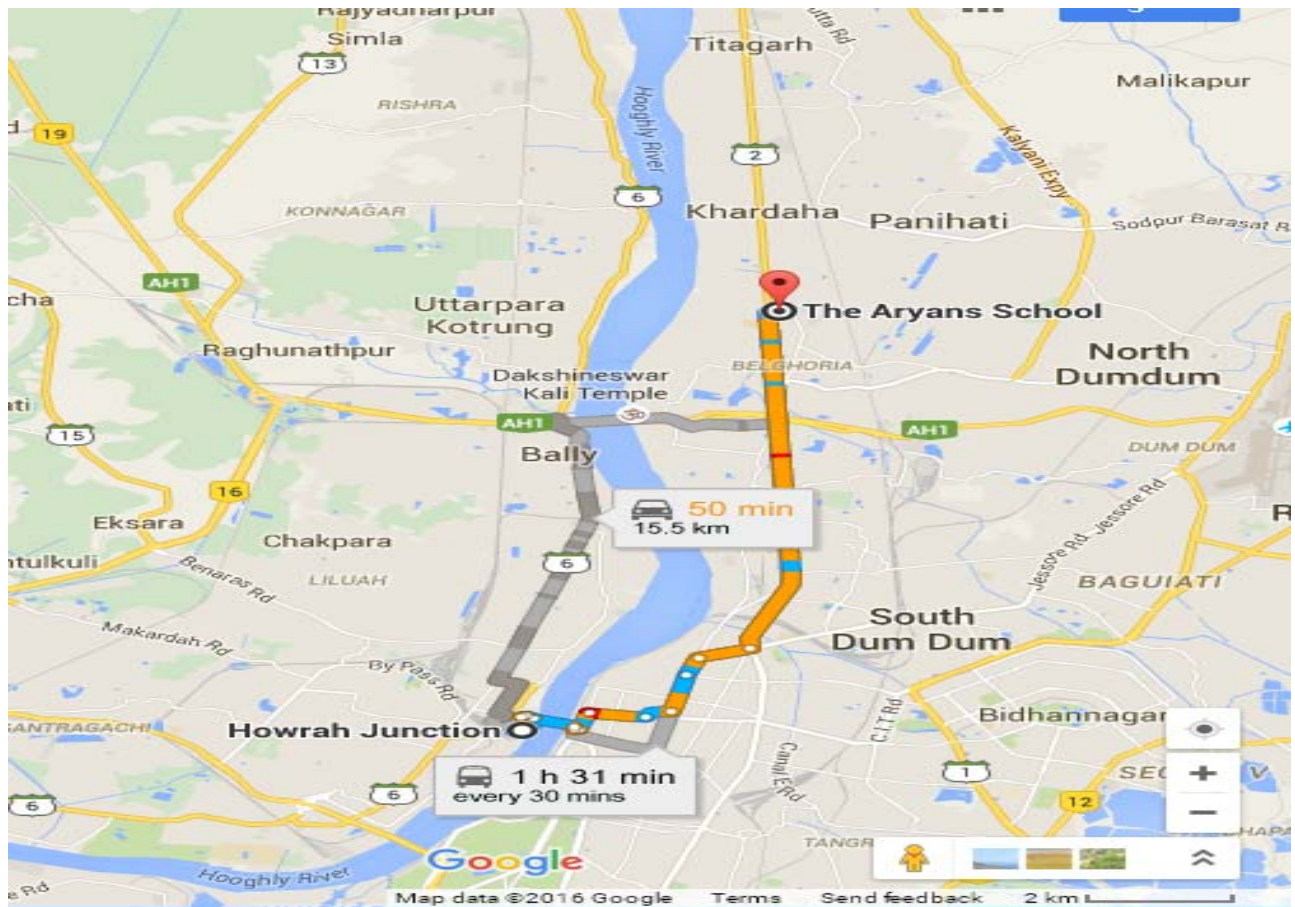
Phone: 033 4450 0500, E-mail: khatodinv@gmail.com, website: www.khatodinv.com

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Details of Directors Seeking Appointment/Re-Appointment at the 26th Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Name of Director and DIN	Mrs. Manisha Pincha (DIN 07143031)	Mr. Vinod Dugar (DIN 00007612)
Date of Birth	22.10.1980	12.01.1974
Relationship with other Director inter se	Wife of Mr. Ravi Prakash Pincha	Nil
Date of Appointment	27.03.2015	07.02.1995
Expertise in specific functional area	Managerial and Motivational Qualities	Managerial and Leadership Qualities
Brief Profile	Her presence acts as a strong mental and motivational support	He has creditable performance, expert knowledge and rich experience in the sphere of activities in which the Company is engaged.
Number of equity shares held in the Company	Nil	1111900
List of other Companies in which Directorships held	1). BFM Industries Limited	1). Shashvata Distributors Private Limited 2). Sawagtam Commodities Private Limited 3). R D Motors Private Limited 4). Ankur Constructions Private Limited 5). Kolkata Institute Of Science & Technology 6). Regent Autotrade Private Limited 7). Academy of Stem India
Committee positions held in the Company	Nil	Member of Stakeholders Relationship Committee
Committee positions held in other Companies	Nil	Nil
Chairmanship held in other Companies	Nil	Nil

ROUTE MAP FOR AGM



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ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of Meeting Hall)

Regd. Folio No./DP Client ID..... No. of shares held.....

I/ We hereby record my/ our presence at the 26th Annual General Meeting of KHATOD INVESTMENTS & FINANCE COMPANY LIMITED being held on Wednesday, 7th September, 2016 at 04.00 p.m. at The Aryans School, 149, B.T. Road, Kolkata- 700058.

Name of member /proxy (In BLOCK LETTERS)

Signature of member/proxy

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Form MGT - 11
PROXY FORM

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

CIN : L65993WB1990PLC084695
 Name of the Company : KHATOD INVESTMENTS & FINANCE COMPANY LIMITED
 Registered Office : Bikaner Building, 8/1, Lalbazar Street, 1st Floor, Room No. 10, Kolkata – 700001
 Phone No : 033 44500500
 E-mail : khatodinv@gmail.com

Name of the Member(s)	
Registered Address	
E-Mail ID	
Folio No/ Client ID	
DP ID	

I/We, being the member(s) of shares of KHATOD INVESTMENTS & FINANCE COMPANY LIMITED, hereby appoint

- Name..... Address.....
E-mail id..... Signature..... or failing him/her
- Name..... Address.....
E-mail id..... Signature..... or failing him/her
- Name..... Address.....
E-mail id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Wednesday, 7th September, 2016 at 04.00 p.m. at The Aryans School, 149, B.T. Road, Kolkata- 700058 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.		
2	Ordinary Resolution to appoint a Director in place of Mrs. Manisha Pincha (DIN 07143031) who retires by rotation and being eligible, offers herself for re-appointment.		
3	Ordinary Resolution to reappoint the retiring auditors M/s. S.M. Daga & Co. as Statutory Auditors.		
Special Business			
4	Ordinary Resolution to reappoint Mr. Vinod Dugar (DIN 00007612) as Whole-time Director of the Company.		

Signed this.....day of2016

Signature of the member

Affix revenue stamp

Signature of proxy

Note: 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.