

Likhami Consulting Limited

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of **Likhami Consulting Limited** will be held on Monday, 28th September, 2015 at 10:00 A.M. at ROOM NO. 1, 62A Dr. Meghnad Shah Sarani, 2nd Floor, Southern Avenue, Kolkata-700029 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements containing the audited Balance Sheet as at March 31st, 2015, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31st, 2015 and the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. C.M. Singh, who retires by rotation and being eligible offers himself for re-appointment
3. To ratify the appointment of Auditor, consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. S.R. Ghedia and Associates, Chartered Accountants (Firm Registration No. 118560W), as Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting (AGM) to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

4. 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 186 and other applicable provisions, if any, Companies Act, 2013 and the rules framed there under (including any statutory modification (s) re- enactment thereof for the time being in force) the provisions of MOA & AOA 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 committee or one or more directors) for making investment in shares & securities, making secured/ unsecured loans & advances and giving guarantees / indemnity to or for the benefit of companies / bodies corporate including subsidiary companies exceeding sixty percent of the company’s paid up capital and its free reserve or one hundred percent of its free reserves, provided that the total loans or investments made, guarantee given, and securities provided shall not exceed an aggregate amount of Rs 50,00,00,000/- (Rupees Fifty Crores)

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds, matters and things inter alia for execution of deeds / documents and for prescribing the limit for investment, loan guarantee and security to be made or provided to or in any or all body corporate / subsidiary with or without the intention of making any such body corporate including subsidiary companies or otherwise”.

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

“RESOLVED THAT pursuant to provision of Section 5 & 14 and other applicable provisions, if any, of Companies Act 2013 read with the Companies (Incorporation) Rules 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association, draft whereof was placed in the meeting and was initialed by the Chairperson for the mark of identification and the new Articles of Association is be and is hereby approved and adopted as the Articles of Association of the company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Ramesh Kumar Jain (DIN:06755964), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 2 (two) consecutive years from 01/09/2015, not liable to retire by rotation subject to approval of Shareholders.”

7. To Appoint Smt. Ruchi Gupta as an Independent Woman Director and in this regard 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 149,150,152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 along with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory, modification(s) or re-enactment thereof for the time being in force) and Clause 49(II)(A)(1) of the Equity Listing Agreement, Smt. Ruchi Gupta who holds the Notice Calling Annual General Meeting Corporate Overview Management office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from the member proposing her candidature for the office of the Director be and is hereby appointed as Non-Executive Independent Director of the Company, to hold office for 5(Five) consecutive years from 01/09/2015 to the conclusion of this General Meeting up to the conclusion of 38th Annual General Meeting to be held in the year 2020 and is not liable to retire by rotation subject to approval of Shareholder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution. “

8. To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution :

“ RESOLVED THAT pursuant to Sec.203 and other applicable provisions if any of the Companies Act, 2013 made there under, Miss Shruti Jain(Membership No. A40600), has Appointed as a Company Secretary cum Compliance Officer w.e.f. from 01/09/2015.”

9. To consider and if deemed fit to pass with or without modification the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Sec.203 and other applicable provisions if any of the Companies Act, 2013 made There under, Miss Deepti Jayant Kashid (Membership No. ACA141797), has Appointed as a Chief Financial Officer w.e.f. from 01/09/2015.”

By Order of the Board
For Likhami Consulting Limited

Place: Kolkata
Date: 31/08/2015

Sd/-
(Babulal Jain)
Director
DIN No.02467622

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NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. 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.
4. Members who holds shares are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership in the Meeting.
5. Register of Members and Share Transfer Books shall remain closed from 23/09/2015 to 28/09/2015 (Both days inclusive).
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their Folio No. along with their copy of Annual Report to the Meeting.
7. Members are requested to kindly notify immediately change, if any, in their address to the Company.
8. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 4 to 5 above, is annexed hereto. All documents referred to in the Notice and explanatory statements are open for inspection at the registered office of the Company on all working days, except Sunday between 11:00 A.M. to 1:00 P.M. up to the date of the Annual General Meeting.
9. Profile(s) of the Director(s) seeking appointment / re-appointment, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, is annexed to this Notice.
10. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company 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 Annual Report is being sent in the permitted mode.
11. To promote green initiative, members are requested to register their e-mail addresses for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
12. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website www.likhamiconsulting.com
13. Members who wish to obtain information concerning the Accounts of the Company may send their queries at least 10 days before the date of Meeting, to the Director, at the registered office of the Company.
14. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in Demat / Electronic form, the nomination form may be filed with the respective Depository Participant.

**By Order of the Board
For Likhami Consulting Limited**

**Place: Kolkata
Date: 31/08/2015**

**Sd/-
Babulal Jain
Director
DIN No.02467622**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.4 to 5 of the accompanying Notice:

Item No. 4:

Since the Company wants to utilize its surplus funds in other profitable avenues in excess of prescribed limit specified in section 186 of the Companies Act, 2013, approval of the shareholders of the Company is required by way of Special Resolution to give loans, provide guarantee/security and/or invest in the Shares/Debentures/Bonds of other Body Corporate which shall exceed the limits prescribed under specified section. The Board of Directors Recommend the Special Resolution for approval by the members

The Board commends the Resolutions at item No 4 for approval of members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No.4 of the Notice.

Item No. 5:

The existing Articles of Association (AOA) of the Company is based on the provisions of the Companies Act, 1956. Several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several clauses of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AOA with a new AOA. The new AOA to be substituted in place of the existing AOA inter alia incorporates among various other provisions and Table F of Schedule I of the Companies Act, 2013, which sets out the model AOA for a Company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013. Accordingly this resolution is being placed for approval of the Members.

The Board commends the Resolutions at item No 5 for approval of members

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No.5 of the Notice.

Item No.6:

Mr. Ramesh Kumar Jain has been appointed as the Non-Executive Director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement. Mr. Ramesh Kumar Jain is a Chartered Accountant. He has a prior experience of above 25 years in the field of Finance , Accounts, Audit Taxation And Compliances Handling for Various Corporate Entities into Capital Market , Manufacturing Industries , Construction and Shipping Industries.

As per the provisions of Section 149 of the Act, which has come into force with effect from, an independent director shall hold office for a term up to two consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Ramesh Kumar Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Ramesh Kumar Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director up to, 2017, when he will retire as per the Policy on Retirement of Directors adopted by the Company.

In the opinion of the Board, Mr. Ramesh Kumar Jain fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ramesh Kumar Jain as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. Ramesh Kumar Jain is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr., Ramesh Kumar Jain no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

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Item 7:

Mrs. Ruchi Gupta has been appointed as the Director of the company and is considered as an women Director under Clause 49 of the Listing Agreement. She is graduate and is expertise In Accounts , Administration And Functional Matters .

The matter regarding appointment of Mrs. Ruchi Gupta as Women Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Women Director up to, 2020, when she will retire as per the Policy on Retirement of Directors adopted by the Company.

The terms and conditions of appointment of women Director shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mrs. Ruchi Gupta is interested and concerned in the Resolution mentioned at Item No. 7of the Notice. Other than Mrs., Ruchi Gupta no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

Item 8 :

Miss. Shruti Jain has been appointed as the Company Secretary Cum Compliance Officer of the company and is considered as Key Managerial Personnel under Clause 49 of the Listing Agreement. She is pursuing Post Graduate in Accounts from Maharshi Dayanand Saraswati University Ajmer , Rajasthan .She passed her Company Secretary course in February 2015. Other than Miss Shruti Jain no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.8 of the Notice.

Item 9 :

Miss Dipti Jayant Kashid has been appointed as the Chief Financial Officer of the company. Miss Dipti Jayant Kashid is Chartered Accountant with a prior experience of 4 years in the field of Finance and Accounts . Other than Miss Deepti Jayant Kashid no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.9 of the Notice.

Annexure to the Notice

Appointment / Re appointment of Directors:

Details as stipulated under Clause 49 (amended) of the Listing Agreement in respect of the Director seeking re-appointment is furnished below:

Appointment of Director

Name Of Director	Mr. Chandra Moleshwar Singh
Age	46
Date Of Appointment	25/04/2006
Qualification	Graduate
Expertise In Specific Functional Area	Accounts ,Administration And Functional Matters
Directorship Held In Other Companies	1. CRB Global Bank Limited 2. Newtech Corporate Services Private Limited
Memberships/ Chairmanships Of Committees Across Public Companies	Nil
Shares Held In The Company	Nil

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Appointment Of Independent Director

Name Of Director	Mr. Ramesh Kumar Jain
Age	48
Date Of Appointment	1/09/2015
Qualification	Graduate, Chartered Accountant
Expertise In Specific Functional Area	Capital Market, Shipping, Manufacturing And Construction Industry Matters
Directorship Held In Other Companies	Nil
Memberships/ Chairmanships Of Committees Across Public Companies	Nil
Shares Held In The Company	Nil

Appointment Of Women Director

Name Of Director	Mrs. Ruchi Gupta
Age	33
Date Of Appointment	1/09/2015
Qualification	Graduate
Expertise In Specific Functional Area	Account , Administration And Functional Matters
DIRECTORSHIP HELD IN OTHER COMPANIES	NIL
Memberships/ Chairmanships Of Committees Across Public Companies	Nil
Shares Held In The Company	Nil