

**VISAGAR FINANCIAL SERVICES LIMITED**

CIN: L99999MH1994PLC076858

Registered Office: 907-908, Dev Plaza, 9<sup>th</sup> floor, Opp. Andheri Fire Station, S.V. Road,  
Andheri (W), Mumbai- 400058.

Tel No.: 022-67424815 E-mail id: [info@visagar.com](mailto:info@visagar.com) Website: [www.vfsl.org](http://www.vfsl.org)

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**ADDENDUM TO THE ORIGINAL NOTICE OF AGM DATED 11<sup>TH</sup> AUGUST, 2017**

NOTICE is hereby given that Item No. 3 to be transacted in the original notice dated 11th August, 2017 shall be replaced by the following Ordinary Resolution in the 24th Annual General Meeting of the Members of **M/s. VISAGAR FINANCIAL SERVICES LIMITED** to be held on Saturday, 30th September 2017 at 1.30 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai - 400 092, India to transact the following business:

**ORDINARY BUSINESS**

**Item No. 3**

To appoint Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. S C Mehra & Associates (Firm Registration No. 106156W) be appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 24<sup>th</sup> AGM, (i.e. this AGM) of the Company to the conclusion of the 29<sup>th</sup> AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

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Website: [www.vfsl.org](http://www.vfsl.org)  
Email: [info@visagar.com](mailto:info@visagar.com)

Place: Mumbai  
Date: September 7, 2017

By Order of the Board of Directors  
**For Visagar Financial Services Limited**

Arvind Desai  
**Whole-time Director**  
DIN: 00353903

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

**ITEM NO. 3**

In the Board meeting held on 30<sup>th</sup> May, 2017, the board had proposed to appoint M/s. Sorabh R Agrawal & Co. (Firm Registration No. 144123W) Chartered Accountants to hold office from the conclusion of the 24<sup>th</sup>AGM (on 30<sup>th</sup> September, 2017) until the conclusion of the 29<sup>th</sup> AGM in the year 2022. However, subsequent to the circulation of notice, we received a letter from M/s. Sorabh R Agrawal & Co. stating their ineligibility to be appointed as the Statutory Auditors of the Company, since they are not subject to peer review & they do not hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

In pursuance of the same, and based on the recommendation of the Audit Committee, the Board considered and approved the appointment of M/s. S C Mehra & Associates (Firm Registration No. 106156W) as the Statutory Auditors, at a remuneration as may be agreed upon by the Board of Directors and the Auditors. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the provisions of Regulation 33 of the Listing Regulations. The proposal for their appointment has been included in the Notice convening the 24<sup>th</sup> AGM for obtaining approval of the Members of the Company.

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**For Visagar Financial Services Limited**

Arvind Desai  
**Whole-time Director**  
DIN: 00353903

*Note: The above addendum to the Notice & explanatory statement alongwith Notice dated 11.08.2017 of the ensuing 24<sup>th</sup> AGM is available on the website of the Company ([www.vfsl.org](http://www.vfsl.org)). Further, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 facility for e-voting is available to the members in respect of the aforesaid resolution on NSDL (our e-voting service provider) website.*

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Regd Office: 907-908, Dev Plaza, 9<sup>th</sup> Floor, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400 058.

Tel.: +91-22-67424815, Website: [www.vfsl.org](http://www.vfsl.org) E-mail: info@visagar.com

**ATTENDANCE SLIP**

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

**NAME OF THE SHAREHOLDER / PROXYHOLDER:** \_\_\_\_\_

I hereby record my presence at the **24<sup>th</sup> Annual General Meeting** of the Company held on **Saturday, September 30, 2017** at **1.30 p.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092.

\_\_\_\_\_  
Signature of Shareholder/Proxyholder

**Note: Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.**

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**PROXY FORM**

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

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email 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 : \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2) Name : \_\_\_\_\_ Address : \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3) Name : \_\_\_\_\_ Address : \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24<sup>th</sup> Annual General Meeting** of the Company to be held on **Saturday, September 30, 2017** at 1:30 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>
1. Adoption of financial statements for the year ended as at March 31, 2017 and Reports of Directors' and Auditors' thereon.
2. Re-appointment of Mr. Pramod Goenka (DIN: 00869599), who retires by rotation.
3. * Appointment of M/s. S C Mehra & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration.

\* *As per the Addendum to the original AGM Notice dated 11<sup>th</sup> August, 2017*

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of the proxy (holders)

**Notes:**

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.