

NOTICE

To
The Members,
BAJRANG FINANCE LIMITED

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at its Registered Office on **Saturday, the 15th October, 2016, at 11.00 A.M.** to pass the following resolutions:

Item No.1 – Increase in authorised share capital of the Company .

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the Company be and is hereby increased from Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each **to Rs.2,00,00,000 (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each** by creating an additional 5,00,000 (Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) aggregating to Rs. 50,00,000 (Rupees Fifty Lakhs only) ranking pari-passu with the existing equity shares.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies, Maharashtra, Mumbai and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

Item No.2 - Alteration of Memorandum of Association

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 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new clause:

- V. The Authorized Share Capital of the Company is Rs.2,00,00,000 (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each, with the privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being. With power to increase and 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 deferred qualified or special rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify any such rights, privileges or conditions in such manner as may for the time being provided by the Articles of Association of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies, Maharashtra, Mumbai and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

Item No.3 - Alteration of Articles of Association

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 14 and other applicable provisions of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted with the following clause:

3. The Authorized Share Capital of the Company is Rs.2,00,00,000 (Rupees Two Cores only) divided into 20,00,000 (Twenty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

Item No.4

Issue of Equity Shares on Preferential basis

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India [SEBI (ICDR) Regulations,2009] , as amended from time to time, and any such approvals, consents, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot, on a preferential basis, 4,00,000 (Four Lakhs Only) Equity Shares of Rs.10/- each to Shri Daleep Jatwani, Non –promoter, NRI, at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

“RESOLVED FURTHER THAT the relevant date for the preferential issue, as per the SEBI (ICDR) Regulations, 2009, shall be **15th September, 2016**.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations,2009 and the Equity Shares so offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors, be and is hereby authorized to settle all questions that may arise in regard to the offer, issue or allotment of the Equity shares as above and utilization of the proceeds of issue and to do all such acts, deeds, things and matters and to take all such steps and actions as it may in its absolute discretion deem fit and necessary without being required to seek any further consent or approval of members.”

Registered Office:

Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai – 400063

Place: Mumbai

Date: September 14, 2016

By order of the Board
For **Bajrang Finance Limited**

Sd/-
Mahabir Prasad Sharma
Whole Time Director
DIN :00175393

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.
2. 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 Registrar M/s. Bigshare Services Private Limited / Company.

3. Green Initiative :

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same to the Company by sending email at baj_igrd@remigroup.com or to M/s. Bigshare Services Private Limited or with the concerned depositories.

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

4. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the Extraordinary General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the EGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The Notice is available on the website of the Company. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.
5. The facility for voting through ballot paper shall be made available at the EGM 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. A member may participate in the EGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the EGM. Incase Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
6. The remote e-voting period shall commence at 9.00 a.m. on **Wednesday, 12.10.2016** and will end at 5 p.m. on **Friday, 14.10.2016**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. As directed by SEBI, for payment of Dividend, Members are requested to provide the bank account number and the details required for making ECS payment to the respective depository participant in case of shares held in demat and to share transfer agent of the Company in case of shares held in physical.
8. **The details procedure for remote e-voting is set out below :**
 - (a) In case of Members receiving an e-mail from NSDL:

- (i) Open email and open PDF file viz; "**BAJ remote e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) put 'User ID' and Password' as initial password/PIN as noted in step (i) above and click 'Login'.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of **BAJRANG FINANCE LIMITED**.
- (VIII) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at bajscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of EGM.

- (i) Initial Password is provided in the enclosed Form.

EVEN (Remote E-voting Event Number)	User ID	Password/ PIN
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- (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.

(c) Other Instructions:

- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on Toll free no. 1800-222-990.
 - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iii. 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).
9. 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 i.e on **08.10.2016** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
10. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **08.10.2016**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or to RTA. However, if you are already registered with NSDL

for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.

11. The Company has appointed Shri V.S.Iyer, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
12. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
13. The scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
14. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website i.e www.remigroup.com and on the website of NSDL after the result is declared by the chairman or a person authorized by him. The result shall also be forwarded to The Bombay Stock Exchange Limited.
15. An Explanatory Statement relating to the item of special resolution set out in item Nos. 2, 3 and 4 accompanies.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No.2 & 3

Increase in Authorised Share Capital of the Company

In view to meet the future need for expansion of capital base of the Company, the Board of Directors of the Company at its meeting held on 14th September, 2016 proposed to raise the Authorized Capital of the Company from the existing from Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each to **Rs.2,00,00,000 (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each** by creating an additional 5,00,000 (Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) aggregating to Rs.50,00,000 (Rupees Fifty Lakhs only) ranking pari-passu with the existing equity shares

Consequently, the capital clause as appearing in the Memorandum and Articles of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

The Companies Act, 2013 requires the Company to obtain the approval of members in respect of increase the Share Capital and alter the Share Capital Clause as appearing in the Memorandum and Articles of Association of the Company. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

Item No.4

Issue of Equity Shares on Preferential basis

The Company proposes to issue and allot upto 4,00,000 (Four Lakhs Only) equity shares on a preferential basis at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI ICDR Regulations to Shri Daleep Jatwani, Non-Promoter, NRI.

Members' approval is being sought in terms of section 62 of the Companies Act, 2013, which provides, inter alia that whenever it is proposed to increase the subscribed capital of a company by issue and allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date unless the shareholders decide otherwise. Further, Section 42 of Companies Act, 2013, states that a Company shall not make private placement of its securities unless it is previously approved by shareholders of the Company by special resolution. The Listing Agreements executed by the Company with the Stock Exchanges where the shares of the Company are listed also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the shareholders unless the shareholders decide otherwise.

The following disclosure for the preferential issue of equity shares is being made in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") relating to the Preferential Issue and the Companies Act, 2013:

1. Objects of the preferential issue:

To augment the availability of finance for its activities.

2. Proposal of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Directors or key managerial personnel of the Company will participate in the proposed preferential issue of Equity Shares.

3. Shareholding pattern before and after the preferential issue:

Sr. No.	Category of Shareholder	Pre Issue		Post Issue**	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters' holding :				
1.	Indian Promoters				
	Bodies Corporate	8,59,470	61.39	8,59,470	47.75
2.	Foreign Promoters	0	0.00	0	0
	SUB TOTAL (A)	8,59,470	61.39	8,59,470	47.75
B	Non-Promoters' holding :				
1.	Institutional Investors	0	0.00	0	0.00
2.	Non-Institution Investors				
	Bodies Corporate	3,00,700	21.48	3,00,700	16.71
	Indian Public	2,39,830	17.13	2,39,830	13.32
	NRI	0	0.00	4,00,000	22.22
	SUB TOTAL (B)	5,40,530	38.61	9,40,530	52.25
	GRAND TOTAL (A+B)	14,00,000	100.00	18,00,000	100.00

** Assuming allotment of entire 4,00,000 equity shares under the proposed preferential issue

4. Time within which preferential issue will be completed:

The Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of the proposed special resolution by the shareholders or where the allotment on preferential basis requires any approval of regulatory authorities, the allotment of Equity Shares will be completed within 15 (fifteen) days from the date of such approval.

5. **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Sr. No.	Name of proposed Allottees	Category	Pre issue holding*		Post issue holding**		Ultimate beneficial owners / entities who ultimately control proposed allottees of the shares proposed to be allotted
			No. of shares	%	No. of shares	%	
1	Shri Daleep Jatwani	Non Resident – Individual Non - Promoter	0	0	4,00,000	22.22	N.A

** Assuming allotment of entire 4,00,000 equity shares under the proposed preferential issue.

None of the proposed allottees have sold or dispensed any of the holding during the six (6) months period prior to the relevant date, i.e **15th September , 2016**

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

6. **Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:**

There will be no securities issued for consideration other than cash.

7. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

8. **Undertakings:**

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the SEBI ICDR Regulations where it is required to do so. The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares issued to proposed allottees shall continue to be locked in till the time such amount is paid by the allottees.

9. **Auditor' Certificate:**

The certificate of the statutory auditor as required under (ICDR) Regulations 2009, certifying that the Proposed preferential issue is being made in accordance with the requirements of these regulations shall be open for inspection at the Registered Office of the Company situated at Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai 4000 063 between 4.00 p.m. to 5.00 p.m. on all working days up to the date of Extraordinary General Meeting i.e. **15th October, 2016**

10. **Lock In:**

The equity shares to be allotted under the proposed preferential issue shall be subject to lock in for a period of one (1) year from the date of trading approval, in accordance with the SEBI ICDR Regulations. Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

11. Relevant date and Pricing of the issue:

The Relevant Date for the pricing of the Equity Shares to be issued pursuant to the aforesaid preferential allotment is **Thursday, 15th September, 2016**, being 30 days prior to the date of the Extraordinary General Meeting. The equity shares will be issued at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009.

The Board at its meeting held on **14th September, 2016** has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution through Ballot paper /remote - evoting.

None of the Directors or key managerial personnel of the Company will participate in the proposed preferential issue of Equity Shares

The Board recommends the resolutions stated above for your approval.

Registered Office:

Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai – 400063

Place: Mumbai

Date: September 14 , 2016

By order of the Board
For **Bajrang Finance Limited**

Sd/-
Mahabir Prasad Sharma
Whole Time Director
DIN: 00175393

BAJRANG FINANCE LIMITED

Regd. Office: Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L65990MH1971PLC015344, Web.: www.remigroup.com, Email: baj_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 022- 26852335

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DPID No.		Name & Address of the Registered Shareholder	
Client ID No./Folio No.			
No. of Shares Held			

(To be filled in if the Proxy attends instead of the Member/s)

I hereby record my presence at the **Extraordinary GENERAL MEETING** to be held at the Company's Registered Office on **Saturday, the 15th October, 2016**, at 11.00 A.M.

Note: Please complete this and signed at the time of handing over this slip.

Member's/ Proxy's Signature

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id :		DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1.	Name :			
	Address :			
	E-mail Id :		Signature:	
				, or failing him
2.	Name :			
	Address :			
	E-mail Id :		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the Company, to be held on **Saturday, the 15th October, 2016**, at 11.00 A.M. at the Company's Registered Office, **Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

No.	Description
1.	Increase in authorized share capital of the Company.
2.	Alteration of Memorandum of Association of the Company.
3.	Alteration of Article of Association of the Company.
4.	Issue of Equity Shares on Preferential basis.

Signed this _____ day of _____ 2016.

Signature of
shareholder :

Signature of Proxy
holder(s) :

Affix Re.1/-
Revenue
Stamp &
(sign across)

Note: This form of proxy in order to be effective, should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.