

Kamalakshi Finance Corporation Limited

Regd. Office: B/411, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West), Mumbai - 400053

Tel: 022-60505001 | CIN: L67120MH1973PLC016243 | Email Id: kamalakshifinance@gmail.com | Website: www.kamalakshifinance.com

POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as special / ordinary resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the facts concerning each item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on 24th March, 2015, has appointed Ms. Chirali Mehta, Chartered Accountant, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on 24th May, 2015.

In compliance with the Clause 35B of the Listing Agreement executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Managing Director. The result of the voting conducted through postal ballot would be announced by a Director of the Company at its board meeting to be held on 28th May, 2015 at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to the BSE Limited, where the Company's shares are listed, published in the newspapers and displayed on the Company's website viz. www.kamalakshifinance.com and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com>, along with the Scrutinizer's report.

PROPOSED RESOLUTIONS:

1. Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Incorporation) Rules 2014, including any statutory medication(s) or re-enactment thereof for the time in force, and subject to the approval(s) of the Registrar of Companies, Maharashtra, Mumbai and such other authorities, as may be applicable in this regards, and subject to such terms, conditions, amendments or medications as may be required or suggested by such appropriate authorities which terms, conditions, amendments or medications the Board of

Directors of the Company is authorized to accept, as it may deem t, the existing Articles of Association of the Company be and are hereby replaced with a new set of Articles of Association of the Company, in place of and in substitution and to the entire exclusion of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to ling requisite forms/applications/ reports, etc. with the statutory authorities."

2. Alteration of the Main Object of the Memorandum of Association of the Company

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to the approval(s) of the Registrar of Companies, Maharashtra, Mumbai and such other authorities, as may be applicable in this regards, and subject to such terms, conditions, amendments or modifications as may be required or suggested by such appropriate authorities which terms, conditions, amendments or modifications the Board of Directors of the Company is authorized to accept, as it may deem t, the existing Main Objects of the Company be altered by amendments in the following manner:

- i. Sub-clause 1 of Clause III A of the Memorandum of Association of the Company be and is hereby deleted and substituted for the following new clause:
 1. To carry on the business of consultancy and advisory services in the field of management, IT, technical, industrial, personnel and labour, legal and taxation, financial, commercial and investment, capital market, consulting engineers, operational research consultants, computer service, and marketing services, to work through electronic media (internet), technical analysis of data, electronic data processing and to act as consultants, advisors in the fields of technology, merger and acquisition, to trade and invest in precious metals and stones, real estate, to act as trade advisors, brokers, stockiest, commission agents, importers, exporters of textile and all kinds of textile products and any other products, to acquire from time to time and to deal in all kinds of stock in trade, goods, securities and chattels, to act as moneymonger, borrower in such manner as the Company shall think fit, to engage in dissemination of information in all aspects of business, organization and industry in India and to advice upon the means and methods for extending and developing system or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services of any other business as the Company shall think fit.
- ii. Sub-clause 2 of Clause III A of the Memorandum of Association of the Company be and is hereby deleted.
- iii. The existing sub-clause 3 to 21 of Clause III B (Ancillary Objects) be and are hereby deleted and replaced with a new set of Ancillary Objects.
- iv. The existing sub-clause 22 and 28 of Clause III C (Other Objects) be and are hereby deleted.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Directors of the Company be and are hereby severally authorized to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing requisite forms/ applications/ reports, etc. with the statutory authorities."

3. Commencement of New Business consequently upon alteration of Main Object of the Company

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 11 of the Companies Act, 2013 and subject to such other approvals as may be necessary, approval of the Company be and is hereby accorded to the Board of Directors of the Company for commencing and undertaking of the new businesses and activities as included in the Main Objects Clause III (A) of the Memorandum of Association of the Company, as altered, at such time or times as the Board may deem fit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the Registrar of Companies, Mumbai in order to give effect to the above resolution.”

4. Change the Name of the Company From “Kamalakshi Finance Corporation Limited” To “Gromo Trade & Consultancy Limited”

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from **“Kamalakshi Finance Corporation Limited” To “Gromo Trade & Consultancy Limited.”**

“RESOLVED FURTHER THAT the name **“Kamalakshi Finance Corporation Limited”** wherever it occurs/appears in the Memorandum and Articles of Association of the Company be substituted by the name **“Gromo Trade & Consultancy Limited”**.

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

5. Reclassification of Capital of the Company by Sub-division (Stock Split) of equity shares of face value of Rs. 10/- each into Rs. 1/- each

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 section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force), and in accordance with Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall also include any Committee thereof), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs.10/- (Rupees Ten only) into 10 (Ten) Equity Shares of Face value of Rs.1/- (Rupee One Only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 33,25,00,000/- (Rupees Thirty Three Crores Twenty Five Lakhs Only) would comprise of 33,25,00,000 (Thirty Three Crores Twenty Five Lakhs) Equity Shares of Re.1/- (Rupee One Only) each with effect from the “Record Date” to be determined by the Board for this purpose.”

“RESOLVED FURTHER THAT Pursuant to the sub-division of the Equity Shares of the Company each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing on the Record Date shall stand sub-divided into 10 (Ten) Equity shares of the Face value of Re.1/- (Rupee One only) each fully paid-up, with effect from the record date.”

“RESOLVED FURTHER THAT on sub-division, the 10 (Ten) Equity Shares of the Face value of Re. 1/- (Rupee One only) each be issued in lieu of one Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.”

“RESOLVED FURTHER THAT Upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division. The Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard.”

6. Alteration of Clause V of Memorandum of Association of the Company

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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

‘V. The Authorized Shares Capital of the Company is 33,25,00,000/- (Rupees Thirty Three Crores Twenty Five Lakhs Only) divided into 33,25,00,000/- (Thirty Three Crores Twenty Five Lakhs Only) Equity Shares of Re.1/- (Rupee One Only) each, with the rights, privileges and conditions attached thereto as are provided by regulations of the Company for the time being in force, with power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

7. To make investments, give loans, guarantees and provide securities beyond the prescribed limits.

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committees or one or more Directors) at its discretion to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium

account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 50 Crores.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection.”

8. Approval for related party transaction

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company {hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution} to continue all contract entered and for entering into related party transactions by the company by way of investment / disinvestment / providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or provide inter corporate loan(s) or a combination thereof, or any other purpose at absolute discretion on the terms as agreed / may be agreed between Board of Directors up to an amount of Rs.50 Crore (Rupees Fifty Crores Only).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

By Order of the Board of Directors
For Kamalakshi Finance Corporation Limited

Date: 24.03.2015

Place: Mumbai

Registered Office:

B/411, Crystal Plaza, New Link Road,

Opp. Infinity Mall, Andheri (West),

Mumbai - 400 053

Sd/-

Dheeraj Shah

(Managing Director)

DIN: 02072433

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 18th April, 2015.
3. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on 18th April, 2015.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to kamalakshifinance@gmail.com The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
8. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.kamalakshifinance.com and of NSDL viz., <https://www.evoting.nsdl.com>.
9. The Company has appointed Ms. Chirali Mehta, Chartered Accountant, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
10. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit her report to the Managing Director/Chairman of the Company. The results of the Postal Ballot will be declared on Thursday, May 28, 2015. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e., www.Kamalakshifinance.com and intimated to the Stock Exchanges where the shares of the Company are listed.
11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
12. The date of the declaration of the results of the postal ballot shall be the date on which the said Special Resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

With the enactment of the Companies Act, 2013, there are several articles in the Articles of Association (“AoA”) of the Company which are based on the provisions of the Companies Act, 1956 and which require alteration/deletion. Hence it is proposed to adopt a new set of AoA to replace the existing AoA so that the same is in line with the provisions of the Companies Act, 2013. The draft AoA is available for inspection to the shareholders at the registered office of the Company on all working days from 11.00 am to 1.00 pm except Saturday and Sunday, till the last date for receipt of postal ballot forms without payment of any fees by the shareholders. The Board of Directors recommends there solution for approval of members of the Company at item No. 1 as a special resolution.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

ITEM NO. 2 & 3:

The Indian Economy is currently growing at a robust rate and there is a change in consumer behavior and preferences from the traditional behavior. The market presents several attractive opportunities in the Consultancy and advisory industry and in order to enable the Company to capitalize on such opportunities which may arise from time to time, the Board of Directors of your Company are of the view that the current Main Objects clause should be altered to enable the Company to tap these opportunities. Accordingly it is proposed to amend the existing Object Clause of the Company by substituting sub-clause 1 of Clause III A and deleting sub-clause 2 thereof. The existing sub-clause 3 to 21 of Clause III B (Ancillary Objects) be and are hereby deleted and replaced with a new set of Ancillary Objects AND The existing sub-clause 22 and 28 of Clause III C (Other Objects) be and are hereby deleted. The Board, therefore, recommends the Special Resolution for your approval. The members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the said alterations as set out in the resolution. In terms of Section 11 of the Act, any business which is not germane to the existing business of the Company cannot be commenced by the Company until such commencement has been approved by members by a Special Resolution and until a duly verified declaration in the prescribed form has been filed with the Registrar of Companies, Maharashtra.

The Board of Directors recommends there solution for approval of members of the Company at item No. 2 & 3 as a special resolution.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

ITEM NO. 4:

The Board of Directors of the Company proposed that in order to ensure that the name of the Company adequately reflects the business being carried on by the Company; it is proposed to appropriately change the name of the Company from M/s. Kamalakshi Finance Corporation Limited to M/s. Gromo Trade & Consultancy Limited. The management of the company is in process of expansion of business and proposes to change the name. So your directors are proposing for the change of the name of the Company pursuant to section 13 and other applicable provisions thereof. In consideration of the above, your directors recommend you to pass the special resolution provided above in Item No.4.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

ITEM NO. 5:

The equity shares of the company are listed on BSE Limited (BSE). In order to facilitate the benefit of more liquidity and broad basing of small Investors, The board of Directors of the company, in its meeting held on 24th March 2015, have approved the sub division of the nominal value of equity share of the company of Rs. 10/- each into smaller denomination of Rs. 1/- each, subject to the approval of Members.

In order to improve the liquidity of the Company's shares at the stock exchange with higher floating stock in absolute numbers and to make it more affordable for the small retail investors having interest, able to invest in the Company's equity shares, the Board of Directors of the Company (the Board) at its meeting held on 24th March 2015 has recommended it is desirable to sub-divide (split) the nominal value of each Equity Share having a present face value Rs.10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each, subject to the approval of the Members and all concerned Statutory Authority(ies).

The shareholders may please note that presently the nominal value of each equity share of the Company is Rs.10/- (Rupees Ten Only) per share and consequent upon the sub-division it is being divided into 10 (Ten) equity shares of Re.1/- (Rupee One Only) each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchanges.

As per the provisions of Section 61 of the Companies Act 2013, approval of the Shareholders is required for sub-division of shares. Therefore, the said resolution is being put up before you for your approval. Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except of their shareholding and the shareholding of their relatives in the Company.

ITEM NO. 6:

The existing Clause V of Memorandum of Association specifies the present Authorized Share Capital of your Company. In view of sub-division in the nominal value of the equity shares from Rs. 10/- (Rupees Ten Only) per share to Re. 1/- (Rupee One Only) per share, the present Clause V of the Memorandum of Association is required to be altered to reflect the subdivision of the equity shares.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day during working hours between 11a.m. to 1 p.m.

As per the provisions of Section 13 of the Companies Act, 2013, approval of the Shareholders is required for amending the Memorandum of Association of the Company. Accordingly, this resolution is being put before the shareholders for their permission on the same. Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

ITEM NO. 7:

The Company has made investments and loans from time to time. In this regard, it is proposed to authorize the Board of Directors of the Company to invest into securities of any body corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made up to `50 Crores (Rupees Fifty Crores Only). The investments of funds etc. may require restructuring / conversion with the changed business environment.

As per section 186 of the Companies Act, 2013, where a Company make investment in shares, debentures, securities of other body corporates and/or provide loan etc and such investments etc are in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company whichever is more as prescribed under Section 186 of the Companies Act, 2013 and the rules made thereunder,

from time to time in one or more tranches, approval by way of Special Resolution of the shareholders is required. It is proposed to authorize up to a maximum amount of `50 Crores notwithstanding that investments along with company's existing loans or guarantee(s)/ security(ies) or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions.

The passing of the aforesaid resolutions does not relate to or affect any other Company.

ITEM NO. 8:

The provisions of Section 188(1) of the Companies Act, 2013 that govern the related party transactions require a company to obtain prior approval of the Board of Directors and in case the paid up share capital of the Company is Rs.10 Crore or more, the prior approval of shareholders by way of special resolution.

As the company enters in to the transactions which fall under the ambit of related party as per Section 2(76) of the Companies Act, 2013 the proposed investment / disinvestment / loan / guarantee / provision of security or any other transaction of such kind would attract Section 188 of the Companies Act, 2013 and therefore require your approval.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

(a)	Name of the related party(ies)	M/s. Esaar India Limited and Mr. Dheeraj Babulal Shah
(b)	Name of the director or Key Managerial personnel who is related	Mr. Dheeraj Babulal Shah
(c)	Nature of relationship	Mr. Dheeraj Babulal Shah is Common Managing Director/Promoter and the Board of Directors of the M/s. Esaar (India) Limited are accustomed to act in accordance with the advice, directions or instructions of a Mr. Dheeraj Babulal Shah.
(d)	Remuneration	-
(e)	Payment Schedule	-
(f)	Nature, material terms and particulars of the arrangement	As may be decided by Board of Directors at relevant time within the overall limits approved by the members.
(g)	Duration of the contract	-
(h)	Any other information relevant or important for the members to make a decision on the proposed transaction	-

Your Company being a holding company of the companies referred to in resolution at item no. 8 and hence a related party and therefore may be deemed to be concerned in the said resolution.

None of the directors or Key managerial person are concerned or interested, financial or otherwise in the resolution except to the extent of their directorship in the said subsidiary companies.

By Order of the Board of Directors
For Kamalakshi Finance Corporation Limited

Date: 24.03.2015

Place: Mumbai

Registered Office:

B/411, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West),
Mumbai - 400 053

Sd/-
Dheeraj Shah
(Managing Director)
DIN: 02072433

13. Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 24th May, 2015. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted / accepted.
3. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
4. In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
5. Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
6. Unsigned, incomplete, tick marked at both "for" and "against", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through Electronics Means

In compliance with the Clause 35B of the Listing Agreement, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, M/s. Kamalakshi Finance Corporation Limited ("the Company") is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

• In case of Members receiving Postal Ballot intimation by e-mail:

1. Open e-mail and open PDF file viz; "Kamalakshi 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. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Open internet browser by typing the following [URL:https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)
3. Click on Shareholder - Login.
4. Type user ID and password as initial password noted in step (1) above. Click Login.
5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote
7. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
8. Select E-voting Event Number (“EVEN”) of Kamalakshi Finance Corporation Limited.
9. Now you are ready for e-Voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
11. Upon confirmation, the message “Vote cast successfully” will be displayed.
12. Once you have voted on their solution, you will not be allowed to modify your vote.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ 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 kamalakshifinance@gmail.com with a copy marked to evoting@nsdl.co.in.

• In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

2. Please follow all steps from Sl. No. 2 to Sl. No. 13 above, to cast your vote by electronic means.
3. The e-voting period will commence on 25th April, 2015 (9.30 a.m.) and end on 24th May, 2015 (5.30 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. Three-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
4. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Chairman and Managing Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 28th May, 2015 at 04.00 p.m. at the Registered Office of the Company at B/411, Crystal Plaza, New Link Road, Andheri (west) Mumbai 400 053. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company’s website viz. www.kamalakshifinance.com and of NSDL viz. <https://www.evoting.nsdl.com>.

C. General Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of <https://www.evoting.nsdl.com>.
2. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

Kamalakshi Finance Corporation Limited

Regd. Office: B/411, Crystal Plaza, New Link Road,
Opp. Infinity Mall, Andheri (West), Mumbai - 400053

Tel: 022-60505001 | CIN: L67120MH1973PLC016243 | Email Id: kamalakshifinance@gmail.com | Website: www.kamalakshifinance.com

POSTAL BALLOT FORM

Sr. No.:

Particulars required	Details
Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)	
Registered address of the sole / first named shareholder	
Registered folio No. (for those holding physical shares) DP ID No. and Client ID No (for those holding shares in dematerialized form).	
Number of shares held	

I/We hereby exercise my/our vote in respect of the Special / Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:

Sr. No.	Description	No. of Shares	Assent / Dissent	Please put tick (v) mark below
1	Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013		I/We assent to the resolution	
			I/We dissent to the resolution	
2	Alteration of the Main Object of the Memorandum of Association of the Company		I/We assent to the resolution	
			I/We dissent to the resolution	
3	Commencement of New Business consequently upon alteration of Main Object of the Company		I/We assent to the resolution	
			I/We dissent to the resolution	
4	Change the Name of the Company From "Kamalakshi Finance Corporation Limited" To "Gromo Trade & Consultancy Limited"		I/We assent to the resolution	
			I/We dissent to the resolution	
5	Reclassification of Capital of the Company by Sub-division (Stock Split) of equity shares of face value of Rs. 10/- each into Rs. 1/- each		I/We assent to the resolution	
			I/We dissent to the resolution	
6	Alteration of Clause V of Memorandum of Association of the Company		I/We assent to the resolution	
			I/We dissent to the resolution	
7	To make investments, give loans, guarantees and provide securities beyond the prescribed limits		I/We assent to the resolution	
			I/We dissent to the resolution	
8	Approval for Related Party Transactions		I/We assent to the resolution	
			I/We dissent to the resolution	

Place: _____

Date: _____

(Signature of the shareholder)