

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of **VOLTAIRE LEASING & FINANCE LIMITED** will be held on Thursday, the 29th day September, 2016 at 11.00 A.M at 602, Raheja Centre, 214-Free Press Journal Marg Nariman Point, Mumbai 400021, to transact the following business

ORDINARY BUSINESS:

1. Adoption of Accounts and Auditors and Directors Report thereon:

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2016.

2. Ratification of Appointment of Statutory Auditors :

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 read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendations of the Audit Committee, M/s. Maheshwari and Co. Chartered Accountants, Mumbai (FRN - 105834W), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 32nd Annual General Meeting up to the conclusion of the 35th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company".

SPECIAL BUSINESS:

3. Appointment of Mr. Samir Baid as a Non Executive Director of the Company

To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution** :

"**RESOLVED THAT** Pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and in terms of Articles of Association of the Company, Mr. Samir Baid (DIN : 00243521), who was appointed as an Additional Director (Non-Executive) of the Company at the Board meeting held on 03rd December 2015 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, and in whose respect the Company has received a notice from a member under Section 160 of the Act, together with necessary deposit as mentioned in the said section,



proposing the candidature of Mr. Samir Baid for the office of Director of the Company be and is hereby appointed as Non-Executive, Director of the Company .

Place: Mumbai,
Date : May 28, 2016

Registered Office :
602, Raheja Centre,
214-Free Press Journal Marg
Nariman Point
Mumbai – 400021

By the Order the Board
For VOLTAIRE LEASING & FINANCE LIMITED



SAURABH VIJAY
MANAGING DIRECTOR
DIN : 03046542

Notes:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.

3. Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the 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 those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

4. The Register of Member and the Share Transfer Books of the Company will remain closed from 23rd September 2016 to 29th September 2016 (both days inclusive).

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

6. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company certified copy of relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.

7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.

8. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail ID voltaire.leafin@gmail.com for quick and prompt redressal of their grievances.

9. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.

10. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the competent authorities to the Annual General Meeting.



11. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
12. A route map showing directions to reach the venue of the 32nd Annual General Meeting is given at the end of Notice.
13. Members are requested to intimate change in their address immediately to M/s Purva Share Registry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai- 400 011.
14. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Share Registry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
15. The Securities and Exchange Board of India (SEBI) vide Circular ref. no. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.
- SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
16. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
17. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
18. Copies of Annual Report 2016 are being sent by electronic mode only to all those members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual



Report. The Members who have not registered their email address, physical copies of Annual Report 2016 are being sent by the permitted mode.

19. Members may also note that the Notice of the 32nd AGM and the Annual Report for 2015-2016 will also be available on the Company's website www.volfltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : voltaire.leafin@gmail.com.

20. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice-a-versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

21. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 22, 2016.**

22. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 32nd AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

In terms of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to CA Pawan Gattani, M/s. Maheshwari and Co. Chartered Accountants, (FRN - 105834W) 10-11, Third Floor, Esplanade Building, 3A.K Naik Marg, Fort, Mumbai 400001, Telephone / email Id : +9122-22077472, +9122-22072620, info@maheshwariandco.in. in so as to reach him on or before Sunday, September 25, 2016 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.

23. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 32nd AGM. The Members attending the AGM, who have not casted their vote till the time, through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.



24. (i) Members who have registered their e-mail addresses with the depositories or with the Company' s RTA are being sent Notice of ballot by e-mail and members who have not registered their e-mail addresses will receive Ballot Form along with the Notice through Courier/ Post.

(ii) Members can request for a Ballot Form at Purva Sharegistry (India) Private Limited, Unit: Voltaire Leasing & Finance Limited, Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400011 or they may also address their request through e-mail to: purvashr@mtnl.net.in. Contact no +91 22 2301 8261.

(iii) In case of voting by physical ballot, the non-individual members (i. e. other than individuals, HUF, NRI, etc.) are required to send a copy 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 along with the Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on Sunday, September 25, 2016.

(iv) The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical Ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizers Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer s Report shall be available on the Company' s website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.

25. The shareholders can also access the Annual Report 2015-16 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.volfltd.com or on Stock Exchange websites, which is www.bseindia.com.

26. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.

27. Members are requested to quote Folio Number/Client ID & DP ID in their correspondence.

28. The Details of voting electronically are as follows:

a) Date and time of commencement of voting through electronic means: **Monday, September 26, 2016 at 9.00 a. m.**

b) Date and time of end of voting through electronic means beyond which voting will not be allowed **Wednesday, September 28, 2016 at 5.00 p. m.**

c) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 22, 2016**, may cast their vote



electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**

d) Details of Website: www.evotingindia.com

e) **Details of Scrutinizer:** CA Pawan Gattani (Membership No.144734) ,Maheshwari and Co. Chartered Accountants,(FRN - 105834W) 10-11, Third Floor,Esplanade Building, 3A.K Naik Marg , Fort , Mumbai 400001, Telephone / email Id : +9122-22077472,+9122-22072620 , info@maheshwariandco.in

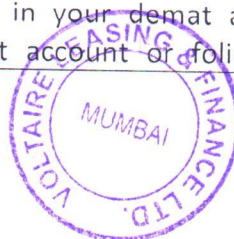
f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.

29. The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- i. Log on to the e-voting website www.evotingindia.com during the voting period
- ii. Click on "Shareholders" tab
- iii. Now, select the **Voltaire Leasing & Finance Limited** from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>· Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field.</p> <p>· In case the sequence number is less than 8 digits enter the applicable number of 0' s before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy



	format.
BANK DETAILS	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the instructions (iv).</p>

viii. After entering these details appropriately, click on "SUBMIT" tab.

- ix. Members holding shares in physical form will then directly reach to the Company selection screen. However, members holding shares in demat form will now reach Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Voltaire Leasing & Finance Limited on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out the print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

ITEM NO. 3

Appointment of Mr. Samir Baid (07245292) as Non Executive Director

The Board at its meeting held on 03rd December 2015, appointed Mr. Samir Baid as Additional Director of the Company. Pursuant to Section 161 of the Companies Act, 2013, Mr. Samir Baid will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the Provisions of Section 160 of the Companies Act, 2013 from the Member along with a necessary deposit proposing the candidature of Mr. Samir Baid for the office of the Non- Executive Director. The Company has received from Mr. Samir Baid:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies
- (Appointment & Qualification of Directors) Rules, 2014 and
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

No Director, Key Managerial Person or their Relatives, except Mr. Samir Baid , to whom resolution relates, is interested or concerned in the resolution.

The Board recommends the Resolution set out forth in Item No. 3 for the approval of Members.

Place: Mumbai,

Date : May 28, 2016

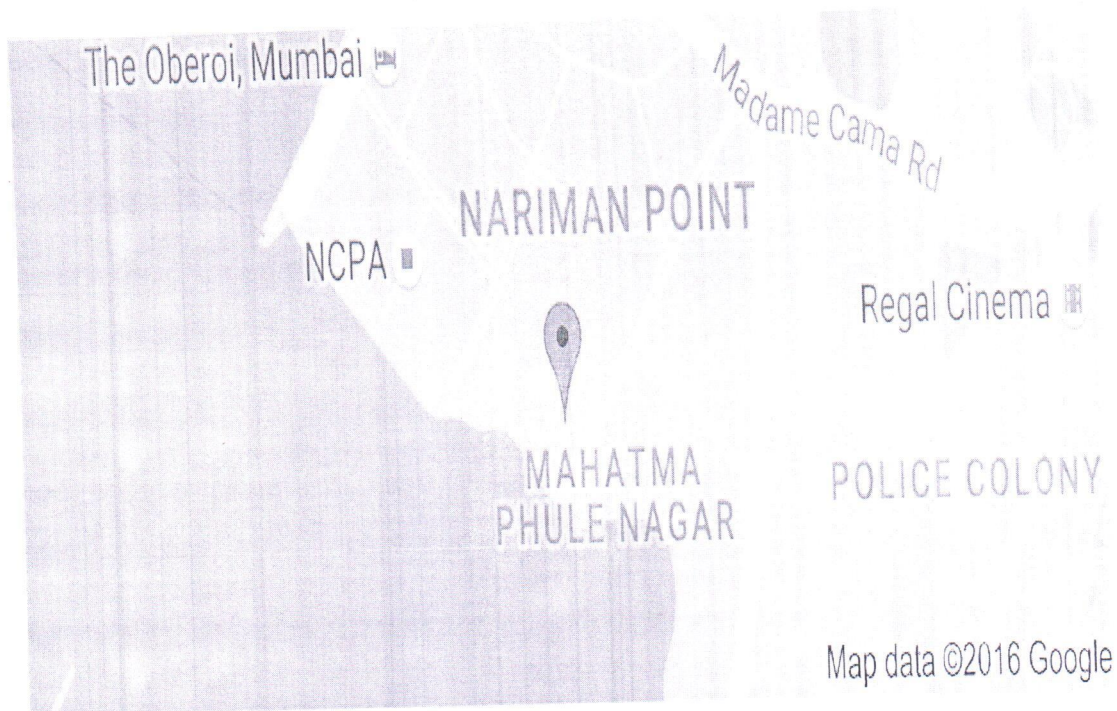
Registered Office :

602, Raheja Centre,
214-Free Press Journal Marg
Nariman Point
Mumbai – 400021

By the Order the Board
For VOLTAIRE LEASING & FINANCE LIMITED



SAURABH VIJAY
MANAGINGDIRECTOR
DIN : 0304654



VOLTAIRE LEASING & FINANCE LIMITED

CIN: L74999WB2005PLC102819

Registered Office : 602, Raheja Centre, 214-Free Press Journal Marg Nariman Point Mumbai City MH
400021 Tel : +91 33 22481053, Email : voltaire.leafin@gmail.com , URL : www.volf ltd.com

ATTENDANCE SLIP

RegisteredFolioNo./DPID/ClientID_____

Name&AddressofshareHolder_____

I/We hereby record my/our presence at the 32rd Annual General Meeting of the Company Thursday, 29th Sept.
2016 at 11 .00 A.M. at 602, Raheja Centre, 214-Free Press Journal Marg Nariman Point, Mumbai
400021.

Members' Folio/DP ID/Client ID Member/Proxy's Name in Capital Member/Proxy's Signature



VOLTAIRE LEASING & FINANCE LIMITED

CIN: L74999WB2005PLC102819

Registered Office : 602, Raheja Centre, 214-Free Press Journal Marg Nariman Point Mumbai City MH
400021 Tel : +91 33 22481053, Email : voltaire.leafin@gmail.com , URL : www.volf ltd.com

Form No. MGT – 11, PROXY FORM / BALLOT FORM

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

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We being the members of _____ Shares of Voltaire Leasing & Finance Ltd., hereby appoint –

1. _____ having email Id _____ Signature _____ or failing him
2. _____ having email Id _____ Signature _____ or failing him
3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday, 29th September 2016 at 11.00 AM and at any Adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2016		
2.	Ratification for the appointment of Statutory Auditor M/s. Maheshwari and Co. Chartered Accountants, Mumbai (FRN - 105834W)		
Special Business :			
2.	To appoint Mr. Samir Baid as an Non-Executive Director of the Company		

Signed this _____ day of _____ 2016

Sign. of Shareholder _____

Sign. of Proxy _____

Affix Revenue
Stamp
₹ 1/-

