



LAHOTI OVERSEAS LIMITED

Registered Office: 307, Arun Chambers, Tardeo Road, Mumbai – 400034

Tel.: +91-22-40500100, Fax : +91-22-40500150

E-Mail: investor@lahotioverseas.com , Website: www.lahotioverseas.in

CIN No: L74999MH1995PLC087643

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of **LAHOTI OVERSEAS LIMITED** will be held on Friday, 29th September, 2017 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

- a) The Audited financial statements of the Company for the financial year ended 31st March, 2017 with the reports of the Board of Directors' and Auditors' thereon.
- b) The Audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and Auditors' Report thereon.

2. To declare a final dividend at Rs. 0.40/- per equity share of the face value of Rs.2/- for the financial year 2016-17.

3. To appoint a Director in place of Mr. Aadhitiya Ujwal Lahoti (DIN 01501504) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this Annual General Meeting and being eligible offers himself for re-appointment.

4. To appoint Statutory Auditors and fix their remuneration:
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Palan & Co., Chartered Accountants, (ICAI Firm Registration No. 133811W), be and is hereby appointed as the Statutory Auditors of the Company in place of P.C. Ghadiayali & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103132W), the retiring Statutory Auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company, subject to ratification of such appointment at every Annual General Meeting and that the Board be and is hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

5. To Re-Appoint Mr. Aadhitiya Ujwal Lahoti (DIN 01501504) as Whole Time Director designated as Joint Executive Director and fix his remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 196 and 197 of and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and regulations, if any, to the extent notified for the time being in force including any statutory modification or re-enactments made thereof from time to time and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration committee and approval of Board, subject to the approval of the Central Government or such other competent authority, if required, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Aadhitiya Ujwal Lahoti (DIN 01501504), as Whole-Time Director of the Company, designated as Joint Executive Director of the Company (liable to retire by rotation) for a further period of Five (5) years with effect from 1st September, 2017 upon such terms and conditions as set out in explanatory statement annexed to the Notice, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment. Mr. Aadhitiya Ujwal Lahoti, shall be paid the remuneration as set out in the explanatory Statement annexed to the Notice convening this Annual General Meeting, as minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Place: Mumbai
Date: 11th August, 2017

By Order of the Board of Directors
For **Lahoti Overseas Limited**

Registered Office:
307, Arun Chambers,
Tardeo Road,
Mumbai - 400034

Avani D Lakhani
Company Secretary & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting Rights. A member 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 proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the commencement of the meeting.

3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

4. Members / Proxies / Authorised Representatives should bring the duly filled Attendance slip enclosed herewith to attend the meeting.

5. The Register of Members of the Company will remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for financial year 2016-17.

6. The information under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.

The Director has furnished the requisite declaration for his re-appointment.

7. Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those Members whose name appear on the Register of Members as on Friday, 22nd September, 2017.

8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and update the savings bank account details with their respective depository participant(s). Members are encouraged to utilize the Electronic Clearing System

(ECS) for receiving dividends.

9. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during normal business hours on working days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.

10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's registered office or Link Intime India Private Limited. Members are requested to note that dividend not encashed or claimed within seven(7) years from the date of transfer to the Company's unpaid dividend account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF) and all the shares in respect of which the unpaid / unclaimed dividend transferred, shall also be transferred to IEPF, if the dividend pertaining to such shares remains unclaimed / unpaid for a period of seven(7) consecutive years.

11. Members holding shares in electronic form are requested to intimate immediately any change in their residential address or bank mandates to their Depository Participant(s) (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their residential address or bank mandates immediately to the Company / Link Intime India Private Limited.

12. 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 their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company/Link Intime India Private Limited.

14. With a view to using of natural resources responsibly, we request the shareholders to update their email address with the Depository Participant(s) to enable the Company to send communications electronically.

15. All communications relating to shares may please be addressed to the Company's Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel No : +91 22 49186270
Fax: +91 22 49186060
E-mail id : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

16. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, electronic copy of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip / Identification Form and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip / Identification Form and Proxy Form is being sent in the permitted mode.
 17. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.lahotioverses.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days, except Saturdays, Sundays and public holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: investor@lahotioverses.com
 18. As per the provisions of the Companies Act, 2013, The facility for voting through Poll shall be made available at the venue of the 22nd Annual General Meeting. Members attending the 22nd Annual General Meeting and who have not cast their vote by remote e-voting can exercise their right at the meeting through Poll.
 19. The Company has appointed Kothari H. & Associates, Practicing Firm of Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast and the e-voting process in a fair and transparent manner.
 20. Voting through electronic means : In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and other applicable statutes, if any, the Company is pleased to provide the members with the facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by NSDL on all resolutions set forth in this Notice.
21. The procedure and instructions for e-voting are as follows:
 - A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):
 - i. Open the e-mail and also open PDF file, namely, "Lahoti Overseas Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - v. If you are logging in for the first time, please enter the User ID and password provided in the pdf file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - vii. Select "EVEN" (E-voting Event Number) of Lahoti Overseas Limited.
 - viii. Now you are ready for e-voting as 'Cast Vote' page opens.
 - ix. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to

hiteshkotharics@yahoo.com, with a copy marked to evoting@nsdl.co.in.

- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):

- i. Initial password is provided in the enclosed attendance slip:

EVEN (E-voting Event Number)	USER ID	PASSWORD
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- ii. Please follow all steps from Sr. No. 21. A (ii) to (xii) above, to cast vote.

C. Other Instructions

i. The e-voting period commences on Tuesday, 26th September, 2017 (9.00 a.m. IST) and ends on Thursday, 28th September, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 22nd September, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off

date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.

- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.

iv. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.lahotioverseas.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

22. Information required to be provided as per Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed / re-appointed is as below:

Name of Director	Mr. Aadhitiya Ujwal Lahoti
Age (years)	33 years
Qualifications	B.Com, FMBA
Expertise	Marketing and Business Development
Directorships held in other Companies	As per Annex-I
Memberships / Chairmanships of committees of other public companies.	As per Annex-II
Shareholding (No. of shares)	3,40,500 Equity Shares
Relationship with Directors, Manager or other KMP	Son of Mr. Ujwal Rambilas Lahoti, Executive Chairman/Executive Director
Number of Board Meeting attended during the year	4

Annex-I-

Directorships held in other Companies – Mr. Aadhitiya Ujwal Lahoti

Sl. No.	Names of the companies / bodies corporate / firms / association of individuals	Directorship
1.	THAKURJI TEXTILE TRADING PRIVATE LIMITED	DIRECTOR
2.	CHAKRADHARI EXPORTS PRIVATE LIMITED	DIRECTOR
3.	PARVATI TEXTILE PRIVATE LIMITED	DIRECTOR
4.	JAMVANT TEXTILES PRIVATE LIMITED	DIRECTOR
5.	PAWANSOOT TEXTILES PRIVATE LIMITED	DIRECTOR
6.	JANAKSUTA TEXTILE AND YARNS PRIVATE LIMITED	DIRECTOR
7.	CRYSTAL TRADECOM LIMITED	DIRECTOR
8.	LAHOTI SPINTEX AND ENERGY LIMITED	DIRECTOR

Annex-II-

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

Sr. No.	Name of the Company	Type of Committee	Position
	NIL		

Place: Mumbai
Date: 11th August, 2017
Registered Office:
307, Arun Chambers,
Tardeo Road,
Mumbai - 400034

By Order of the Board of Directors
For **Lahoti Overseas Limited**

Avani D Lakhani
Company Secretary & Compliance Officer

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item No.4 and Item No.5 of the accompanying Notice dated 11th August, 2017:

Item No.4

P C Ghadiyali and Co. LLP, Chartered Accountants (ICAI Firm Registration No 103132W), will complete their term as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 at this Annual General Meeting.

Palan & Co., Chartered Accountants, (ICAI Firm Registration No. 133811W), is proposed to be appointed as Statutory Auditors of the Company, as they have given their consent, vide their letter dated 11th August, 2017, and on appointment in the ensuing Annual General Meeting will hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company, subject to ratification of such appointment at every Annual General Meeting. They have confirmed that their appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) framed thereunder as applicable.

The Board recommend their appointment as Statutory Auditors of the Company.

None of the Directors / Key Managerial Personnel's of the Company/their relatives is in anyway, concerned or interested, financially or otherwise in the said appointment.

Item No.5

Re-Appointment of Mr. Aadhitiya Ujwal Lahoti (DIN 01501504) as Whole-Time Director

Mr. Aadhitiya Ujwal Lahoti had been appointed as Whole Time Director of the Company by the Board in their meeting held on 10th August, 2012 w.e.f. 01st September, 2012 for a period of 5 years and the same has been approved by the shareholders in their meeting held 28th September, 2012. The said Tenure of Appointment of Mr. Aadhitiya Ujwal Lahoti is expired as on 31st August, 2017.

None of the Directors / Key Managerial Personnel's of the Company/their relatives is in anyway, concerned or interested, financially or otherwise in the said appointment except Mr. Aadhitiya Ujwal Lahoti and Mr. Ujwal Rambilas Lahoti

Your Directors therefore recommends the said resolution and your approval is sought by passing of Ordinary Resolution.

The principle terms and conditions of the appointment of Mr. Aadhitiya Ujwal Lahoti as Whole Time Director is as follows:

1. Term of Appointment : 5 Years
2. Period : 1st September 2017 – 31st August, 2022
3. Remuneration :
 - A. (i) **Salary:** Rs. 40,000 to Rs. 50,000 (Rupees Forty Thousand to Rupees Fifty Thousand) per month (Basic salary and annual increase therein, maximum of 20% per annum to be decided by the Board within the above ceiling).
 - (ii) **Special Allowance:** As may be decided by the Board from time to time which shall not attract Provident fund, Gratuity, Superannuation fund etc.
- B. **Perquisites:**

Perquisites applicable to the Director in addition to salary, as follows:-

 - a) **Housing :**
 - i. The Expenditure by the Company on hiring/leasing furnished accommodation will be subject to 60% of the salary, over and above 10% payable by the Whole Time Director.
 - ii. In case the accommodation is owned by the Company, 10% of the salary of the Whole Time Director shall be deducted by the Company.
 - b) In case no accommodation is provided by the Company, the Whole Time Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing-i. mentioned above
 - c) **Medical Reimbursement:**

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary per year or three month's salary over a period of three years.
 - d) **Leave Travel Concession:**

Leave Travel Concession for self and family subject to maximum of once in a year incurred in accordance with the Rules of the Company.
 - e) **Club Fees:**

Fees of clubs subject to a maximum to two clubs. No admission and life membership fees will be allowed.
 - f) **Personal Accident Insurance:**

Personal Accident Insurance of an amount, the annual premium of which does not exceed ` 5,000 per annum.

g) Provident Fund / Superannuating Fund:

- i. Company's contribution towards Provident Fund as per the Rules of the Company.
- ii. Company's contribution towards Superannuation Fund as per the Rules of the Company.

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income Tax Act.

h) Gratuity:

As per the Rules of the Company.

i) Earned Leave:

On full pay and allowance as per the Rules of the Company, but not exceeding one month's leave for every eleven months of service and leave accumulated shall be encashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

- j) Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

Explanation: "Family" means the spouse, dependent children and dependent parents of Mr. Aadhitiya Ujwal Lahoti.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

Sr. No.	Particulars	Details		
I	General Information			
1.	Nature of Industry	Merchant Exporters		
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 24th April, 1995 and is into commercial production since then.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	Financial Year	Gross Income (In Lakhs)	Profit / Loss before tax (in Lakhs)
		2016-17	57,295.71	1,403.99
5.	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs and Foreign Company on account of past issuances of securities.		
II	Information about the appointee			
1.	Background details	Mr. Aadhitiya Ujwal Lahoti, 33 years, is B.Com & FMBA joined the Company in 2005 as Export Executive and now is looking after the Marketing in USA & European markets and also business development. His knowledge about modern business environment and management system will help the Company. Mr. Aadhitiya Lahoti is apart of core team that drives the growth and performance of Lahoti Overseas Limited. He envisioned new business platforms and is dedicated to building the innovation side of the business. He nurtured new lines of business, helped to build a high-talent organization, and was instrumental in introducing best-in-class practices in corporate governance.		
2.	Past remuneration	30,000 per month		
3.	Recognition or awards	NIL		



Sr. No.	Particulars	Details
4.	Job profile and his suitability	Mr. Aadhitiya Ujwal Lahoti is looking after the Marketing in USA & European markets and also business development.
5.	Remuneration proposed	Details of proposed Remuneration are present above in explanatory Statement.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Aadhitiya Ujwal Lahoti, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level counterpart(s) in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Being working as Whole Time Director of the Company, he is drawing salary against his professional services provided to the Company. Apart from that he is son of Mr. Ujwal Rambilas Lahoti, Executive Chairman/ Executive Director of the Company.
III Other information		
1.	Reasons of loss or inadequate profits	Not Applicable as the Company is profit making Company.
2.	Steps taken or proposed to be taken for improvement	Not Applicable as the Company is profit making Company.
3.	Expected increase in productivity and profits in measurable terms	Not Applicable as the Company is profit making Company.
IV Disclosures		
The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual report in the Corporate Governance Report Section.		

Place : Mumbai
Date : 11th August, 2017

Registered Office:
307, Arun Chambers,
Tardeo Road,
Mumbai - 400034

By Order of the Board of Directors
For Lahoti Overseas Limited

Avani D Lakhani
Company Secretary & Compliance Officer



LAHOTI OVERSEAS LIMITED

Registered Office: 307, Arun Chambers, Tardeo Road, Mumbai – 400034

Tel.: +91-22-40500100, Fax : +91-22-40500150

E-Mail: investor@lahotioverseas.com , Website: www.lahotioverseas.in

CIN No: L74999MH1995PLC087643

PROXY FORM

Form No. MGT - 11

(Pursuant to section 105(6) of the Companies Act, 2013 and Rules 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.

Name of the Member(s)	
Registered Address	
Email ID	
Client id/ Folio No.	
DP ID	

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
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 **22nd Annual General Meeting** of the Company, to be held on Friday, 29th September, 2017 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:



LAHOTI OVERSEAS LIMITED

Registered Office: 307, Arun Chambers, Tardeo Road, Mumbai – 400034

Tel.:+91-22-40500100, Fax :+91-22-40500150

E-Mail: investor@lahotioverseas.com ,Website: www.lahotioverseas.in

CIN No: L74999MH1995PLC087643

**** 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: •the Financial Statements of the Company for the year ended 31st March, 2017 comprising of Balance Sheet as at 31st March, 2017, the Profit and Loss Account for the year ended 31st March,2017 and the reports of Directors and the Auditors thereon. •the Audited Consolidated statements of the Company for the financial year ended 31st March, 2017.	Ordinary		
To declare a final dividend at Rs. 0.40/- (i.e. 20%) per equity share of the face value of Rs.2/- for the financial year 2016-17.	Ordinary		
To appoint a Director in place of Mr. Aadhitiya Ujwal Lahoti (DIN 01501504), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
To appoint Palan and Co., Chartered Accountants, Mumbai (ICAI Registration No. 133811W) as the Statutory Auditors of the Company.	Ordinary		
To Re-appoint Mr. Aadhitiya Ujwal Rambilas Lahoti (DIN 01501504) as a Whole time Director and fix his remuneration.	Ordinary		

Signed this _____ day of _____ 2017

Affix
Re 1/-
Revenue

Signature of shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. 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.
2. For the resolutions, explanatory statement and notes, please refer to the notice of the 22nd Annual General Meeting.
3. A Proxy need not be a member of the Company.
4. 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.
5. *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.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. 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.



LAHOTI OVERSEAS LIMITED

Registered Office: 307, Arun Chambers, Tardeo Road, Mumbai – 400034

Tel.: +91-22-40500100, Fax : +91-22-40500150

E-Mail: investor@lahotioverseas.com , Website: www.lahotioverseas.in

CIN No: L74999MH1995PLC087643

ATTENDANCE SLIP

22nd Annual General Meeting to be held on Friday, 29th September, 2017

Regd. Folio no./DPID Client ID : _____

No. of shares held: _____

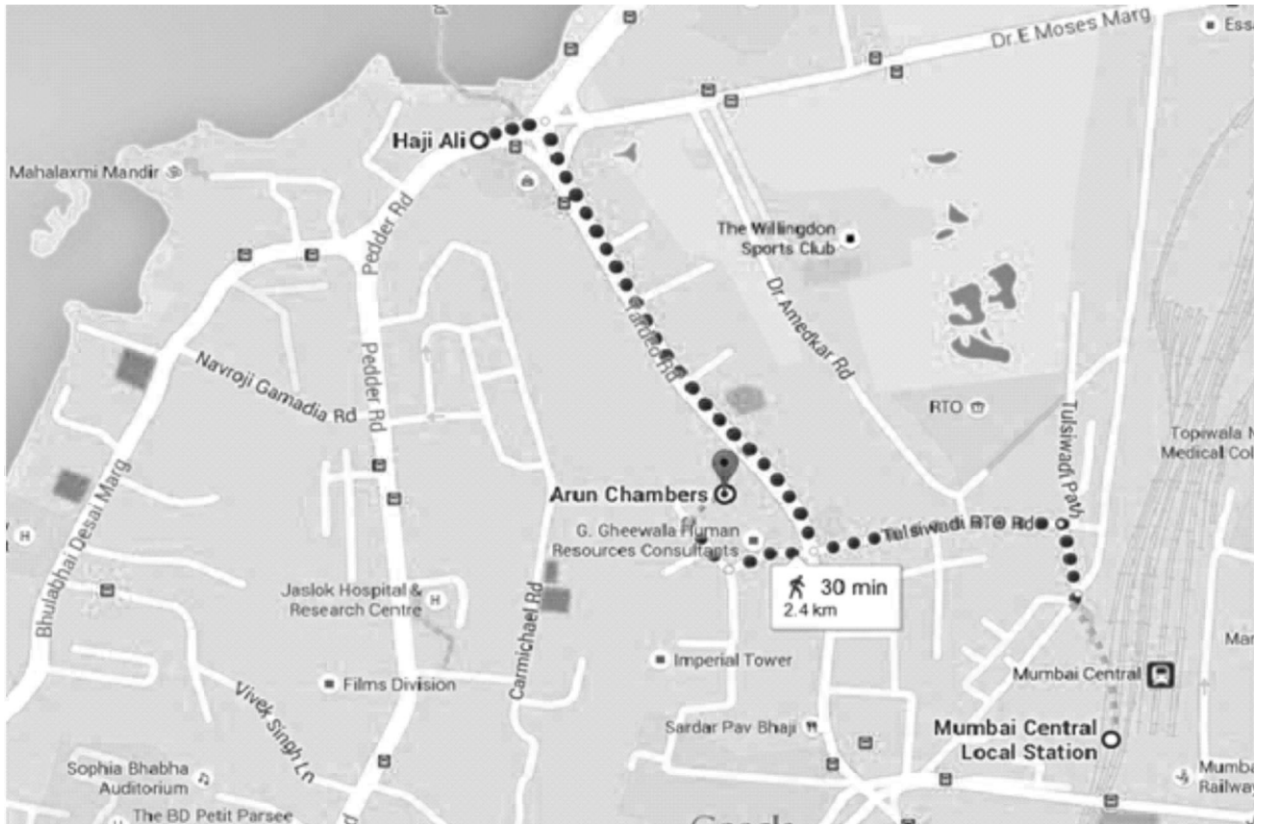
I hereby record my presence at the **22nd Annual General Meeting** of the Company held on Friday, **29th September, 2017** at 03.00 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 40034

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.

Road map to the Venue of AGM



Landmark –

- Tardeo AC Market
- Haji Ali

Nearest Railway Station – Mumbai Central

Nearest Bus Station – AC Market

