



LAFFANS PETROCHEMICALS LIMITED

CIN: L99999GJ1992PLC018626

Reg. Office: Shed No. C1B/316, GIDC Panoli, Tal. Ankleshwar, Dist, Bharuch, Gujarat- 394 116.

Corporate Add.: 10, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Mumbai - 400 072.

Tel.: 28511918/1919/2929

Website: laffanspetrochemical.com; **Email:** lpkho@vsnl.com

Notice is hereby given that an **Extra-ordinary General Meeting** of the Members of **Laffans Petrochemicals Limited** will be held on Monday, 12th February, 2018 at 11.00 a.m. at Shalimar Hotel, Ankleshwar, Bharuch 394 116, Gujarat to transact the following:

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass, following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Pushp K. Sahu & Co., Chartered Accountants, Mumbai (ICAI Firm Regn. No. 128013W), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Govind Prasad & Co., Chartered Accountants and that Statutory Auditors shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit for the period ended 31st March 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.

By order of the Board
for **Laffans Petrochemicals Limited**

Sd/-
Sandeep Seth
(Managing Director)
DIN:00316075

Date: 12.01.2018

Place: Mumbai

NOTES:

1. **A Member entitled to attend and vote at the General Meeting is entitled to appoint ANOTHER PERSON AS a proxy to attend and vote on a poll instead of himself/ herself. The proxy need not be a member of the Company. In order to be valid, the duly signed and completed proxy must be received BY THE COMPANY at ITS registered office not later than 48 hours before the commencement of the ABOVE SAID Meeting.**

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. Unstamped or inadequate stamped proxies upon which the stamps have not been cancelled, are invalid. Proxy holder shall prove his identity at the time of attending EGM.

Corporate Members are requested to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.

2. **An Explanatory Statement** pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed hereto and forms part of the Notice.

3. **The Members are requested to notify** immediately any change of address
 - i) To their Depository Participants (DPs) in respect of their electronic share accounts and
 - ii) To the Company's Registrar, Share Transfer Agent in respect of their physical share folios, if any, quoting their folio number.
4. The Members who hold shares in the physical form and wish to make/ change in nomination in respect of their shareholding in the Company, as permitted pursuant to the provisions of Section 72 of the Companies Act, 2013, may do so by submitting to the Company the prescribed Form SH-13 duly filled in to Company's Registrar and Share Transfer Agent.
5. **Pursuant to the directions of the Securities and Exchange Board of India (SEBI)**, trading in the shares of your Company is in compulsory dematerialized form. The Members who have not yet got their shares dematerialized are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Share Transfer Agent of the Company.
6. **The Members are requested to note that pursuant to directions given by SEBI/ Stock Exchanges**, the Company has appointed M/s. Big Share Services Pvt. Ltd, having office at E-2 Ansa Industrial Estate Saki Vihar Road, Saki Naka Andheri (East) Mumbai 400072. Tel: 28470652/28475207 As Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.
7. The Members are informed that the Company is sending Notice of Extra-ordinary General Meeting through e-mail to those members who have registered their e-mail ID with the Company/ RTA of the Company. The Members may also note that the Notice of Extra-ordinary General Meeting will also be available on the Company's website **www.laffanspetrochemical.com** for their download.
8. Information and other instructions relating to e-voting are as under
 - (a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (b) The facility for voting through polling paper shall also be made available at the venue of the EGM. The members who are attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting.
 - (c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (d) The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.
 - (e) The Board of Directors of the Company has appointed Mr. Makarand Patwardhan, Proprietor of M/s. Makarand Patwardhan & Co., Practising Company Secretaries (COP 9031) as the Scrutinizer, for scrutinizing the e-voting and ballot voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - (f) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 05th February, 2018.
 - (g) 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 i.e. Monday, 05th February, 2018, only shall be entitled to avail the facility of remote e-voting / Poll.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on Friday 09th February, 2018 at 9.00 a.m. and ends on Sunday 11th February, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either

in physical form or in dematerialized form, as on the cut-off date (record date) of 05th February, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on Shareholders tab. Now, select the “ **LAFFANS PETROCHEMICAL LIMITED**” from the drop down menu and click on “SUBMIT”
- V. 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.
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. 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.
- VIII. 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> <ul style="list-style-type: none"> • 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 8 digits of the sequence number in the PAN Field. • 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. Eg. If your name is<i>rameshkumar</i>.....with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both 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 instruction (iv).

- IX. After entering these details appropriately, click on “SUBMIT” tab.
- X. Members holding shares in physical form will then directly reach 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.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant <**LAFFANS PETROCHEMICAL LIMITED**> on which you choose to vote.
- XIII. 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.

- XIV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XV. 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.
- XVI. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVII. If a demat account holder has forgotten the login 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. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XIX. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A 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 linked in the login should be emailed 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.
 - 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.
9. A route map showing direction to reach the venue of meeting is given at the end of the this notice as per the requirement of the Secretarial Standard 2 on General meeting.
10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.laffanspetrochemical.com and on the website of CDSL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange viz. Bombay Stock Exchange Limited (BSE Limited)

By order of the Board
for **Laffans Petrochemicals Limited**

Sd/-
Sandeep Seth
(Managing Director)
DIN:00316075

Date: 12.01.2018
Place: Mumbai

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The Company had appointed M/s. Govind Prasad & Co., Chartered Accountant, Mumbai as Statutory Auditors of the company at 24th Annual General Meeting held on 29th September 2017 for five year to hold office upto the conclusion of AGM to be held in financial year 2021-2022 for the year 2021.

As per the provisions of Section 139(8)(i) of the Companies Act 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor subject to approval of members.

The Board in their meeting held on 14.11.2017 had filled the casual vacancy by appointing M/s. Pushp K. Sahu & Co., Chartered Accountants, Mumbai, caused by resignation of M/s. Govind Prasad & Co. Chartered Accountant subject to approval of members at ensuing General Meeting.

Accordingly the Board recommended the Ordinary Resolution as set out at Item No.01 of the Notice for approval of the Members.

M/s. Pushp K. Sahu & Co., (Firm Regn. No.128013W has conveyed his consent to be appointed as Statutory Auditors of the Company along with a confirmation that, their appointment if made would be within the limits prescribed under section 139 (1) of the Act.

None of the Director and Key Management Personnel of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in passing of resolution as set out at item No.01.

By order of the Board
for **Laffans Petrochemicals Limited**

Date: 12.01.2018

Place: Mumbai

Sd/-
Sandeep Seth
(Managing Director)
DIN:00316075

ROUTE MAP OF THE VENUE OF THE AGM,

Hotel Shalimar, Station Road, Ankleshwar, Bharuch
Phone : 02642- 268435, 243537; Fax : 02642-240482



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Tel.: 022 28511919; **Website:** laffanspetrochemical.com; **Email:** lplho@vsnl.com

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Folio No./Client ID :

I hereby record my presence at the Extra Ordinary General Meeting to be held on Monday, 12th February, 2018 at 11.00 a.m. at Shalimar Hotel, Ankleshwar, Bharuch 394 116, Gujarat.

Member's/Proxy's Full Name

Member's/Proxy's Signature

Form No. MGT-11

LAFFANS PETROCHEMICALS LIMITED

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

(Management and Administration) Rules, 2014

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Tel.: 022 28511919; **Website:** laffanspetrochemical.com; **Email:** lplho@vsnl.com

PROXY FORM

Name of the Member (s):

Folio No./Client Id:

Registered Address:

DP ID:

E-mail Id:

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

- Name : Address :
E-mail Id : Signature : or failing him
- Name : Address :
E-mail Id : Signature : or failing him
- Name : Address :
E-mail Id : Signature : or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary Annual General Meeting of the Company, to be held on Monday, 12th February, 2018 at 11.00 a.m. at Shalimar Hotel, Ankleshwar, Bharuch 394 116, Gujarat. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Optional*	
		For	Against
1.	Appointment of Statutory Auditors to fill casual vacancy		

Signed this day of, 2018

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix
Re. 1
Revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

SPEED POST / REGISTERED POST / COURIER

If Undelivered, please return to :



PETROCHEMICALS LIMITED

LAFFANS PETROCHEMICALS LIMITED

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