

NOTICE

NOTICE is hereby given that the **Extra Ordinary General Meeting** of Members of the **LIBAS DESIGNS LIMITED** will be held on Monday, 10th September, 2018 at 2:30 PM at 401, Crescent Royale, Behind Morya Estate Link Road, Andheri (West), Mumbai-400053, Maharashtra to transact the following business:

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL

To consider and, if thought fit, to adopt with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof); and the rules framed there under the consent of the Members be and is hereby accorded to increase the authorized share capital of the company from existing Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakh equity shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000 (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh equity shares of Rs. 10/- (Rupees Ten) each) by creation of 10,00,000 (Ten Lakh) new equity shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

“V. The Authorised Share Capital of the Company Rs. 12,00,00,000 (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh) equity shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

CIN: L18101MH2004PLC149489

Reg. Off.: 401, 4th Floor, Crecent Royale, Off New Link Road Lokhanwala Complex, Andheri (West) Mumbai-400053, Maharashtra, India

Website: www.libasfashion.com/Email: info@libas.co.in

2. TO CAPITALIZE RESERVES OF THE COMPANY AND TO ISSUE BONUS SHARES.

To consider and, if thought fit, to adopt with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 63 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard and upon **recommendation of the Board** of Directors made at their meeting held on July 28th, 2018 approval of the Company be and is hereby accorded for capitalization of Rs. 3,75,00,000/- (Rupees Three Crore Seventy Five Lakh Only) standing to the credit of the Security Free Reserves and for the purpose of issuance of bonus shares of Rs.10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company, whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such Record Date as fixed by the Board in the proportion of 1 (One) Bonus equity share of Rs.10/- each for every 2 (Two) existing equity share(s) of Rs.10/- each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purpose, rank pari passu with the existing Equity Shares and shall be treated as increase in the paid up share capital of the Company held by each member.

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin / Overseas Corporate Bodies and other foreign investors of the company, will be subject to the approval of the Reserve Bank of India and any other regulatory authority, as may be required.

“RESOLVED FURTHER THAT the new equity shares of Rs. 10 each shall be subject to the provisions of the **Memorandum and Articles of Association** of the Company and shall in all respects rank paripassu with the existing fully paid up equity shares of Rs. 10 each of the Company and shall be entitled to any dividends declared after the allotment of the bonus equity shares.”

“RESOLVED FURTHER THAT, the equity shares issued pursuant to the bonus issue shall be credited to the respective beneficiary accounts of the shareholders of the Company.”

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard.

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NOTE:

1. The relative Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the Item No. 01 & 02 is annexed herewith and forms part of the notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH 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.

3. 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 member. A proxy form for the Extra-Ordinary General Meeting ("EGM") is enclosed herewith.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

5. Members may also note that the Notice of the EGM will be available on the Company's website **www.libasfashion.com**.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

8. Shareholders are requested to intimate all changes pertaining to their bank details, email address, power of attorney, change of name, change of address, contact details, etc. to their Depository participant at the earliest.

9. The Ministry of Corporate Affairs (MCA), Government of India, vide its circular nos. 17/2011, 18/2011, dated April 21, 2011 and April 29, 2011 and respectively, has allowed companies to send official documents to their shareholders electronically and also as part of its green initiative in Corporate Governance. Hence, the Notice of the EGM along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members whose email address are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the

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documents. For members who have not registered their email address, physical copies of the documents are being sent by permitted mode.

10. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturdays and holidays, between 11:00 a.m. and 01:00 p.m. up to the date of the EGM.

11. Map to the venue of the AGM, as per the requirement of Secretarial Standard 2 is attached for the perusal of Members.

12. The Company's Registrar and Transfer agent for its Share Registry Work (Physical and Electronic) is Big Share Service Private limited (hereinafter referred to as "Company's registrar and transfer agent ") E-2 Ensa Industrial Estate , Saki Vihar Road, Sakinaka , Mumbai -400072 , Maharashtra.

13. Members desirous of getting any information about the company are requested to write to the company at least seven days in advance of the meeting, so that information can be kept ready at the Meeting.

14. In pursuance of the provisions of Section 108 of the Act and the rules framed there under, as amended from time to time, the Company is exempted from giving the members the facility to cast their vote electronically. Voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual general Meeting.

15. Cut of Date: A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, 01st September, 2018 ("the cut-off date") only shall be entitled to vote through and at the Extra-Ordinary General Meeting. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

16. Book Closure: The book closure for the purpose of the Extra-Ordinary General Meeting will be from 01st September, 2018 to 10th September, 2018 (Both days inclusive).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING.

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

ITEM NO. 01: INCREASE IN AUTHORISED SHARE CAPITAL BY ALTERING THE MEMORANDUM OF ASSOCIATION.

The present Authorised Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (Crores) Equity Shares of Rs. 10/- each.

Considering the requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present Authorised Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (Crores) Equity Shares of Rs. 10/- each to Rs. 12,00,00,000 (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakh equity shares of Rs. 10/- (Rupees Ten) each) by creation of 1,00,00,000 (One Lakh) new equity shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase in Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital. The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

A draft copy of the duly altered Memorandum of association of the Company is available for inspection to the members of the Company at the Registered Office of the Company during office hours on all working days except Saturdays and holidays between **11:00 a.m. and 1:00 p.m.** upto the date of the EGM.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said Resolution.

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ITEM NO. 02: TO CAPITALIZE RESERVES OF THE COMPANY AND TO ISSUE BONUS SHARES.

The Board of Directors of your Company have pleasure in proposing issue of Shares by way of bonus shares by increasing the issued, subscribed and paid-up Share Capital of the Company to a sum not exceeding Rs. 3,75,00,000/- from the Security Premium Account / Surplus in the Profit and Loss Account (Free Reserve), as appropriate, as per the Audited Financial Statements of the Company for the financial year ended 31st March, 2018.

The fully paid-up Bonus Shares shall be distributed to the Members whose names shall appear in the Register of Members of the Company in respect of shares held in the certificate form, and/or whose names shall appear in the Register of Beneficial owners as per details to be furnished by the Depositories in respect of shares held in the dematerialized form, as on the record date to be fixed by the Board of Directors of the Company, in the proportion of 1 (One) Bonus Share of Rs. 10/- each for every Existing 2 (Two) fully paid-up Equity Shares of Rs. 10/- each held by them respectively.

In furtherance to the above objective, the Board of Directors at their meeting held on July 28th, 2018 has recommended issue of bonus equity shares in the ratio of 1 (One) new fully paid-up equity Share of Rs. 10/- (Rupees Ten Only) each for Every 2 (Two) Equity Shares of Rs.10/- (Ten) each out of the Free reserves of Financial Year ended March 31st, 2018 subject to the approval of the shareholders in the general meeting. The proposal for capitalization of said reserves and issue of Bonus Shares is now placed for consideration and approval of the Members. The Board of Directors recommends the resolutions set out at Item No 2 of the accompanying Notice for the approval of the members of the Company.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said Resolution.

**By the Order of the Board of Directors
For Libas Designs Limited**

**Place: Mumbai
Date: 14/08/2018**

**RIYAZ EQBAL GANJI
WHOLETIME DIRECTOR**

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ATTENDANCE SLIP
EXTRA – ORDINARY GENERAL MEETING
Monday, September 10th, 2018 at 02.30 PM.

I/We certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on Monday, 10th September, 2018 at 2:30 PM at the registered office of the Company situated at 401, 4th Floor, Crecent Royale, Off New Link Road Lokhanwala Complex, Andheri (West), Mumbai- 400053, Maharashtra.

Name of the member(s) & Register address	
Folio No. /Client ID No. /DP ID No.	
No. of shares held	

I/we certify that I/we am/are a Registered Member/Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 /Proxy for Registered Member of Libas Designs Limited.

I/we hereby record my/our presence at the Extra – Ordinary General Meeting of the Company to be held at Monday, 10th September, 2018 at 2:30 PM at the registered office of the Company situated at 401, 4th Floor, Crecent Royale, Off New Link Road Lokhanwala Complex, Andheri (West), Mumbai-400053, Maharashtra and at any adjournment thereof.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
- 3. NO GIFTS SHALL BE DISTRIBUTED IN THE EXTRAORDINARY GENERAL MEETING OR AFTERWARDS**

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**FORM 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]

Name of the member(s):	
Registered address:	
Mail Id:	
Folio No./Client Id/DP id	

I/We, being the member (s) of the Company holding of _____ No. of shares of the above named company, hereby appoint

1	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the company, to be held on Monday, 10th September, 2018 at 2:30 PM at the registered office of the Company situated at 401, 4th Floor, Crecent Royale, Off New Link Road Lokhanwala Complex, Andheri (West), Mumbai- 400053, Maharashtra and any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
01	INCREASE IN AUTHORISED SHARE CAPITAL		
02	TO CAPITALIZE RESERVES OF THE COMPANY AND TO ISSUE BONUS SHARES		

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Signed this.....day of..... 2018

Signature of shareholder.....

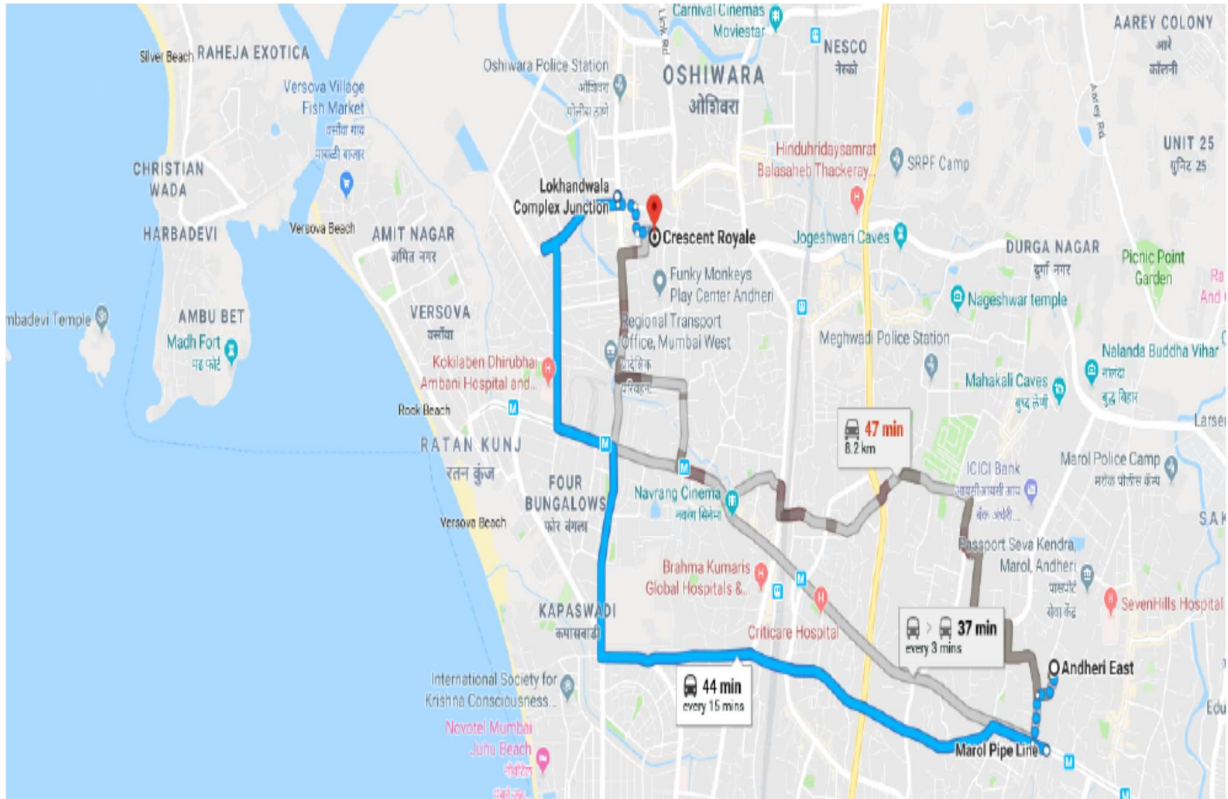
Signature of Proxy holder(s).....

Affix
Revenue Stamp

Note:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. The Proxy need not be a member of the Company.
3. 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.
4. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ROUTEMAP OF THE VENUE OF EXTRAORDINARY GENERAL MEETING:



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