



## LAHOTI OVERSEAS LIMITED

307 Arun Chambers, Tardeo Road, Mumbai – 400 034.  
Tel.: - +91-22-4050 0100 Fax : +91-22-4050 0150  
E-mail : investor@lahotioverseas.com Website: www.lahotioverseas.in  
CIN- L74999MH1995PLC087643

### NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of **LAHOTI OVERSEAS LIMITED** will be held on Thursday, the 29<sup>th</sup> September, 2016 at 3.00 P.M. at Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai-400 034 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - i. the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 comprising of Balance Sheet as at 31<sup>st</sup> March 2016, the Profit and Loss Account for the year ended 31<sup>st</sup> March 2016 and the reports of Directors and the Auditors thereon
  - ii. the Audited Consolidated statements of the Company for the financial year ended 31<sup>st</sup> March, 2016
2. To confirm interim Dividend @ Rs.2/- per share (i.e. 20%) paid on Equity Shares of the Company in March 2016 as final dividend for FY 2015-16
3. To appoint a Director in place of Mr. Ujwal Lahoti (DIN 00360785), who retires by rotation and being eligible offers himself for re-appointment.
4. 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 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactments for the time being in force and subject to ratification by the shareholders at every Annual General Meeting, the appointment of M/s. P C Ghadiali and Co. LLP, Chartered Accountants, Mumbai (ICAI Registration No. 103132W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 29<sup>th</sup> September, 2014, for a term of 3 years i.e. from the conclusion of the 19<sup>th</sup> Annual General Meeting until the conclusion of the 22<sup>nd</sup> Annual General Meeting, be and is hereby ratified and the Board of Director (including any committee of the Board) be and is hereby

authorized to fix their remuneration and sanction travelling and other incidental expenses that may be incurred by them during their audit of Accounts of the Company.”

Place: Mumbai  
Date: 12<sup>th</sup> August, 2016

By Order of the Board

Mrunal Vaidya  
Company Secretary

#### Registered Office:

307, Arun Chambers, Tardeo Road, Mumbai 400034

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy for not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company. A Person holding more than 10% of share capital carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for another member. The proxy form and attendance slip is enclosed to this notice.
2. The instrument appointing the proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting. Proxy Form for the AGM is enclosed.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Meeting.
5. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent – Link Intime (India) Private Limited. The Company or its registrar will not act on any request received directly from the shareholder



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- holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders. The members may please note that as per the SEBI order, the Company has shifted its Registry activities to Link Intime (India) Private Limited.
6. Those members who have not yet encashed the dividend warrants for the previous years may approach the Regd. Office of the Company for the issuance of fresh cheque for dividend of the relevant year.
  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 members may note that the dividend declared by the Company for the financial year 2008-09, unencashed /unclaimed for a period of 7 (Seven) Years will be transferred to the Investors Education and Protection Fund (IEPF) constituted by the Central Government u/s. 205A & 205C of the Companies Act, 1956. Further note that under the amended provision of Section 205B of the Companies Act, 1956 no claim by the shareholders shall lie for the unclaimed dividend transferred to IEPF.
  9. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
  10. Re-appointment of Directors: At the ensuing Annual General Meeting Mr. Ujwal Lahoti (DIN: 00360785), liable for retire by rotation, and being eligible, offer himself for re-appointment. The details pertaining to him required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are furnished in the statement on Corporate Governance published elsewhere in this Annual report.
  11. Members intending to seek explanation / clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
  12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours of the Company up to the date of the Meeting.
  13. The Register of Directors 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.
  14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
  15. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may kindly provide their e-mail IDs to the RTA sending an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The Annual Report of the Company would also be made available on the Company's website [www.lahotioverseas.in](http://www.lahotioverseas.in).
  16. 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/ Registrars and Transfer Agents.
  17. Non- Resident Indian Members are requested to inform Registrars and Transfer Agents, immediately of:
    - a) Change in their residential status on return to India for permanent settlement.
    - b) 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, if not furnished earlier.



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18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members to exercise their right to vote by electronic means. The Members / list of Beneficial Owners as on cut-off date as on Thursday, September 22, 2016, i.e. the date prior to commencement of book closure are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the “cut-off” date can exercise their right to vote by electronic means. The e-voting period will commence from 9.00 a.m. (IST) on Monday, September 26, 2016 and will end at 5.00 p.m. (IST) on Wednesday, September 28, 2016.

19. The Company has appointed Kothari H. & Associates, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure one-voting sent separately.

20. The Notice of the Annual General Meeting and instructions for e-voting, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

21. Members may also note that the Notice of the 21<sup>st</sup> AGM and the Annual Report 2015-16 will be available on the Company's website, [www.lahotioverseas.in](http://www.lahotioverseas.in). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com)

22. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 in respect of the directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

23. Members who are unable to exercise their voting rights through e-voting may exercise their voting rights at a poll provided at the Annual General Meeting.

24. Investor Grievance Redressal :

The Company has designated an exclusive e-mail id [investor@lahotioverseas.com](mailto:investor@lahotioverseas.com) to enable Investors to register their complaints, if any.

25. Members who have not registered their email addresses so far are requested to register their email addresses so that they can receive the Annual Report and other communications from the Company electronically.

26. **E-Voting:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the Twenty First Annual General Meeting scheduled to be held on Thursday, September 29, 2016 at 3.00 p.m.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorised Agency to provide the e-voting facilities.

The e-voting facility will be available during the following period:

Commencement of e-voting	<b>From 9.00 a.m. (IST) on Monday, September 26, 2016</b>
End of e-voting	<b>Up to 5.00 p.m. (IST) on Wednesday, September 28, 2016</b>

**The cut-off date (i.e. the record date) for the purpose of e-voting is September 22, 2016**

**Instructions and other information relating to e-voting are as under:**

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on “Shareholders” tab.
3. Select “LAHOTI OVERSEAS LIMITED” from the drop down menu and click on “SUBMIT”



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4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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. In case you have forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
7. 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> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to use sequence number which is printed on / Attendance Slip indicated in the PAN Field.</p>
DOB/ DIVIDEND BANK DETAILS	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4)</p>

8. After entering these details appropriately, click on “SUBMIT” tab.

9. Members holding shares in physical form will then reach directly 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.

10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for LAHOTI OVERSEAS LIMITED on which you choose to vote.
12. 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.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. For Corporate/Institutional shareholders:
  - Corporate / Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.



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- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details they have to create a Compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts 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.

### Other Instructions

- (i) During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e September 22, 2016.

- (ii) 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@odsindia.com](mailto:helpdesk@evoting@odsindia.com)
- (iii) The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the cast votes at the meeting through remote e-voting in the presence of at least two witnesses not in the employment of the Company

and make not later than three days of conclusion of the meeting, a consolidated Scrutinizers' 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

- (v) In order to enable its members, who do not have access to e-voting facility, the facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- (vi) The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lahotioverseas.co.in](http://www.lahotioverseas.co.in) within three days of conclusion of 21<sup>st</sup> AGM of the Company and communicated to BSE Limited, where the shares of the Company are listed. The same shall also be placed on the website of CDSL.



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27. Information required to be provided under the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, regarding the Directors who are proposed to be appointed / re-appointed is as below:

<b>Name of Director</b>	Ujwal Rambilas Lahoti
<b>Age (years)</b>	57 years
<b>Qualifications</b>	B.Com
<b>Expertise</b>	Trading and Management
<b>Directorships held in other Companies</b>	As per Annex-I
<b>Memberships / Chairmanships of committees of other public companies.</b>	As per Annex-I
<b>Shareholding (No. of shares)</b>	38,23,000 Equity Shares
<b>Relationship with Directors, Manager or other KMP</b>	1. Brother of Mr. Umesh Rambilas Lahoti, Managing Director/Key Managerial Personnel 2. Father of Mr. Aadhitiya Ujwal Lahoti, Joint Executive Director
<b>Number of Board Meeting attended during the year</b>	5



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### Annex-I

#### Directorships held in other Companies – Mr. Ujwal Lahoti

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	Hind Commerce Limited	Director
2.	Bauble Investment Private Limited	Director
3.	Psware Information Private Limited	Director
4.	G Varadan Limited	Director
5.	Websource Technologies Limited	Director
6.	Lahoti Spintex Limited	Director
7.	The Cotton Textiles Export Promotion Council	Director
8.	Janaksuta Textile And Yarns Private Limited	Director
9.	Crystal Tradecom Limited	Director
10.	Elementary Realtors Private Limited	Director
11.	Bhalchandram Clothing Limited	Managing Director
12.	Yashodanandan Textiles Private Limited	Director
13.	Pawansoot Textiles Private Limited	Director

#### Memberships / Chairmanships of committees of other public companies – Mr. Ujwal Lahoti

Sr.No.	Name of the Company	Type of Committee	Position
1.	Hind Commerce Limited	Audit Committee	Member
2.	Hind Commerce Limited	Shareholders/ Investor Grievances Committee	Member
3.	Bhalchandram Clothing Limited	Shareholders/ Investor's Grievance Committee	Member

#### The brief profile of the Directors to be appointed is given below:

- Mr. Ujwal Rambilas Lahoti (DIN: 00360785)**

Mr. Ujwal Rambilas Lahoti, being the Executive Chairman and Executive Director of the Company has served as Director of the Company since Incorporation. Starting his career in marketing of Textiles since 1978, he has played a pivotal role in shaping the Company and has predominantly been taking care of the core trading division of the Company and overall operations.

He is a graduate in Commerce from Pune University and has more than 32 years of experience in the business of yarn and cloth trading and exports. He is currently the Deputy Chairman of The Cotton Textiles Export Promotion Council, popularly known as TEXPROCIL has been the international face of cotton textiles from India facilitating exports worldwide.

He also serves in the Board of various public and private limited Companies.

**Place:** Mumbai  
**Date:** 12<sup>th</sup> August, 2016

*By Order of the Board*

*Mrunal Vaidya*  
*Company Secretary*

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## ATTENDANCE SLIP

21<sup>st</sup> Annual General Meeting to be held on Thursday, September 29, 2016

Regd. Folio no./ DP ID Client ID : \_\_\_\_\_

No. of shares held: \_\_\_\_\_

I hereby record my presence at the **21<sup>st</sup> Annual General Meeting** of the Company held on Thursday, September 29, 2016 at 03.00 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 40034

\_\_\_\_\_  
Name of the member/ proxy

\_\_\_\_\_  
Signature of Shareholder / proxy

**NOTE: Please Fill Attendance Slip and Hand It Over at The Entrance of The Meeting Hall. Joint shareholders may obtain additional Slip at the venue of the meeting.**



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## 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: L74999MH1995PLC087643

Name of the Company: LAHOTI OVERSEAS LIMITED

Registered Office: 307 Arun Chambers, Tardeo Road, Mumbai – 400 034. India

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

I / We being the member(s) of \_\_\_\_\_ shares of **LAHOTI OVERSEAS LIMITED** hereby appoint:

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing  
 him/her

2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing  
 him/her



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3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **21<sup>st</sup> Annual General Meeting** of the Company, to be held on Thursday, September 29, 2016 at 3.00 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 and at any adjournments thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	Type of resolution	For*	Against*
Consider and adopt: <ul style="list-style-type: none"><li>the Financial Statements of the Company for the year ended 31st March, 2016 comprising of Balance Sheet as at 31st March 2016, the Profit and Loss Account for the year ended 31st March 2016 and the reports of Directors and the Auditors thereon</li><li>the Audited Consolidated statements of the Company for the financial year ended 31st March, 2016</li></ul>	Ordinary		
To confirm interim Dividend @ Rs.2/- per share (i.e. 20%) paid on Equity Shares of the Company in March 2016 as final dividend for FY 2015-16	Ordinary		
To appoint a Director in place of Mr. Ujwal Lahoti (DIN 00360785), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
To ratify the appointment of M/s. P C Ghadiali and Co. LLP, Chartered Accountants, Mumbai (ICAI Registration No. 103132W) as the Statutory Auditors of the Company	Ordinary		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

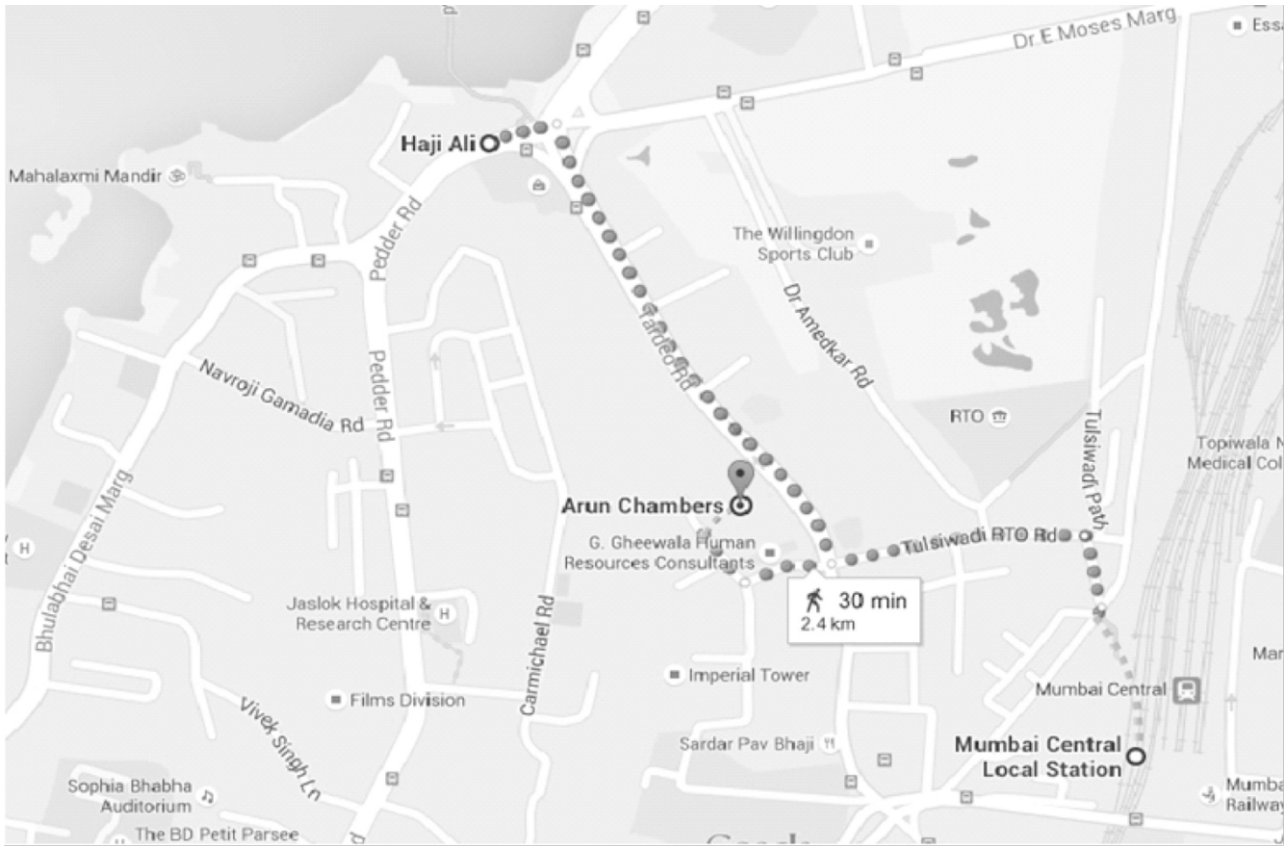
\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder      Signature of second proxy holder      Signature of third proxy holder

### Notes:

- 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.
- For the resolutions, explanatory statement and notes, please refer to the notice of the 21<sup>st</sup> Annual General Meeting
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## Road map to the Venue of AGM



**Landmark –**

☒ Tardeo AC Market

☒ Haji Ali

**Nearest Railway Station – Mumbai Central**

**Nearest Bus Station – AC Market**

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