



Ladderup

Engineering Growth

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Ladderup Finance Limited will be held on Saturday, 4th Day of January, 2014 at the registered office of the Company situated at A-204, Rajeshri Accord, Telly Cross Lane, off. S. N. Road, Andheri (East), Mumbai - 400069 at 10.30 a.m. to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provision of Section 198, 269, 309, 316 & Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force, Mr. Sunil Goyal be and is hereby re-appointed as a Managing Director of the Company for the period of five (5) years commencing from 1st day of April, 2013 and on such remuneration as may be decided by the Remuneration Committee from time to time subject to applicable provisions of Companies Act, 1956 and other applicable provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such Directions as the Board may consider necessary, expedient or desirable, and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including issuing intimations to the concerned authorities or such other regulatory bodies and for matters connected therewith on incidental thereto without being required to seek any further clarification, consent or approval of the members, who shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board

Sd/-

Place: Mumbai

Date: 2nd December, 2013

**Tulsi Daryanani
Company Secretary**

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and any other relevant provisions in respect of Special Business set out in the Notice and the relevant details pursuant to the provisions of Clause 49 of the Listing Agreements executed with Stock Exchanges are annexed hereto.

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Ladderup Finance Limited

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Hallmark Business Plaza,
Gurunank Hospital Road,
Bandra (E), Mumbai - 400 051, India.

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Fax : +91-22-4033 6364
E-Mail : info@ladderup.com
www.ladderup.com

- 2) A Member entitled to attend and vote at the 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. Proxy in order to be effective must be deposited at the Registered Office or Corporate Office of the Company not less than forty eight (48) hours before the commencement of the meeting. A blank proxy form is annexed herewith.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The Members are informed that in the case of joint holder(s) attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5) For convenience and proper conduct of the meeting, the Members are requested to bring their attendance slip, which is annexed to this Notice, duly completed and signed and hand it over at the entrance of the meeting venue.
- 6) The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by companies through electronic mode; vide its circulars dated April 21, 2011 and April 29, 2011. To take part in the above 'Green Initiative', your Company proposes to send communications/documents including Notices for General Meetings and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP).

The members who have yet not registered their email addresses are requested to register/ update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in the case of physical form with the Company.

- 7) The members/proxies are welcome at the meeting. However, please note that no gift will be distributed at the meeting.

Details of Managing Director seeking re-appointment at the Extra-Ordinary General Meeting Scheduled to be held on 4th day of January, 2014 (Pursuant to Clause 49 of the listing agreement)

Name of Director	Mr. Sunil Goyal
Date of Birth	04/10/1967
Nationality	Indian
Date of appointment on the Board	01/10/1993
Relationship with other Directors	Mr. Sunil Goyal is a promoter Director of the Company and none of his relative is on the Board of the Company.
Qualification	Chartered Accountant
Expertise in specific functional area	Mr. Sunil Goyal is a Chartered Accountant by profession having rich experience of more than 22 years in the areas of Management Consultancy, Joint Ventures, Private Equity, Treasury Management, Capital Markets, Turnaround Strategies & Corporate Governance. The Company is expected to derive immense benefits in Business Development and achieving

	Growth Targets on his appointment.
Number of shares held in the Company	101400 shares constituting 0.78% of paid up share capital of the Company.
List of Directorship held in other Companies	<p>Public Limited Companies :</p> <ol style="list-style-type: none"> 1) Kisan Mouldings Limited. 2) Motilal Oswal Trustee Company Limited. <p>Private Limited Companies:</p> <ol style="list-style-type: none"> 1) Ladderup Corporate Advisory Private Limited. 2) Ladderup Infra Investments Private Limited 3) Ladderup Insurance Broking Private Limited 4) Quiet Investment Private Limited 5) Jumboking Foods Private Limited. 6) Invent Bio-med Private Limited. 7) Structmast Realtors (Mumbai) Private Limited. 8) Parag Milk Foods Private Limited. 9) Chetan Securites Private Limited. 10) Ladderup Securities Private Limited 11) Alf Mall Management Company Private Limited. 12) Ladderup Wealth Management Private Limited. 13) Annapurna Pet Private Limited
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director	<ol style="list-style-type: none"> 1) Kisan Moulding Limited- Chairman and Member of Audit Committee. 2) Kisan Moulding Limited- Remuneration Committee. 3) Kisan Moulding Limited- Performance Review Committee. 4) Ladderup Corporate Advisory Private Limited- Executive Committee
No of shares held by appointee	101400 shares constituting 0.78% of paid up share capital of the Company.

Explanatory Statement pursuant to the provision of Section 102(1) of Companies Act, 2013

The Members of the Company in their 15th Annual General Meeting held on 27th day of September, 2008 appointed Mr. Sunil Goyal as a Managing Director of the Company for the period of five years commencing from 1st day of April, 2008. The period of his appointment completed on 31st March, 2013. Keeping in view performance, increased role and responsibilities, leadership capabilities and entrepreneurship skills of Mr. Sunil Goyal, the Board of Directors of the Company at their meeting held on 12th February, 2013 have, subject to approval of shareholders of the Company and such other approvals as may be required, re-appointed Mr. Sunil Goyal as a Managing Director of the Company for a period of five years from 1st April, 2013 subject to the provision of Section 198, 269, 309, 316 & Schedule XIII and other applicable provisions, if any, of Companies Act, 1956 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force.

Members of the Company are further informed that Mr. Sunil Goyal shall be paid remuneration as decided by the remuneration committee of the Company from time to time subject to applicable provisions of Companies Act, 1956 and other applicable provisions of law during his tenure of office as "Managing Director" of the Company.

None of the directors, managers, key managerial personnel and their respective relatives except Mr. Sunil Goyal are concerned or interested, financially or otherwise, in the appointment of Mr. Sunil Goyal as Managing Director of the Company. None of the directors, managers, key managerial personnel and their respective relatives are interested, either financially or otherwise, in passing of the above resolution except to the extent of their shareholding, if any, in the Company.

Your Directors recommend the above resolution for your approval.

Date: 2nd December, 2013

Place: Mumbai

By order of Board

SD/-

**Tulsi Daryanani
Company Secretary**

LADDERUP FINANCE LIMITED

Registered Office: A-204, Rajeshri Accord, Telly Cross Lane, Off S. N. Road, Andheri (East), Mumbai – 400 069.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the venue.

Folio No. /Client ID No _____ No. of shares held: _____

Name & Address: _____

Jointly with _____

Full name of the Proxy if attending meeting: _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company at the registered office of the Company situated at A-204, Rajeshri Accord, Telly Cross Lane, off. S. N. Road, Andheri (East), Mumbai - 400069 at 10.30 a.m. on Saturday 4th January, 2014

Signature of Member/Joint Member/Proxy attending the meeting: _____

Note: The practice of distributing copies of copies of Notice convening Extra- Ordinary General Meeting has been discontinued. Members attending the meeting are requested to bring their copy of Notice Convening EGM with them.

XXXXXXXX

LADDERUP FINANCE LIMITED

Registered Office: A-204, Rajeshri Accord, Telly Cross Lane, Off S. N. Road, Andheri (East), Mumbai – 400 069

PROXY FORM

I/We.....of..... being a member/ members of the above named Company hereby appoint of.....or failing himas my/our Proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held at registered office of the Company situated at A-204, Rajeshri Accord, Telly Cross Lane, off. S. N. Road, Andheri (East), Mumbai - 400069 at 10.30 a.m. on Saturday, 4th day of January, 2014 or at any adjournment thereof

Signed this..... day of, 2013/ 2014

Reg. Folio No: _____

No. of Shares: _____



Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company, not less than 48 hours before the meeting. A proxy need not to be member of the Company.

REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of circular nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively issued by Ministry of Corporate Affairs)

Sharex Dynamic (India) Private Limited
Unit 1, Luthra Industrial Premises, 1st Floor,
44-E, M Vasant Marg, Andheri Kurla Road,
Andheri (East), Mumbai-400 072.

I/We Shareholder(s) of Ladderup Finance Limited hereby accord my/our approval to receive documents viz. Annual Reports, Notices of General Meeting/Postal Ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in the electronic mode.

I/We request you to note my/our latest email address, as mentioned below. If there is any change in the e-mail address. I/We will promptly communicate the same to you. I/We attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of the First/Sole Shareholder	
Name of the Joint Shareholder(s) if any	
Registered Address	
E-mail Address (to be registered)	

Place:

Date:

(Signature of Shareholder/s)

Note: This form is available on Company's website www.ladderup.com

..... **TEAR HERE**

(For Shares in dematerialized mode)

You are requested to register your E-mail address and/or changes therein from time to time with your Depository Participant.

TEAR HERE