



## 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 Third Annual General Meeting of **Lahoti Overseas Limited** will be held on Friday, September 28, 2018 at 3.30 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai-400 034 to transact the following business:

#### ORDINARY BUSINESS

- To receive, consider and adopt
  - The Audited Standalone financial statements of the Company for the financial year ended March 31, 2018 with the reports of the Board of Directors' and Auditors' thereon.
  - The Audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and Auditors' Report thereon.
- To declare a final dividend at Rs. 0.20/- (10%) per equity share of the face value of Rs.2/- for the financial year 2017-18.
- To appoint a Director in place of Mr. Ujwal Rambilas Lahoti (DIN 00360785) 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.
- To ratify the appointment of Statutory Auditor:

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 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the 22nd Annual General Meeting, the Company hereby ratifies the appointment of Palan and Co., Chartered Accountants, Mumbai (ICAI Registration No. 133811W) as the Statutory Auditors of the Company,

to hold office till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2019, at a remuneration as may be decided by the Board of Directors in consultation with the said Auditors.”

#### SPECIAL BUSINESS:

- 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 20 of the Companies Act, 2013 and relevant rules framed thereunder other applicable provisions, if any, whereby, a document may be served on any member by the company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance, a sum equivalent to the estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the company at least one week in advance of dispatch of documents by the company to the shareholder.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To re-appoint Mr. Prem Sardarilal Malik as an Independent Director and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,



2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of regulation 17(1A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as and when applicable, the consent of the members be and is hereby accorded for the re-appointment of Mr. Prem Sardarilal Malik (DIN: 00023051), who has exceed the age of 75 years, who was appointed as an Independent Director to holds office up to March 31,2019, being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as a Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 01,2019 to March 31,2024on the Board of the Company.

7. To re-appoint Mr. Prakash Ramchandra Bang as an Independent Director and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Prakash Ramchandra Bang (DIN: 00088837), who was appointed as an Independent Director and who holds office of Independent Director up to March 31,2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an

Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 01,2019 to March 31,2024 on the Board of the Company.”

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

**Avani D Lakhani**  
Company Secretary & Compliance Officer  
ACS No.47118

Place : Mumbai  
Date : August 10, 2018

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

#### 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 for not more than 50 Members 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 Authorized Representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote 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, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for financial year 2017-18.

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, September 21, 2018.

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 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 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 Pvt 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 : rmt.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 23rd 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 23rd 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 23rd Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.lahotioverseas.in](http://www.lahotioverseas.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@lahotioverseas.com](mailto:investor@lahotioverseas.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 23rd Annual General Meeting. Members attending the 23rd 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 Board has appointed Kothari H. & Associates, Firm of Practicing 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 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 and Regulation 44 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide the members with the facility to exercise their right to vote at the 23rd 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:
- Step 1:** Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com>
- Step 2:** Cast your vote electronically on NSDL's e-voting system.
- Step 1: Log in to NSDL's e-voting system**
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
  3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
    - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\*then your user ID is IN300\*\*\*12\*\*\*\*\*).

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- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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## General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@khacs.com](mailto:info@khacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended that you do not to share your password with any other person and take utmost care to keep your password confidential. Log in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or the 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com), to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), or call on the toll-free no.: 1800-222-990, or contact Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
4. The e-voting period commences on Tuesday, September 25, 2018 (9:00 a.m. IST) and ends on Thursday, September 27, 2018 (5:00 p.m. IST). During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date i.e. September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. September 21, 2018, may obtain his login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 21, 2018.
6. 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.
7. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lahotioverseas.in](http://www.lahotioverseas.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
8. 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:

Agenda Item No.	3	6	7
Name of Director	Mr. Ujwal Rambilas Lahoti	Mr. Prem Sardarilal Malik	Mr. Prakash Ramchandra Bang
Age (years)	59 years	76 Years	61 Years
Qualifications	B.Com,	M.A.	B.Sc. (Hons); MBA (Marketing); MIMA
Brief Profile Including Expertise	He has more than 32 years of experience in the business of yarn and cloth trading and exports. He is currently the 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 has vast experience of over 53 years in textile and clothing industries at top Management.	He has successfully created marketing strategies in India and abroad for brands like Hallmark Cards, Videocon Audio, Indian Express Group of Publications, Luna, Kinetic Honda, Shree Cement, Mantri Housing, GoYo.com, rooms XML, Bilcare and Biltube amongst many others.
Directorships held in other Companies	As per Annex-I	As per Annex-I	As per Annex-I
Memberships / Chairmanships of committees of other public companies.	As per Annex-II	As per Annex-II	As per Annex-II
Shareholding (No. of shares)	53,45,000 Equity Shares	Nil	Nil
Relationship with Directors, Manager or other KMP	Brother of Mr. Umesh Rambilas Lahoti, Managing Director and Father of Mr. Aadhitiya Ujwal Lahoti Whole Time Director	Nil	Nil
Number of Board Meeting attended during the year	4	3	3

## Annex-I-

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

Sl. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1.	Bhalchandram Clothing Limited	Managing Director
2.	Hind Commerce Limited	Director
3.	Mansadevi Textile and Yarn Suppliersprivate Limited	Director
4.	Pawansoot Textiles Private Limited	Director
5.	Yashodanandan Textiles Private Limited	Director
6.	Janaksuta Textile and Yarns Privatelimited	Director
7.	G Varadan Limited	Director
8.	Elementary Realtors Private Limited	Director

9.	Bauble Investment Private Limited	Director
10.	Crystal Tradecom Limited	Director
11.	Psware Information Private Limited	Director
12.	Websource Technologies Limited	Director
13.	The Cotton Textiles Export Promotion Council	Director
14.	Kirti Stockbrokers LLP	Designated Partner

### Directorships held in other Companies –Mr. Prem Sardarilal Malik

Sl. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1	Hindoostan Mills Limited	Director
2.	Patspin India Ltd	Director
3.	Gtn Textiles Limited	Director
4.	Indo Count Industries Limited	Director
5.	M & M Mining Private Limited	Director
6.	Nsl Textiles Limited	Director
7.	Alder Trading Company Private Limited	Director
8.	Ginni International Ltd.	Director
9.	Techware Consultants Private Limited	Director
10.	Textile Sector Skill Council	Nominee Director
11.	Smilesville Care Private Limited	Director

### Directorships held in other Companies –Mr. Prakash Ramchandra Bang

Sl. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1	Bhalchandram Clothing Limited	Director
2.	Indrayani Biotech Limited	Manging Director
3.	Hind Commerce Limited	Director
4.	Websource Technologies Limited	Director
5.	Roomxml Solutions Limited	Director
6.	Milliennium-Fusion and Hotels Private Limited	Director

### Annex-II–

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

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



## Memberships / Chairmanships of committees of other public companies – Mr. Prem Sardarilal Malik

Sr. No.	Name of the Company	Type of Committee	Position
1.	Patspin India Limited	Audit Committee	Member
2.	Patspin India Limited	Stakeholder's Relationship Committee	Member
3.	Patspin India Limited	Nomination And Remuneration Committee	Member
4.	Gtn Textiles Limited	Audit Committee	Member
5.	Gtn Textiles Limited	Nomination And Remuneration Committee	Member
6.	Gtn Textiles Limited	Stakeholder's Relationship Committee	Chairman
7.	Ginni International Limited	Audit Committee	Chairman
8.	Ginni International Limited	Corporate Social Responsibility Committee	Member
9.	Indo Count Industries Limited	Audit Committee	Member
10.	Indo Count Industries Limited	Nomination And Remuneration Committee	Chairman

## Memberships / Chairmanships of committees of other public companies – Mr. Prakash Ramchandra Bang

Sr. No.	Name of the Company	Type of Committee	Position
1.	Hind Commerce Limited	Audit Committee	Chairman
2.	Hind Commerce Limited	Nomination And Remuneration Committee	Chairman
3.	Bhalchmandram Clothing Limited	Audit Committee	Chairman
4.	Bhalchmandram Clothing Limited	Nomination And Remuneration Committee	Member
5.	Indrayani Biotech Limited	Shareholders/ Investor's Grievance Committee	Member

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

**Avani D Lakhani**  
Company Secretary & Compliance Officer  
ACS No.47118

Place : Mumbai  
Date : August 10, 2018

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

## Annexure to Notice

### EXPLANATORY STATEMENT PURSUANT TO 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 in Item No.5, 6 & 7 of the accompanying Notice dated August 10, 2018:

#### Item No.5

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 05 for approval of the Members.

#### Item No.6

Mr. Prem Sardarilal Malik (DIN: 00023051) was appointed as an Independent Director of the Company for a period of Five (5) consecutive years i.e. upto March 31,2019(“First Term”) in the Annual General Meeting held on September 29, 2014.

Mr. Prem Sardarilal Malik has vast experience of over 53 years in textile and clothing industries at top Management. Currently he is holding Directorship in Companies like Hindoostan Mills Limited, Indocount Industries Limited, Ginni International Limited, GTN Textiles Limited, Patspin India Limited. He is the Past Chairman of Cotton Textile Export Promotion Council and Ex-CEO of Mafatral Industries Limited.

SEBI has vide Notification dated May 9, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment)Regulations, 2018, to amend certain provisions or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint

a person or continue the directorship of any person as Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from April 01, 2019

The Nomination and Remuneration Committee of Board of Directors has recommended the Re-appointment of Mr. Prem Sardarilal Malik as Independent Director of the Company for a second term of Five (5) consecutive years i.e. upto March 31,2024 on the Board of the Company.

The Board, based on recommendation of Nomination and Remuneration Committee, considers that, based on his background , experience and contributions made by him during his tenure, the continued association of Mr. Prem Sardarilal Malik would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Prem Sardarilal Malik as an Independent Director of the Company, not liable to retire by rotation, for the second term of Five (5) consecutive years i.e. upto March 31,2024 on the Board of the Company though he has crossed the age of 75 years.

Mr. Prem Sardarilal Malik is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

The Company has also received declaration from Mr. Prem Sardarilal Malik that he meets the criteria of independence as provided under Section 149 (6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

In the opinion of the Board, Mr. Prem Sardarilal Malik fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and Mr. Prem Sardarilal Malik is independent of the management.

Copy of draft letter of Appointment of Mr. Prem Sardarilal Malik setting out the terms and conditions of appointment is available for inspection by the members at the Registered office of the Company.

Mr. Prem Sardarilal Malik and his relative are interested in the resolutions set out at the Item No. 6 with regard to his re-appointment.

Except Mr. Prem Sardarilal Malik, no other Director, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolutions mentioned at Items Nos.6 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of your Company recommends the passing of Special Resolutions as set -out under Items No. 6 of the Notice for approval by the members.

## Item No.7

Mr. Prakash Ramchandra Bang (DIN: 00088837) was appointed as an Independent Director of the Company for a period of Five (5) consecutive years i.e. upto March 31,2019("First Term") in the Annual General Meeting held on September 29, 2014.

Mr. Prakash Ramchandra Bang has Over 47 years of practical experience in India and abroad across a range of products and services. He was instrumental in building and executing creative and marketing strategies for various brands including Hallmark Cards, Videocon, Indian Express, Kinetic Engineering, BPL Mobile, rooms XML.com, Bangoes.com, YoGoYo.com, Vama, Men's Avenue, Lahoti Overseas and many others. Mr. Bang is a regular speaker at many management institutes and professional forums. He is the author of the critically acclaimed book, 'YOUR ENTERPRISE ISN'T DEAD.YET.'

The Nomination and Remuneration Committee of Board of Directors has recommended the Re-appointment of Mr. Prakash Ramchandra Bang as Independent Director of the Company for a second term of Five (5) consecutive years i.e. upto March 31,2024 on the Board of the Company.

The Board, based on recommendation of Nomination and Remuneration Committee, considers that, based on his background, experience and contributions made by him during his tenure, the continued association of Mr. Prakash Ramchandra Bang would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Prakash Ramchandra Bang as an Independent Director of the Company, not liable to retire by rotation, for the second term of Five (5) consecutive years i.e. upto March 31,2024 on the Board of the Company.

Mr. Prakash Ramchandra Bang is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as and Independent Director.

The Company has also received declaration from Mr. Prakash Ramchandra Bang that he meets the criteria of independence as provided under Section 149 (6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

In the opinion of the Board, Mr. Prakash Ramchandra Bang fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and Mr. Prakash Ramchandra Bang is independent of the management.

Copy of draft letter of Appointment of Mr. Prakash Ramchandra Bang setting out the terms and conditions of appointment is available for inspection by the members at the Registered office of the Company.

Mr. Prakash Ramchandra Bang and his relative are interested in the resolutions set out at the Item No. 7 with regard to his re-appointment.

Except than Mr. Prakash Ramchandra Bang, no other Director, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolutions mentioned at Items Nos.7 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of your Company recommends the passing of Special Resolutions as set -out under Items No. 7 of the Notice for approval by the members.

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

**Avani D Lakhani**  
Company Secretary & Compliance Officer  
ACS No.47118

Place : Mumbai  
Date : August 10, 2018

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





**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	
DP ID Client Id/ Folio No.	

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

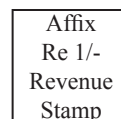
as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **23rd Annual General Meeting** of the Company, to be held on Friday, September 28, 2018 at 3.30 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034 and at any adjournments 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:**

<b>Resolutions</b>	<b>Type of resolution</b>	<b>For*</b>	<b>Against*</b>
To receive, consider and adopt: <ul style="list-style-type: none"> <li>• the Financial Statements of the Company for the year ended March 31, 2018 comprising of Balance Sheet as at March 31, 2018, the Profit and Loss Account for the year ended March 31,2018 and the reports of Directors and the Auditors thereon.</li> <li>• the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2018 and auditor's report thereon.</li> </ul>	Ordinary		
To declare a final dividend at Rs. 0.20/- (i.e. 10%) per equity share of the face value of Rs.2/- for the financial year 2017-18.	Ordinary		
To appoint a Director in place of Mr. Ujwal Rambilas Lahoti (DIN 00360785), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
To Ratify the appointment of Palan and Co., Chartered Accountants, Mumbai (ICAI Registration No. 133811W) as the Statutory Auditors of the Company.	Ordinary		
To Approve to deliver document through a particular mode as may be sought by the member.	Ordinary		
To Re-appoint Mr. Prem Sardarilal Malik (DIN 00023051) as an Independent Director for further period of Five years though he has crossed the age of 75 years.	Special		
To Re-appoint Mr. Prakash Ramchandra Bang (DIN 00088837) as an Independent Director for further period of Five years.	Special		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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



\_\_\_\_\_  
Signature of first proxy holder

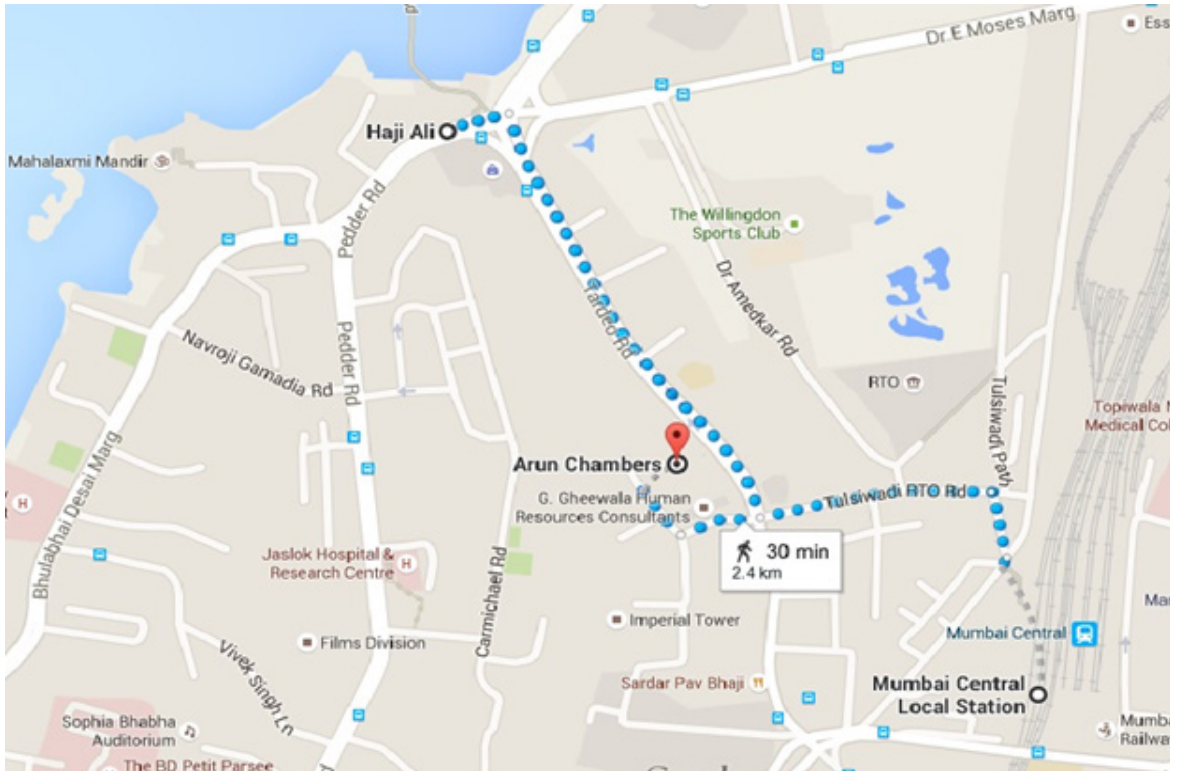
\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
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 23rd 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.

## Road map to the Venue of AGM



### Landmark –

- Tardeo AC Market
- Haji Ali

Nearest Railway Station – Mumbai Central

Nearest Bus Station – AC Market







## 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

23rd Annual General Meeting to be held on Friday, September 28, 2018

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

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

I hereby record my presence at the **23rd Annual General Meeting** of the Company held on Friday, **September 28, 2018** at 03.30 p.m. at the Registered Office of the Company at 307, Arun Chambers, Tardeo Road, Mumbai - 400034

\_\_\_\_\_  
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.