

NOTICE

Notice is hereby given that the **21ST ANNUAL GENERAL MEETING** of the Members of Roselabs Finance Limited (CIN No. L67120GJ1995PLC024070) will be held on Monday 28th, September 2015 at 12.30 p.m. at 401, Anand Mangal Complex, Behind Omkar House, C. G. Road, Navrangpura, Ahmedabad – 380 009 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015, and the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a director in place of Ms. Purnima Pavle (DIN: 06705133), who retires by rotation and being eligible, offers herself for re-appointment.
3. **Ratifying the Appointment and fixing of remuneration of Statutory Auditor for the FY 2015-16**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s), amendment(s) thereto or re-enactment thereof, for the time being in force), the appointment of M/s. Shanker and Kapani, Chartered Accountants, Mumbai, registered with the Institute of Chartered Accountants of India vide Firm Registration No. 117761W, as Auditors of the Company for a term of 5 year i.e. till the conclusion of the 25th Annual General Meeting of the Company, which was subject to ratification by the members of the Company at every annual general meeting, be and is hereby ratified to hold the office from the conclusion of the 21st AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2016, on such remuneration as shall be decided by the Board of Directors or any Committee thereof.”

By Order of the Board of Directors

Nilesh Rawat
Managing Director
DIN: 06705140

Registered Office

416, Anand Mangal Complex,
 B/H, Omkar House, C.G. Road,
 Navrangpura, Ahmedabad – 380009
 Tel No: +91.22. 23024400 Fax: +91.22.23024550
 Website: www.roselabsfinancelimited.in
 CIN No: L67120GJ1995PLC024070
Email: roselabsfinance@lodhagroup.com

Place: Mumbai

Date: 28th August, 2015

NOTES:

- 1) A Member entitled to attend and vote at the Annual General Meeting (“**the Meeting**”) is entitled to appoint proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the Company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Annual Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
- 2) A person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 3) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.

- 4) Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- 5) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
- 6) 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.
- 7) Members who hold shares in dematerialised form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- 8) Members holding shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer agent, Link Intime India Private Limited, C- 13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup, Mumbai- 400 078, Tel No: 022- 25963838 Email Id: rnt.helpdesk@linkintime.co.in enclosing their original share certificate to enable them to consolidate the holdings into one folio.
- 9) The register of Members and Share Transfer Books of the Company would remain closed from Friday, 25th September, 2015 to Monday, 28th September, 2015 (both days inclusive).
- 10) 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 Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 11) The relevant details of Director seeking re-appointment are annexed to the notice.
- 12) Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office / Corporate Office of the Company on all working days, excluding Saturday, Sunday and Public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
- 13) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, a company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity atleast once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered. In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Link Intime India Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the R &T of the Company quoting their folio number(s).
- 14) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.
- 15) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.
- 16) Members holding shares of the Company as on Monday, 21st September, 2015, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

E-voting

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members a facility to exercise their right to vote on business proposed to be transacted at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The details of the process and manner of e-voting along with the user ID and Password are being sent to all the Members along with the Notice.
- (ii) The facility for voting through ballot paper shall be made available at the AGM premises and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on Friday, 25th September, 2015 (9:00 am) and ends on Sunday, 27th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (vi) The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of 21st September, 2015.
- (vii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut off date i.e. 21st September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting than you can use your existing user ID and password for casting your vote.
- (viii) A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid.
- (ix) 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (x) The Company has appointed Ms. Nehal Doshi, Practising Company Secretary, as first scrutinizer for conducting the remote e-voting process for the Annual General Meeting and Mr. Darshit Joshi, Chartered Accountant as second scrutinizer for conducting voting process by means of Ballot Paper at the AGM in a fair and transparent manner. The first scrutinizer and second scrutinizer shall hereafter collectively called as Scrutinizers.
- (xi) The Chairman shall, at the Annual General Meeting, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of second scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xii) The second scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting through ballot paper and the first scrutinizer will thereafter unblock the votes cast through remote e-voting, in the presence of atleast two witnesses not in the employment of the Company and not later than three days of the conclusion of the AGM, each scrutinizer will submit its report on the total votes cast in favour or against, if any, to the Chairman/Managing Director or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- (xiii) The Results declared along with the report of the Scrutinizers shall be placed on the website of the Company www.roselabsfinancelimited.in and on the website of the NSDL immediately after the declaration of result by the Chairman/ Managing Director or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange (BSE Limited).
- (xiv) This notice has been updated with the instructions for voting through electronic means as per the Amended Companies (Management and Administration) Rules, 2015.

Instruction for e-voting

1. Initial Login ID and Password is annexed with the Notice which has been received by Post/Courier. Thereafter, please consider the following steps:
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of (Roselabs Finance Limited). Members can cast their vote online from **September 25, 2015 (9:00 am) till September 27, 2015 (5:00 pm)**.

Note: e-Voting shall not be allowed beyond said time.

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 (nehal_s_2000@yahoo.com) with a copy marked to evoting@nsdl.co.in. The votes of Institutional shareholders would not be counted if the relevant documents mentioned above is not provided to the Scrutinizer.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESSES MENTIONED IN THE NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY

ITEM NO.2

This explanatory statement is provided though strictly not required as per section 102 of the Companies Act, 2013.

The Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain disclosures with respect to appointment of Ms. Purnima Pavle as the Director of the Company who is liable to retire by rotation at this Annual General Meeting, which is mentioned below:

Date of Birth	3 rd August, 1974
Age	41 years
Qualifications	Chartered Accountant
Experience	Ms. Purnima Pavle has overall 12 years of experience in the field of Accounting and Finance. Prior to joining the Company, she was associated with Graver & Weil India Ltd and HCC Ltd.
Terms & Conditions of appointment	As per provisions of Companies Act, 2013
Remuneration last drawn & Sought to be paid	Nil
Date of Appointment on the Board	October 11, 2013
Directorships held in other companies as on 31 March, 2015	Adinath Builders Private Limited Anantnath Constructions and Farms Private Limited Proficient Buildwell Private Limited* Sanathnagar Enterprises Limited Saravasa Buildtech and Farms Private Limited Shreeniwas Cotton Mills Limited Siddhnath Residential Paradise Private Limited

Memberships of committees across companies (includes Audit, Nomination and Remuneration & Stakeholders Relationship Committee) as on 31 March, 2015	Sanathnagar Enterprises Limited
Shareholding in the Company (Equity)	Nil
Relationship with other Directors/ Manager/Key Managerial Personnel	None
Number of Board meetings attended during the year	8

*Proficient Buildwell Private Limited got merged with Jawala Real Estate Private Ltd w.e.f 21st May, 2015

The Company has received the necessary consent and disclosures from Ms. Purnima Pavle in terms of provisions of the Companies Act, 2013.

The Board recommends the item no. 2 of the Notice for approval by the Members.

None of the Directors, other Key Managerial Personnel and their relatives thereof except Ms. Purnima Pavle, are in any way, concerned or interested, financially or otherwise in the above resolution.

ITEM NO 3

This explanatory statement is provided though strictly not required as per section 102 of the Companies Act, 2013.

M/s. Shanker and Kapani, (ICAI Firm's Registration No. 117761W), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 15th September, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 3 of the notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs are in any way, concerned or interested, financially or otherwise in the above resolution.

By Order of the Board of Directors

Nilesh Rawat
Managing Director
DIN: 06705140

Registered Office

416, Anand Mangal Complex,
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 Email: roselabsfinance@lodhagroup.com

Place: Mumbai

Date: 28th August, 2015