

## **KAILASH AUTO FINANCE LTD**

L65921UP1984PLC006829

**Regd. Office:** 15 Rolland Complex, 2nd Floor,  
37/17, The Mall, Kanpur 208001, Uttar Pradesh

**Corporate Office:** Office No 214, Sterling Chamber, Mogra Village Road,  
Opp Old Nagardas Road, Andheri (East), Mumbai 400 069, Maharashtra

**Email:** info@kailfin.com **Website:** www.kailfin.com

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Kailash Auto Finance Limited will be held at Mehfil Restaurant, 16/12 Civil Lines, Near I G Police Residence, Kanpur 208001, Uttar Pradesh on Saturday, 24th day of September, 2016 at 11:00 A.M. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016, and the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Dipan Patel Jesingbhai (DIN: 05359769), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and to fix their remuneration and to pass, the following resolution as an **Ordinary Resolution** there of :

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 & the rules made there under, the appointment of Mr. Anil Agrawal, Chartered Accountants, Jabalpur (Membership No. 079054), as the Statutory Auditor of the Company for the financial year 2016-2017 and who shall hold office until the conclusion of the Annual General Meeting of the company to be held for the financial year 2016-2017, be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to him for the financial year ending 31st March, 2017 as determined by the Audit Committee in consultation with the said Auditors.”

**By order of the Board of Directors**  
For Kailash Auto Finance Ltd

Place: Mumbai  
Date: May 30, 2016

**M M Sarda**  
Company Secretary

### **NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. MEMBERS/PROXIES/AUTHORISED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HERewith TO ATTEND THE MEETING. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

2. Pursuant to the provision of section 91 of the Companies Act, 2013 the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 17th September, 2016 to Saturday, 24th September, 2016 both days inclusive, for the purpose of AGM.
3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the company a certified true copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. 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.
5. Members holding shares in physical form are requested to notify immediately changes, if any, in their registered address, bank details, mandate, nomination, power of attorney and email address, to Company's Registrar & Share Transfer Agent, at the below-mentioned address quoting their Folio Numbers :-

M/s. Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane, 2nd Floor, Kolkata – 700 001  
Tel. No. # (033) 2243 - 5809/2243-5029  
Fax No. # (033) 2248 - 4787  
E-Mail Id # [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

6. Pursuant to the applicable provisions of Companies Act 2013, and the rules framed there under, any money transfer to the unpaid dividend of the company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the unpaid dividend account shall be transferred by the company to the Investor Education and Protection Fund established by the Central Government.
7. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA for registration of transmission/transposition, deletion of name, etc.

#### **8. VOTING THROUGH ELECTRONIC MEANS**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 31st Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/polling papers shall also be made available at the venue of the 31st AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.

The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s Jalan Alkesh & Associates, Practicing Company Secretaries as the Scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to members for voting electronically are as under:-

- i. The voting period begins on Wednesday the 21st September, 2016 at 10.00 A.M. and ends on Friday, the 23rd September, 2016 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Saturday, 17th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members holding shares in physical or in demat form as on Saturday, 17th September, 2016 shall only be eligible for e-voting.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iv. Click on “Shareholders” tab.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  *Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the eight digit of the sequence number in the PAN Field.  *In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg: If your name is Ramesh Kumar with Sequence no 1 then enter RA00000001 in the PAN field.
DOB	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 <b>OR</b>
Dividend Bank Details	Enter the Dividend Bank details as recorded in your demat account or in the company records for the said demat account or folio.  • If both the details are not recorded with the depository or company please enter the member id /folio no. in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then reach directly to 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.**

- xii. Click on the EVSN for Kailash Auto Finance Ltd
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has 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.
- xix. Note for Non- Individual Shareholders and custodians
  - ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc) and custodian are required to Log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - ◆ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - ◆ The list of accounts linked in the login 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 scrutiniser to verify the same.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Saturday, the 17th September, 2016

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 i.e. Saturday, the 17th September, 2016, only shall be entitled to avail the facility of remote e-voting/ballot paper.

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@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Member may also write to the Company Secretary at the [info@kailfin.com](mailto:info@kailfin.com)

9. The Notice of the 31st AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by permitted mode to all members.
10. Members may also note that the Notice of the 31st AGM and the Annual Report 2015-16 will be available on the Company's website [www.kailfin.com](http://www.kailfin.com). 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 [info@kailfin.com](mailto:info@kailfin.com).
11. Additional information, pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 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 framed there under.
12. As per the provisions of the facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in **Form SH.13** and any variation/cancellation thereof can be made by giving notice in **Form SH.14**, Prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the **Company's website [www.kailfin.com](http://www.kailfin.com), RTA or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in)**
13. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.
14. In view of the above, the Company has communicated in the earlier year through Annual Report to its members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.
15. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
16. The shares of the Company are under compulsory demat list of the SEBI. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening an account with depository participant and complete dematerialization formalities.
17. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the Meeting.

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

**Details of Director's seeking appointment / reappointment in forthcoming Annual General Meeting in pursuance to Regulation 36(3) of SEBI (LODR) Regulations, 2015.**

**Annexure A**

**I.**

Name of Director	Mr Dipan Patel Jesingbhai
DIN	05359769
Date of Birth	03rd July, 1974
Date of Appointment on the Board	19th November, 2012
Expertise in specific functional area	Finance & Accounts
Qualification	Chartered Accountants
Relationship with other Directors	NIL
Directorship in other limited companies	NIL
Membership of Committees in Other Public Limited Companies	NIL
Shareholding of Director in the Company	NIL

**By order of the Board of Directors**  
For Kailash Auto Finance Ltd

Place: Mumbai  
Date: May 30, 2016

**M M Sarda**  
Company Secretary

## KAILASH AUTO FINANCE LTD

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**Email:** info@kailfin.com **Website:** www.kailfin.com

### 31ST ANNUAL GENERAL MEETING

#### ATTENDANCE SLIP

Date	Venue	Time
Saturday, September 24, 2016	Mehfil Restaurant, 16/12 Civil Lines, Near IG Police Residence, Kanpur-208001, Uttar Pradesh	11.00 am

Name of the Member(s)/Proxy :	
Address :	
E-mail id :	
Folio No. /DP Id and Client id :	

I hereby certify that I am a Member/Proxy for the Member holding ..... Equity shares. I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company.

Please  in the box                  Member                   Proxy

.....  
Name of Proxy in Block Letters    Signature of Member /Proxy attending

Note: Member/Proxy attending the Annual General Meeting (AGM) must bring his/her Attendance Slip which should be signed and deposited at the entrance of the Meeting Hall



#### ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (16 Digit Demat Account/ Folio No. of members holding shares in physical mode)	DEFAULT PAN (as per point no. (viii) of e-voting procedure of instructions)

Please read the Notice of the 31st Annual General Meeting of the Company for remote e-voting instructions.

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**31ST ANNUAL GENERAL MEETING**

**PROXY FORM (MGT-11)**

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

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

I / We, being the member(s) of .....No. of Equity Shares of the aforesaid mentioned Company 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	



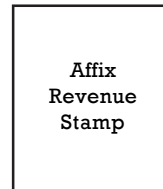
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31st Annual General Meeting of the company to be held on Saturday, 24th September, 2016 at 11:00 a.m.** at Mehfil Restaurant, 16/12 Civil Lines, Near I G Police Residence, Kanpur 208 001, Uttar Pradesh and at any adjournment thereof in respect of such resolutions relating to the businesses as are indicated below:

Resolution No.	Resolutions	No of Shares Held
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' & the Auditors' thereon.	
2.	To appoint a Director in place of Mr. Dipan Patel Jesingbhai (DIN: 05359769), who retires by rotation and being eligible, offers himself for re-appointment.	
3.	Ratification of Appointment of Mr Anil Agrawal, Chartered Accountants, Jabalpur (Membership No 079054), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.	

Signed this .....day of .....2016

Signature of Shareholder/ Representative .....

Signature of Proxy holder(s) .....



**Note:**

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.

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37/17, The Mall, Kanpur 208001, Uttar Pradesh**Corporate Office:** Office No 214, Sterling Chamber, Mogra Village Road,  
Opp Old Nagardas Road, Andheri (East), Mumbai 400 069, Maharashtra**Email:** info@kailfin.com **Website:** www.kailfin.com**31ST ANNUAL GENERAL MEETING****BALLOT PAPER/POLLING PAPER (MGT 12)****(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014)**

1	Serial No	
2	Registered Folio No./DP Id. & Client Id	
3	Name and Registered address of the sole/ first named shareholder	
4	Name(s) of the Joint Holder (s), if any	
5	No of Equity Shares(s) held	

I/We, hereby exercise my/our vote in respect of the Resolutions enumerated below by signing my/our vote – “Assent” or “Dissent” by placing a tick mark (✓) at the appropriate box below: (For each resolution, please tick only one of the boxes for casting your vote)

Resolution No.	Resolutions	No of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited financial statements of the company for the year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016, and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' & the Auditors' thereon.			
2.	To appoint a Director in place of Mr. Dipan Patel Jesingbhai (DIN: 05359769), who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	Ratification of Appointment of Mr Anil Agrawal, Chartered Accountants, Jabalpur (Membership No 079054), as the Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration.			

Place:

Date:

.....  
(Signature of the Shareholder/Proxy)

**NOTE:** Please read the following instructions carefully before exercising your vote:

1. Only those Members physically present at the Meeting and who have not already cast their vote by remote e-voting shall be eligible to exercise their voting right at the Meeting through Ballot. Exercise of vote at the Meeting by Ballot is also permitted through proxy.
2. Please complete and sign the Ballot Form and put it in the Ballot Box made available at the AGM venue.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
4. Vote should be cast either in “favor” of “against” by putting tick(✓) mark in the appropriate column provided in the Ballot Form.
5. The Voting right of the Members shall be in the proportion to their share in the paid up equity share capital of the company as on the cut-off date of Saturday, the 17<sup>th</sup> September, 2016. In case of joint holders, only one of the joint holders may cast vote.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. The Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member / proxy or as to whether the votes are in favor or against or if the signature cannot be verified.
7. The decision of the scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The result of the e-voting will be declared not later than two days of conclusion of the AGM. The declared result along with the Scrutinizer’s Report will be available on the Company’s website at [www.kailfin.com](http://www.kailfin.com) and on the website of Central Depository Services (India) Limited and also be forwarded to the Stock Exchange (s) where the Company’s Shares are Listed.

