



# LKP Finance Ltd.

Regd. Off.: 112 - A / 203, Embassy Centre, Nariman Point, Mumbai - 400 021.  
Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpfinance.com  
CIN : L65990MH1984PLC032831

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2023 dated 25<sup>th</sup> September 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of LKP Finance Limited (the "Company") through Postal Ballot, through only remote voting by electronic means ("remote e-voting).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically on the proposed resolution instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. The e-voting will commence on **Friday 9<sup>th</sup> February, 2024, 9:00 A.M. (IST) and ends on Saturday 9<sup>th</sup> March, 2024, 5:00 P.M. (IST).**

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only via email to the members whose names appear on the Register of Members / List of Beneficial owners as on **Friday 2<sup>nd</sup> February, 2024** (cut-off date) and whose e-mail addresses are registered with the Depository Participants/Company/ Registrar and Share Transfer Agent. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Notice is available on the website of the Company at [www.lkpfinance.com](http://www.lkpfinance.com) and can also be accessed from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

The proposed resolutions and the Explanatory Statement thereof pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), is annexed hereto.

Members are requested to carefully read the instructions provided in this Notice and vote accordingly on the proposed resolutions. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed M/s Nishant Jawa & Associates, Company Secretaries, FCS 6557, CP No. 6993, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The postal ballot



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results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the BSE Limited in accordance with the SEBI Listing Regulations.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.lkpfinance.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to BSE Limited ('BSE') where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. **Saturday 9<sup>th</sup> March, 2024** by the Members of the Company by means of Postal Ballot.

## SPECIAL BUSINESS:

### Item No. 1

To approve sale of 100% Equity Shares held by the Company in Bond Street Capital Private Limited, wholly owned subsidiary to Related party(ies) and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(76), 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulations 2(1), 23, 24, 37A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable rules, regulations, laws, circulars, notifications, the Memorandum of Association and Articles of Association of the Company, the Company's Policy on Related Party Transactions (RPT), as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and approval by the Board of Directors, the approval of the Members of the Company be and is hereby accorded to sell, transfer or otherwise dispose, in one or more tranches, entire investment i.e. 9,95,000 equity shares of Rs. 100/- each held by the Company in its wholly owned subsidiary viz. Bond Street Capital Private Limited, jointly and / or severally to Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, LKP Securities Limited, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm), related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, at the rate of Rs. 370.88/- (Rupees Three Hundred and Seventy and Eighty Eight Paise Only) per share aggregating to Rs. 36,90,25,600/- (Rupees Thirty Six Crores Ninety Lakhs Twenty Five Thousand and Six Hundred Only) and on such other terms and conditions as may be deemed fit and in the interest of the Company by the Board of Director, which is on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."



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## Item No. 2

To approve divestment of Investments of the Company in Listed and Unlisted Securities to Related party(ies) and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 2(76), 180(1)(a) 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulations 2(1), 23, 37A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), any other applicable rules, regulations, laws, circulars, notifications, the Memorandum of Association and Articles of Association of the Company, the Company’s Policy on Related Party Transactions (RPT), as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and approval by the Board of Directors, the approval of the Members of the Company be and is hereby accorded to sell, transfer or otherwise dispose, in one or more tranches, its following investments in listed/unlisted Equity Shares:

Sr. No.	Name of the Company	Status of entity	No. of Equity shares to be sold	Sale Price per Equity shares
1.	LKP Securities Limited	Listed Limited Company	65,21,725	Prevailing market price in Stock Exchange.
2.	The Hindustan Times Limited	Unlisted Public Limited Company	5,600	At Fair Value derived by the Registered Valuer Rs. 700/- per share.
3.	Care Health Insurance Company Limited (formerly known as Religare Health Insurance Co Limited)	Unlisted Public Limited Company	20,44,628	At Fair Value derived by the Registered Valuer Rs. 160/- per share.
4.	Nivaata System Private Limited	Unlisted Private Limited Company	4,381	At Fair Value derived by the Registered Valuer Rs. 6000/- per share.
5.	National Stock Exchange Limited	Unlisted	30,000	At Fair Value derived by the Registered Valuer Rs. 3,200/- per share.

jointly and / or severally to Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, Bond Street Capital Pvt. Ltd, LKP Securities Limited, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm), related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such other terms and conditions as may be deemed fit and in the interest of the Company by the Board of Director, which be on arm’s length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) (“Board”) be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) /agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise



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and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

## Item No. 3

To approve divestment of Investments of the Company in Listed and Unlisted Securities and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 37A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable rules, regulations, laws, circulars, notifications, the Memorandum of Association and Articles of Association of the Company, as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and approval by the Board of Directors, the approval of the Members of the Company be and is hereby accorded to sell, transfer or otherwise dispose, in one or more tranches, its investments in listed/unlisted - Mutual Fund, government securities, debentures, bonds, Equity Shares, Alternate Investment Funds and other securities as detailed in explanatory statement at the Prevailing market price in Stock Exchange, in case of listed securities and at Fair Value derived by the Registered Valuer / appropriate authority, in case of unlisted securities and on such other terms and conditions as may be deemed fit and in the interest of the Company by the Board of Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

## Item No. 4

To approve sale of Immovable Property of the Company to Related party(ies) and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulations 2(1), 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable rules, regulations, laws, circulars, notifications, the Memorandum of Association and Articles of Association of the Company, the Company's Policy on Related Party Transactions (RPT), as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and approval by the Board of Directors, the approval of the Members of the Company be and is hereby accorded to sell or otherwise dispose of the Company's property situated at 203 on the 2<sup>nd</sup> floor, of the building known as EMBASSY CENTRE, and one



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open compound Car parking and one Car parking No. 14 in the basement, situated at Plot No. 207, Nariman Point, Mumbai and also the 5 (five) shares of the face value of Rs. 50/- (Rupees Fifty only) each of the aggregate value of Rs. 250/- (Rupees Two Hundred Fifty only) being the said shares of the said Society jointly and / or severally to Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, LKP Securities Limited, Bond Street Capital Pvt Ltd, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm), related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for the total consideration of Rs. 2,79,30,000/- (Rupees Two Crores Seventy Nine Lakhs and Thirty Thousand Only), on arm's length basis and on the terms and conditions as detailed in the Agreement to Sale/Transfer, which be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

## Item No. 5

To approve assignment of debt to be received from United Breweries (Holdings) Limited (under liquidation) to related party(ies) / others and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulations 2(1), 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), any other applicable rules, regulations, laws, circulars, notifications, the Memorandum of Association and Articles of Association of the Company, the Company's Policy on Related Party Transactions (RPT), as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and approval by the Board of Directors, the approval of the Members of the Company be and is hereby accorded to assign debt amounting to Rs. 31,81,00,000/- (Rupees Thirty One Crores Eighty One Lakhs Only) to be received from United Breweries (Holdings) Ltd (Under Liquidation) jointly / severally to related party(ies) within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations or any other entity or person other than related party(ies) for the total consideration as may be deemed fit and decided by appropriate concerning authorities in that behalf and on such other terms and conditions as may be deemed fit and in the interest of the Company by the Board of Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorized Representative of the



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Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

## Item No. 6

To approve assignment of units, preference shares, dues from parties to related party(ies) and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulations 2(1), 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), any other applicable rules, regulations, laws, circulars, notifications, the Memorandum of Association and Articles of Association of the Company, the Company's Policy on Related Party Transactions (RPT), as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and approval by the Board of Directors, the approval of the Members of the Company be and is hereby accorded to assign the following:

Sr. No.	Particulars of Assignment	Consideration
1	4604.94 units held by the Company in Edelweiss Infra Yield Plus Fund (AIF) at price of face value Rs. 10,000/- per unit.	Rs. 4,60,49,436/-
2	5,00,000 preference shares of Sicom Limited of face value Rs. 2/- per share.	Rs. 10,00,000/-
3	Dues from S.V. Distributors Private Limited and Atcom Technology Limited.	Rs. 4,15,00,000/- Plus interest

jointly / severally to related party(ies) within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on the terms and conditions as deemed fit and in the interest of the Company by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) ("Board") be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

## Item No. 7

To approve material RPT(s) between the Company and LKP Securities Limited and, in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 185, 186, 188



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and other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions (RPT), as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept and based on the recommendation of the Audit Committee and approval by the Board of Directors, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the transaction proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), between the Company and LKP Securities Limited, a 'Related Party' of the Company, for providing Corporate Guarantee for securing the debt instrument issued / to be issued by LKP Securities Limited not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores Only) and on such terms and conditions as may be mutually agreed between the Company and LKP Securities Limited, on arm's length basis and on the terms and conditions as deemed fit and in the interest of the Company by the Board of Directors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution."

Place: Mumbai

Date: 3<sup>rd</sup> February, 2024

By order of the Board  
For LKP Finance Limited

Sd/-  
Girish Kumar Innani  
Company Secretary, Membership No. FCS 2184

REGISTERED OFFICE:  
203 Embassy Centre,  
Nariman Point, Mumbai 400021



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## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable the special provisions, if any of the Act read with the rules framed thereunder concerning the special business as set out above is annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Act read with Rule 20 and Rule 22 of Rules, the business set out in the notice above is set to be passed through postal ballot, by way of remote e-voting process.
3. The postal ballot notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) (DPs) or with Adroit Corporate Services Private Limited (RTA) and whose name appear in the register of members/ list of beneficial owners as received from RTA or Depositories i.e. NSDL or CDSL as on **2<sup>nd</sup> February, 2024 (Cut off date)** in accordance with the provisions of the Act, read with Rules made thereunder and MCA circulars.
4. In terms of Sections 108, 110 and other applicable provisions of the Act as amended, read with Rules 20 and 22 of the Rules and in compliance with Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer e-voting facility to all the members of the Company. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically.
5. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.lkpfinance.com](http://www.lkpfinance.com) and the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. Resolutions passed by the Members through postal ballot is deemed to have been passed as on the last date of e-voting which is **9<sup>th</sup> March, 2024**.
7. The members whose e-mail addresses are not registered with the Company/ Depository/ RTA, are requested to get the same registered/ updated. The member holdings shares in dematerialised form can get their email address registered by contacting their respective DP and the members holding shares in physical form may register their email address and mobile number with RTA by updating their KYC details.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice until the last date of e voting. Members seeking to inspect such documents can send an email to [lkpfininvestor.relations@lkpsec.com](mailto:lkpfininvestor.relations@lkpsec.com)
9. The e voting period commence on **Friday 9<sup>th</sup> February, 2024 (9.00 A.M. IST)** and ends on **Saturday 9<sup>th</sup> March, 2024 (5.00 P.M. IST)**. During this period, members holding shares either in physical or dematerialized forum, as on cut-off date, i.e., **2<sup>nd</sup> February, 2024** may cast their votes electronically. The e voting module will be disabled for voting thereafter. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
10. The instructions and other information relating to e-voting is as under:





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## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1** :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday 9<sup>th</sup> February, 2024 (9.00 A.M. IST)** and ends on **Saturday 9<sup>th</sup> March, 2024 (5.00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **2<sup>nd</sup> February, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



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CIN : L65990MH1984PLC032831

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



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Depository  
Participants  
(DP)

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



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	<ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
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"><li>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.</li></ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

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## STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

It is proposed to dispose / disinvest entire investment i.e. 9,95,000 equity shares of Rs. 100/- each held by the Company in Bond Street Capital Private Limited, a wholly owned subsidiary of the Company.

Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, LKP Securities Limited, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm), have (jointly / severally) agreed to purchase the said 9,95,000 equity shares of Rs. 100/- each of Bond Street Capital Private Limited from the Company at the rate of Rs. 370.88/- per share. The value of Rs. 370.88/- per equity share of Bond Street Capital Private Limited is derived as per the Valuation Report by a Registered Valuer.

Subsequent to the said disinvestment of the aforesaid shares, the Company will cease to exercise its control over Bond Street Capital Private Limited and Bond Street Capital Private Limited will cease to be the wholly owned subsidiary of the Company.

In view of execution of Share Purchase and Transfer of Control Agreement dated 3<sup>rd</sup> February, 2024 and subsequent change in control / management of the Company, it is proposed to capitalize the assets / investments of the Company, to arrive at an optimum price which will be beneficial to all the shareholders. The proceeds will be utilised for the business, operations or other appropriate purpose by the Company.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015 (SEBI Listing Regulations), as amended, any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transactions" or -Material RPT"). A Material RPT requires prior approval of the Members and no related party shall vote to approve such resolution. First proviso of Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188 of the Companies Act, 2013, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the amount of transaction to be entered into exceeds the limits provided therein.

Since the aggregate value of the RPT under consideration will exceed the threshold of 10% of the consolidated turnover of the Company and in view of the aforesaid provisions, approval of Members for same will be required.

Further, in terms of Regulation 24(5) of the SEBI Listing Regulations, as amended a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution.

Even further, in terms of Regulation 37A of the SEBI Listing Regulations, as amended a listed entity carrying out sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of such entity shall take prior approval of shareholders by way of Special Resolution.

The aforesaid transaction of the Company in this notice will amount to selling of substantially the whole of the undertaking of the Company as the same will exceed twenty per cent. of its net worth as per the audited balance



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sheet of the preceding financial year. Hence, consent of the members of the Company by a special resolution under Section 180(1)(a) of the Companies Act, 2013 will also be required.

The Audit Committee and the Board of Directors of the Company at its meetings each held on 3<sup>rd</sup> February, 2024, have approved the said RPT transaction. Accordingly, the said transaction is recommended for approval of the Members.

The relevant information pertaining to transaction required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Description	Details
1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, LKP Securities Limited, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm)  Common directorship and shareholding in the aforesaid purchasing entities and individual interest of Mr. Mahendra V. Doshi, Chairman and Director and Mr. Pratik M. Doshi, Director of the Company.
2	Type, material terms and particulars of the proposed transaction	Sale of 9,95,000 equity shares of Rs. 100/- each of Bond Street Capital Private Limited by the Company at the rate of Rs. 370.88 per share, on arm's length basis.
3	Tenure of the proposed transaction	One time transaction
4	Value of the proposed transaction	Not exceeding Rs. 36,90,25,600/-
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2022-23) that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Percentage of the Company's annual consolidated turnover - around 131.13 %  Percentage on the basis of the subsidiary's annual turnover on a standalone basis - around 1927.25%
6	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
7	Justification as to why the RPT are in the interest of the listed entity	Transaction is commercially beneficial to the Company, its shareholders and to group as a whole.
8	Details of the valuation or other external report, if any, relied	report dated 30 <sup>th</sup> January, 2024 by Niren K Vikamsey –IBBI Registered Valuer – Securities and Financial Assets. Regd. No.



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	upon in relation to the proposed transaction	(IBBI/RV/07/2019/11225)
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders	Yes, the valuation report dated 30 <sup>th</sup> January, 2024 provided by Niren K Vikamsey in relation to the proposed transactions will be made available to the Members and members seeking to inspect can send an email to <a href="mailto:lkpfininvestor.relations@lkpsec.com">lkpfininvestor.relations@lkpsec.com</a>
10	Any other information that may be relevant	NA

Except for Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi none of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Based on the approval of the Audit Committee, the Board recommends the Resolution set forth at item no. 1 above, for approval by the Members as a Special Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party, whether or not party to the proposed transaction(s), shall vote to approve on the Resolution set forth above. Further, in terms of the provisions of the SEBI Listing Regulations, this special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

## Item No. 2

The listed/unlisted equity shares as under are proposed to be sold jointly / severally to Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, LKP Securities Limited, Bond Street Capital Pvt. Ltd., Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm):

Sr. No.	Name of the Company	Status of entity	No. of Equity shares to be sold	Sale Price per Equity shares
1.	LKP Securities Limited	Listed Limited Company	65,21,725	Prevailing market price in Stock Exchange
2.	The Hindustan Times Limited	Unlisted Public Limited Company	5,600	At Fair Value derived by the Registered Valuer R.s. 700/- per share.
3.	Care Health Insurance Company Limited (formerly known as Religare Health Insurance Co Limited)	Unlisted Public Limited Company	20,44,628	At Fair Value derived by the Registered Valuer Rs. 160/- per share.
4.	Nivaata System Private Limited	Unlisted Private Limited Company	4,381	At Fair Value derived by the Registered Valuer Rs. 6,000/- per share.
5.	National Stock Exchange Limited	Unlisted	30,000	At Fair Value derived by the Registered Valuer Rs. 3,200/- per share





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In view of execution of Share Purchase and Transfer of Control Agreement dated 3<sup>rd</sup> February, 2024 and subsequent change in control / management of the Company, it is proposed to capitalize the assets / investments of the Company, to arrive at an optimum price which will be beneficial to all the shareholders. The proceeds will be utilised for the business, operations or other appropriate purpose by the Company.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015 (SEBI Listing Regulations), as amended, any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transactions" or -Material RPT). A Material RPT requires prior approval of the Members and no related party shall vote to approve such resolution. First proviso of Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188 of the Companies Act, 2013, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the amount of transaction to be entered into exceeds the limits provided therein.

Since the aggregate value of the RPT under consideration will exceed the threshold of 10% of the consolidated turnover of the Company and in view of the aforesaid provisions, approval of Members for same will be required.

Further, in terms of Regulation 37A of the SEBI Listing Regulations, as amended a listed entity carrying out sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of such entity shall take prior approval of shareholders by way of Special Resolution.

Even further, the aforesaid transaction of the Company in this notice will amount to selling of substantially the whole of the undertaking of the Company as the same will exceed twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year. Hence, consent of the members of the Company by a special resolution under Section 180(1)(a) of the Companies Act, 2013 will also be required.

The Audit Committee and the Board of Directors of the Company at its meetings each held on 3<sup>rd</sup> February 2024, have approved the said transaction. Accordingly, the said transaction is recommended for approval of the Members.

The relevant information pertaining to transaction at Item no. 2 and as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Description	Details
1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, LKP Securities Limited, Bond Street Capital Pvt. Ltd, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm).  Common directorship and shareholding in the aforesaid purchasing entities and individual interest of Mr. Mahendra V. Doshi, Chairman and Director and Mr. Pratik M. Doshi, Director of the Company.
2	Type, material terms and	Sale of investments listed above and at the rate as detailed



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	particulars of the proposed transaction	above which is determined by the Registered Authorised Valuer.
3	Tenure of the proposed transaction	One time transaction
4	Value of the proposed transaction	Rs. 45,33,46,480/-, on arm's length basis.  (This amount excludes amount for sale of 65,21,725 held in LKP Securities Limited which will be sold at the prevailing market price in Stock Exchange, as and when sold and the value for same cannot be ascertained now)
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2022-23) that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Around 161.09%  (This excludes amount for sale of 65,21,725 held in LKP Securities Limited as the value for same cannot be ascertained now)
6	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
7	Justification as to why the RPT are in the interest of the listed entity	Transaction is commercially beneficial to the Company and to group as a whole.
8	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction	Report dated 11 <sup>th</sup> January, 2024 by Niren K Vikamsey –IBBI Registered Valuer – Securities and Financial Assets. Regd. No. (IBBI/RV/07/2019/11225)
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders	Yes, the valuation report dated 11 <sup>th</sup> January, 2024 provided by Niren K Vikamsey in relation to the proposed transactions will be made available to the Members and members seeking to inspect can send an email to <a href="mailto:lkpfininvestor.relations@lkpsec.com">lkpfininvestor.relations@lkpsec.com</a>
10	Any other information that may be relevant	NA

Except for Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi none of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.



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Based on the approval of the Audit Committee, the Board recommends Resolution set forth at items no. 2 above, for approval by the Members as a Special Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party, whether or not party to the proposed transaction(s), shall vote to approve on the Resolution set forth above. Further, in terms of the provisions of the SEBI Listing Regulations, this special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

## Item No. 3

The listed/unlisted - Mutual Fund, government securities, debentures, bonds, Equity Shares, Alternate Investment Funds and other securities are proposed to be sold at the Prevailing market price in Stock Exchange, in case of listed securities and at Fair Value derived by the Registered Valuer in case of unlisted securities. The details of the proposed investment to be sold is available to inspection by the members of the Company and members seeking to inspect can send an email to [lkpfininvestor.relations@lkpsec.com](mailto:lkpfininvestor.relations@lkpsec.com).

In view of execution of Share Purchase and Transfer of Control Agreement dated 3<sup>rd</sup> February, 2024 and subsequent change in control / management of the Company, it is proposed to capitalize the assets / investments of the Company, to arrive at an optimum price which will be beneficial to all the shareholders. The proceeds will be utilised for the business, operations or other appropriate purpose by the Company.

Further, in terms of Regulation 37A of the SEBI Listing Regulations, as amended a listed entity carrying out sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of such entity shall take prior approval of shareholders by way of Special Resolution.

Even further, the aforesaid transaction of the Company in this notice will amount to selling of substantially the whole of the undertaking of the Company as the same will exceed twenty per cent. of its net worth as per the audited balance sheet of the preceding financial year. Hence, consent of the members of the Company by a special resolution under Section 180(1)(a) of the Companies Act, 2013 will also be required.

The Audit Committee and the Board of Directors of the Company at its meetings each held on 3<sup>rd</sup> February, 2024, have approved the said transaction. Accordingly, the said transaction is recommended for approval of the Members.

None of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Based on the approval of the Audit Committee, the Board recommends Resolution set forth at items no. 3 above, for approval by the Members as a Special Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, this special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution.

## Item No. 4

The Company proposes to dispose of the immovable property of the Company at 203, 2<sup>nd</sup> floor, of the building known as Embassy Centre, and one open compound Car parking and one Car parking No. 14 in the basement, situated at Plot No. 207, Nariman Point, Mumbai. Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, Bond Street Capital Pvt. Ltd., LKP Securities Limited, Mr. Mahendra V. Doshi, Mr. Pratik M.



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Doshi and M/s. L K Panday (Partnership Firm), have (jointly / severally) agreed to purchase the said immovable property from the Company for Rs. 2,79,30,000/- (Rupees Two Crore Seventy Nine Lakhs and Thirty Thousand Only). The said value of Rs. 2,79,30,000/- is derived as per the Valuation Report provided by the Authorised Registered Valuer.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transactions" or -Material RPT'). A Material RPT requires prior approval of the Members, and no related party shall vote to approve such resolution. First proviso of Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188 of the Companies Act, 2013, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the amount of transaction to be entered into exceeds the limits provided therein.

Since the aggregate value of the RPT under consideration will be close to the threshold of 10% of the consolidated turnover of the Company and in view of the aforesaid provisions, approval of Members for same will be required.

The Audit Committee and the Board of Directors of the Company at its meetings each held on 3<sup>rd</sup> February, 2024, have approved the said RPT transaction. Accordingly, the said transaction is recommended for approval of the Members.

The relevant information pertaining to transaction required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Description	Details
1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, Bond Street Capital Pvt. Ltd, LKP Securities Limited, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm).  Common directorship and shareholding in the aforesaid purchasing entities and individual interest of Mr. Mahendra V. Doshi, Chairman and Director and Mr. Pratik M. Doshi, Director of the Company.
2	Type, material terms and particulars of the proposed transaction	To sell the Company's immovable property for the total consideration of Rs. 2,79,30,000/- (Rupees Two Crore Seventy Nine Lakhs and Thirty Thousand Only) and on arm's length basis.
3	Tenure of the proposed transaction	One time transaction
4	Value of the proposed transaction	Not exceeding Rs. 2,79,30,000/-
5	Percentage of the Company's	Around 9.92 %



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	annual consolidated turnover, for immediately preceding Financial Year (i.e. 2022-23) that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
6	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
7	Justification as to why the RPT are in the interest of the listed entity	Transaction is commercially beneficial to the Company and to group as a whole.
8	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction	Report dated 20 <sup>th</sup> December, 2023 from Kishore Karamsey & Co. Government Registered Valuer – Securities and Financial Assets. Regd. No. Cat. I-515 of 2022
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders	Yes, the valuation report dated 20 <sup>th</sup> December 2023 provided by Kishore Karamsey & Co. and the draft Agreement to Sale/Transfer in relation to the proposed transaction will be made available to the Members and members seeking to inspect can send an email to <a href="mailto:lkpfininvestor.relations@lkpsec.com">lkpfininvestor.relations@lkpsec.com</a>
10	Any other information that may be relevant	NA

Except for Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi none of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Based on the approval of the Audit Committee, the Board recommends the Resolution set forth at Item No. 4 above, for approval by the Members as a Special Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party, whether or not party to the proposed transaction(s), shall vote to approve on Resolution set forth above.

## **Item No. 5 and 6**

It is proposed to assign debt amounting to Rs. 31.81 Crores to be received from United Breweries (Holdings) Ltd (Under Liquidation) to a related party(ies) or other than related party(ies) for the total consideration as may be deem fit and decided by appropriate concerning authorities and on such other terms and conditions as may be prescribed in that behalf.



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It is also proposed to assign the following to a related party(ies):

Sr. No.	Particulars of Assignment	Consideration	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year
1	4604.94 units held by the Company in Edelweiss Infra Yield Plus Fund (AIF) at price of face value Rs. 10,000/- per unit. (NAV Rs. 9906.74 per unit)	Rs. 4,60,49,436/-	16.36%
2	5,00,000 preference shares of Sicom Limited of face value Rs. 2/- per share.	Rs. 10,00,000/-	0.36%
3	Dues from S.V. Distributors Private Limited and Atcom Technology Limited.	Rs. 4,15,00,000/- Plus interest	14.75%

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transactions" or -Material RPT"). A Material RPT requires prior approval of the Members, and no related party shall vote to approve such resolution. First proviso of Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188 of the Companies Act, 2013, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the amount of transaction to be entered into exceeds the limits provided therein.

The proposed transaction may be a RPT and since the aggregate value of the RPT under consideration will exceed the threshold of 10% of the consolidated turnover of the Company and in view of the aforesaid provisions, approval of Members for same will be required.

The Audit Committee and the Board of Directors of the Company at its meetings each held on 3<sup>rd</sup> February 2024, have approved the said transactions. Accordingly, the said transactions are recommended for approval of the Members.

The relevant information pertaining to transaction as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Description	Details
1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Bhavana Holdings Private Limited, Sea Glimpse Investments Private Limited, Bond Street Capital Pvt. Ltd, LKP Securities Limited, Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi and M/s. L K Panday (Partnership Firm).  Common directorship and shareholding of Mr. Mahendra V.



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		Doshi, Chairman and Director and Mr. Pratik M. Doshi, Director of the Company.
2	Type, material terms and particulars of the proposed transaction	<b>Item No. 5-</b> Assignment of debt amounting to Rs. 31.81 Crores to be received from United Breweries (Holdings) Ltd (Under Liquidation) for the consideration as may be deem fit and decided by appropriate concerning authorities and on such other terms and conditions as may be prescribed in that behalf.  <b>Item No. 6-</b> Assignment of dues / investments as per table above.  on arm's length basis.
3	Tenure of the proposed transaction	One time transaction
4	Value of the proposed transaction	<b>Item No. 5-</b> Rs. 31,81,00,000/- <b>Item No. 6-</b> Detailed in table above
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2022-23) that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<b>Item No. 5-</b> Around 113.04% <b>Item No. 6-</b> Detailed in table above
6	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
7	Justification as to why the RPT are in the interest of the listed entity	Transaction is commercially beneficial to the Company and to group as a whole.
8	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction	NIL
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the	N.A



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	shareholders	
10	Any other information that may be relevant	NA

Except for Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi none of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Based on the approval of the Audit Committee, the Board recommends Resolutions set forth at items no. 5 and 6 above, for approval by the Members as a Special Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party, whether or not party to the proposed transaction(s), shall vote to approve on the Resolution set forth above.

## Item No 7

LKP Securities Limited (LKPS) is a group Company of LKP Finance Limited. LKP Securities Limited is a SEBI registered Stock Broker, having single SEBI registration number for NSE/BSE/MSEI: INZ000216033. For the purpose of its business, LKPS is in process of raising funds by issue of debt securities.

At the request of LKPS, it is proposed to provide a Corporate Guarantee of the Company not exceeding Rs. 30,00,00,000/- to secure the debt securities issued / to be issued by LKPS for its business purpose.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any transaction with a related party is considered to be material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower ("Material Related Party Transactions" or -Material RPT'). A Material RPT requires prior approval of the Members, and no related party shall vote to approve such resolution. First proviso of Section 188(1) of the Companies Act, 2013, inter alia, states that no transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. Rule 15(3) of the Companies (Meeting of Board and its Power), Rules, 2014 as amended states that for the purposes of first proviso to sub-section (1) of section 188 of the Companies Act, 2013, except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the amount of transaction to be entered into exceeds the limits provided therein.

Since the aggregate value of the RPT under consideration will exceed the threshold of 10% of the consolidated turnover of the Company, approval of Members for same will be required. Accordingly, the said Material RPT transaction is recommended for approval of the Members.

Section 185(2) of the Companies Act, 2013, inter alia, states that a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that - (a) a special resolution is passed by the company in general meeting, (b) the loans are utilised by the borrowing company for its principal business activities.

The Audit Committee and the Board of Directors of the Company at its meetings each held on 3<sup>rd</sup> February, 2024, have approved the said RPT transaction.





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The relevant information pertaining to the transaction under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Description	Details
1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	LKP Securities Limited (LKPS) It is a part of LKP Group Entities
2	Type, material terms and particulars of the proposed transaction	Corporate Guarantee of the Company not exceeding Rs. 30,00,00,000/- to secure the debt securities issued / to be issued by LKPS, on arm's length basis.
3	Tenure of the proposed transactions	One time
4	Value of the proposed transactions	not exceeding Rs. 30,00,00,000/-
5	Percentage of the Company's annual consolidated turnover, for immediately preceding Financial Year (i.e. 2022-23) that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Around 106.60%
6	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	No
7	Justification as to why the RPT are in the interest of the listed entity	Transaction is commercially beneficial to LKPS and to group as a whole.
8	Details of the valuation or other external report, if any, relied upon in relation to the proposed transaction	N.A
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders	N.A



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10	Any other information that may be relevant	NA
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Except for Mr. Mahendra V. Doshi, Mr. Pratik M. Doshi none of the Directors, KMPs and/ or their respective relatives is in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

Based on the approval of the Audit Committee, the Board recommends the Special Resolution set forth at above in Item No. 7 for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party, whether or not party to the proposed transaction(s), shall vote to approve on the Special Resolution set forth above.

By order of the Board  
For LKP Finance Limited

Sd/-  
Girish Kumar Innani  
Company Secretary, Membership No. FCS 2184

Place: Mumbai  
Date: 3<sup>rd</sup> February, 2024

REGISTERED OFFICE:  
203 Embassy Centre,  
Nariman Point, Mumbai 400021