

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-Fifth Annual General Meeting of M/s Khatod Investments & Finance Company Limited will be held on Thursday, the 10th day of September, 2015 at 04.00 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 Balance Sheet of the Company as at 31st March, 2015 and the Profit & Loss Account for the year ended as on that date and the Report of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Ravi Prakash Pincha who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

'**RESOLVED THAT** pursuant to provision of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and pursuant the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s. S.M. Daga & Co., Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company be and is hereby ratified 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. Appointment of Mrs. Manisha Pincha as Women 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** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mrs. Manisha Pincha (Din: 07143031) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company with effect from 27.03.2015 by the Board of Directors to hold office upto the date of this Annual General meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company be and is hereby appointed as a Director, liable to retire by rotation.'

By order of the Board

Date: 29.05.2015

Registered Office

Bikaner Building, 1st floor, Room no.10,
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Sd/-

Ekta Jain

Company Secretary & Compliance Officer

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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 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 AT 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 a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as 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. 18. 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 Section 91 of the Companies Act 2013, the Register of Member of the Company and Share Transfer Book will remain closed from Friday, 04th day of September, 2015 to Thursday, 10th day of September, 2015 (Both days inclusive).
6. The information that is required to be given for appointment and / or re-appointment of Directors under Clause 49 of the Listing Agreement is annexed hereto and forms part of this Notice.
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 Share Transfer Agent (RTA), quoting their folio number.

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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. No Compliment or gift of any nature will be distributed at the Annual General Meeting.
14. 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.
15. Members/Proxies are requested to bring the attendance slip along with copies of Annual Report.
16. 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 their 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 for registration of transmission/transposition, deletion of name etc.
17. Electronic copy of the Annual Report for 2014-15 and Notice of the 25th 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 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 Annual Report and Notice of the 25th 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 25th Annual General Meeting and Annual Report for 2014-15 will also be available on Company's website at www.khatodinv.com for their download.
18. Voting through Electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, 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).

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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 process and manner for remote e-voting are as under:

- a. The remote e-voting period commences on 7th September, 2015 (10:00 am) and ends on 9th September, 2015 (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 3rd September, 2015, 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.
- b. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- c. Click on 'Shareholders' tab.
- d. 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..
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.
- g. If you are a first time user follow the steps given below:

	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 (iv).

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- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the relevant company name <Khatod Investments & Finance Co Ltd > on which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. 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
- r. 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 Corporates.
 - 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 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 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.

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- s. 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.
19. 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 corporatelawprofessionals@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 9th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
 20. 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 3rd September, 2015.
 21. The notice of annual general meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 31st July, 2015.
 22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 3rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 23. 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 3rd September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 24. 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.
 25. Investors who became members of the Company subsequent to the dispatch of the Notice/Email and hold the shares as on the cut-off date i.e. 3rd September, 2015. are requested to send the 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.
 26. Ms. Disha Dugar, Practicing 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 AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, 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.
 27. 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 Exchanges where the shares of the company are listed.
 28. 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

Mrs. Manisha Pincha is appointed as an Additional Director of the Company with effect from 27.03.2015 pursuant to Section 161 of the Companies Act, 2013 and shall hold office till the ensuing Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, liable to retire by rotation. Mrs. Manisha Pincha is not disqualified from being a director of the Company in terms of Section 164 of the Act and has given her consent to act as director of the Company. A brief profile of Mrs. Manisha Pincha is annexed as Annexure. The details related to number of board meetings attended are given in the Corporate Governance Report which forms the part of the Annual Report.

Your directors recommend the resolution at Item No. 4 to be passed as an Ordinary Resolution.

Mr. Ravi Prakash Pincha who is the husband of Mrs. Manisha pincha is the only interested director and did not vote for her.

By order of the Board

Date: 29.05.2015

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Sd/-

Ekta Jain

Company Secretary & Compliance Officer

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Details of Director Seeking Re-appointment at 25th Annual General Meeting pursuant to Clause 49 Of Listing Agreement with Stock Exchange

Name of Director	Mr. Ravi Prakash Pincha (Din: 00094695)
Date of Birth	12 th August, 1978
Relationship with other Director inter se	Husband of Mrs. Manisha Pincha
Date of Appointment	23 rd June, 2010
Expertise in specific functional area	Financing in Real Estate business
Brief Profile	He is a skilled administrator
No. of equity shares held in the company	500
List of other companies in which Directorships held	<ol style="list-style-type: none">1. RDB Realty & Infrastructure Limited2. Rimjhim Vanijya Pvt Ltd3. Mangalahat Construction & Builders Pvt Ltd.4. Johri Towers Pvt Ltd5. RD Devcon Pvt Ltd6. Bengal Regent Infrastructure Ltd.7. Samspa Expo Pvt Ltd.8. Regent Finance Corporation Pvt Ltd.9. Regent Capital Pvt Ltd10. Regent Forex Pvt Ltd11. Krypton Industries Ltd12. NTC Industries Ltd.13. Bhagwati Plastoworks Pvt. Ltd.14. Raj Construction Projects Pvt. Ltd.
Memberships held in other Companies Board Committee	<ol style="list-style-type: none">1. NTC Industries Ltd.<ol style="list-style-type: none">a) Nomination & Remuneration Committee – Member2. Krypton Industries Ltd<ol style="list-style-type: none">a) Audit Committee – Memberb) Nomination & Remuneration Committee – Memberc) Risk Management Committee- Member

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Name of Director	Mrs. Manisha Pincha (Din: 07143031)
Date of Birth	22 nd October, 1980
Age	34 years
Relationship with other Director inter se	Wife of Mr. Ravi Prakash Pincha
Date of Appointment	27 th March, 2015
Remuneration	No sitting fees
Expertise in specific functional area	Managerial and Motivational Qualities
Brief Profile	Her presence acts as a strong mental and motivational support
No. of equity shares held in the company	Nil
List of other companies in which Directorships held	1) BFM Industries Ltd
Memberships held in other Companies Board Committee	Nil