

NOTICE OF THE 33rd ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Galada Finance Limited will be held on Saturday, 28th day of September, 2019 at 04.00 p.m. at the registered office of the Company situated at "SHANTHISADAN", O.No.4, N.No.7, Shaffee Mohammed Road, Thousand Lights, Chennai 600 006, to transact the following businesses:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr.Ashok JawarilalGalada(DIN:00042295), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment as Managing Director and whose office shall be subject to retire by rotation as per the Companies Act, 2013.
3. Ratification of Appointment of Diyali B and Associates (FRN:017740S), CharteredAccountants, Chennai, the Statutory Auditors of the company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in view of the Companies (Audit and Auditors) Amendment Rules, 2018 notified on 7th May 2018 whereby the requirement of ratification of appointment of auditors has been done away with, the approval of the members be and is hereby accorded that M/s.Diyali B and Associates., Chartered Accountants, Chennai (having Firm Registration No.017740S) having been appointed as Auditors of the Company in its Annual General Meeting held on 23rd September 2017 be continued to hold office from the conclusion of 31st Annual General Meeting till the conclusion of the Annual General Meeting held in the year 2022 without requiring any further ratification from the members at any subsequent Annual General Meetings during the current term of their appointment, to audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the resolution passed by the Members at the Annual General Meeting held on 23rd September 2017, appointing M/s. Diyali B and Associates, Chartered Accountants, Chennai as auditors of the Company stands modified to the extent that requirement of ratification by Members at every Annual General Meeting be dispensed with in view of the Companies (Amendment) Act, 2017."

For and on behalf of the Board of Directors

JUSTICE PONNIAH BHASKARAN
DIN: 00126136

Date: 14.08.2019
Place: Chennai

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the 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.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. 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.
5. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. The Register of Members and Transfer Books of the Company will be closed from Sunday, 22nd September, 2019 to Saturday, 28th September 2019, both days inclusive.

7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars and Transfer Agents, Cameo Corporate Services Limited ("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Cameo.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Cameo.
10. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register the same.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The procedure and instructions for e-voting are as follows:

The voting period begins on 25th September 2019 09.00 hours and ends on 27th September 2019 17.00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- a. 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> <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.(Sequence number has been provided as Serial Number (SL NO.) in the Address LabelIn 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details o 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 (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 the relevant <Company Name> 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 print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If aDemat account holder has forgotten the same 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.) 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 they have to create 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.
- (xx) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to Scrutiniser email id: evoting.asj@gmail.com with copy to Cameo email id Investor@cameoindia.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”
- (xxi) Kindly note that the members can opt only one mode for voting i.e. either by polling paper or e-voting. If you are opting for e-voting, then you will not be allowed to vote at the AGM.

C. Other Instructions:

- i. The e-voting period commences on 25thSeptember 2019 9.00 hours and ends on 27thSeptember 2019 17.00 hours. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 21stSeptember, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 21stSeptember, 2019.
- iii. ASJ& Associates, Company Secretaries in practice (Membership No. 41678), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.galadafinance.in and on the website of CSDL within three days of the passing of the resolutions at the AGM of the Company on 28thSeptember 2019 and communicated to the Stock Exchange, where the shares of the Company are listed.
- vii Shareholders who have availed remote evoting facility will not be allowed to cast their vote at the AGM.
- viii. the voting at the AGM shall take place by means of polling paper as per the provisions of the Companies Act, 2013 and shareholders attending the meeting who have not cast their vote by remote evoting shall be able to exercise their right at the meeting.

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]

CIN: L65191TN1986PLC012826

Name of the company: Galada Finance Limited

Registered office: "SHANTHI SADAN" Old No.4 (New No. 7), Shaffee Mohammed Road, Thousand Lights, Chennai 600 006

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:....., or failing him

3. 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 the Annual general meeting of the company, to be held on the Saturday 28th September 2019 at 4.00 p.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as given in the notice above.

Affix Revenue Stamp

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

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.

Attendance slip

Please Fill the Attendance Slip and Hand it over at the entrance of the Meeting Venue

Joint shareholders may obtain additional Attendance Slip on request

DP Id:

Client Id:

Reg. Folio no.

No. of shares held:

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **Thirty Third Annual General Meeting** of the Company held on Saturday 28th September 2019 at 4.00 p.m. at the registered office of the Company.

Signature of the member/ proxy

Signature of the member/ proxy