

VOLTAIRE LEASING & FINANCE LIMITED
Regd. Office : 79, Nagindas Master Road, 3rd Floor, Fort, Mumbai-400 001

NOTICE

Dear Shareholders,

Notice is hereby given that an Extra-Ordinary General Meeting (EOGM) of the Members of the Company will be held on Thursday, the 28th day of February 2013 at Registered Office of the Company at 79, Nagindas Master Road, 3rd Floor, Fort, Mumbai-400 001 at 11.30 AM to transact the following special business :-

- To issue and allot up to 22,00,000 Equity Shares of ₹ 10/- each on Preferential basis to Non-Promoters group subject to approval of appropriate authorities including Members of the Company.

SPECIAL BUSINESS :

FURTHER ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider, and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution :

“RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the applicable provisions of Securities and Exchange Board of India, (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 (hereinafter referred to as ICDR Regulations) and clarifications thereon issued from time to time and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the appropriate authorities (hereinafter referred to as “the appropriate Authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the “requisite approvals”), and which may be agreed to by the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot not more than 22,00,000 (Twenty Two Lac) Equity Shares of ₹ 10/- (₹ Ten) each, from time to time in one or more tranches, Equity Shares entitling to apply for Equity Shares to be subscribed by Individuals or Other Entities, whether or not such Investors are Members of the Company, under a preferential issue through offer letter and/or circular and/or such other documents / writings, in such a manner or such terms and conditions as may be determined by the Board in its absolute discretion, provided that the price of the Equity Shares so issued shall be ₹ 50/- (₹ Fifty) per Equity Share including premium of ₹ 40/- (₹ Forty) per share in one or more tranches and in the manner as may be decided by the Board.”

“RESOLVED FURTHER THAT

- i. The relevant date for the purpose of calculating the issue price of the above mentioned new Equity Shares in accordance with the SEBI (ICDR) Regulations, 2009 relating to the preferential issue is 29th January 2013, being the 30 days prior to 28th February 2013 (i.e. the 30 days prior to the date on which the meeting of the Shareholders is being held in term of Section 81(1A) of the Companies Act 1956, to consider the proposed Issue).
- ii. The Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company.
- iii. The new Equity Shares to be allotted to the Investors shall be subject to a lock-in period of one and/or three year in accordance with Regulation 78 of SEBI ICDR Regulations, 2009.
- iv. The Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the said new Equity Shares subject to the provisions of Companies Act, 1956, and SEBI guidelines/Regulations, without being required to seek any further consent or approval of the Company in General Meeting.
- v. For the purpose of giving effect to these resolutions, the Board be and is hereby authorized to do all acts, deeds and things at the Board may in its absolute discretion consider necessary, proper, desirable and appropriate for making the said issue as aforesaid and to settle any question, difficulty or doubt that may arise in this regard, in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or the Managing Director or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

Place : Mumbai
Dated : 31st January 2013

By order of the Board of Directors
S/d
Amlesh Sadhu
Managing Director

NOTES :

1. A Member entitled to attend and Vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself. A Proxy need to be a member.
2. Proxy Form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 Hours before the meeting.
3. The explanatory statement pursuant to section 173 (2) of the Companies Act, 1956 for the items of Special Business is annexed hereto.
4. Members/Proxies should bring their copy of Notice and Attendance Slip duly filled in for attending the meeting.
5. All documents, referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturday and Sunday, between 11.00 AM to 3.00 PM up to the date of the Extra-Ordinary General Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Board of Directors of the Company at its Meeting held on 31st January 2013 have resolved to issue and offer for subscription and allot up to 22,00,000 Equity Shares to several parties belonging to the Non-Promoters group particulars of whom are given hereinafter. The price of the Equity Shares so issued shall be ₹ 50/- including Premium of ₹ 40/- per Share, which is higher than that arrived at pursuant to SEBI (ICDR) Regulations, 2009 and certified by the Company's Auditors. The proposed Preferential Allotment as aforesaid would not result in any change in control over your Company.

Since Equity Shares are proposed to be issued on private placement basis and not on rights basis to the new shareholders of the Company, consent of the shareholders by a Special Resolution is necessary in terms of Section 81(1A) of the Companies Act, 1956. Moreover since the Equity Shares of the Company are listed on Bombay Stock Exchange Ltd. (BSE), the provisions of Securities & Exchange Board of India, SEBI (ICDR) Regulations, 2009 is so far related to Preferential Issues; are also applicable to this issue.

As required under the SEBI (ICDR) Regulations, 2009, the following salient features in relation to the Issue of Shares may be noted as under :-

1. **Pricing of Equity Shares** : Each Equity Share of the face value of ₹ 10/- shall be issued at a price of ₹ 50/- including premium of ₹ 40/- per Equity Share. Such Price has been arrived at with respect of relevant date that is 29th January 2013 as prescribed under the SEBI (ICDR) Regulations, 2009.

The “relevant date” mentioned in the Resolution is the date which is 30 days prior to the date of the Extra-Ordinary General Meeting wherein the Resolutions have been passed. In terms of Clause 76 of said Guidelines the price at which the Equity Shares issued on preferential basis shall not be less than higher of the following:

- a. The average of weekly high and low of the closing prices of the related shares quoted on the Stock Exchange during the six months preceding the relevant date; or
- b. The average of weekly high and low of the closing prices of the related shares on the Stock Exchange during the two weeks preceding the relevant date.

“Stock Exchange” for the purpose of this clause means any of the recognized stock exchanges in which the shares are listed and in which highest trading volume in respect of the shares of the Company has been recorded during the six months preceding the relevant date.

2. **Utilization of Proceeds :** The proceeds of the issue of shares will be utilized in the business of the Company and in order to meet its growth objectives and strengthen its financial positions and to implement its expansion plan, and for the requirement long-term resources.

3. **Intention of the Promoters, Directors, Key Management persons to subscribe to this Offer :** None of the Directors and Key Management Persons intends to subscribe the new Equity issue.

4. **Auditors' Certificate :** Copies of the Certificates from Statutory Auditors of the Company as per SEBI ICDR Regulations 2009 shall be placed before the Shareholders meeting.

5. **Proposed Time within which Allotment shall be completed :** The Allotment of Equity Shares is expected to be completed within 15 (Fifteen) days of the date of passing the above Resolution provided that where the Allotment is pending on account of pendency of any approval of such Allotment by any Regulatory Authority or the Central Government, the Allotment is expected to be completed within 15(Fifteen) days from the date of receipt of such approval.

6. **Lock-in Provisions :** The Equity Shares be allotted to the proposed Allottees shall be subject to "lock-in" for the period of 1 year and/or 3 years from the date of their allotment as per relevant Clause(s) / Guidelines.

7. **The Identity of Proposed Allottees and the percentage of Post Preferential Issue Capital that would be held by them is as mentioned below :-**

No.	Name of Proposed Allottees	Category	No. of Shares	Percentage (Post Issue)
1.	Aarti Singal	Non Promoter	109,500	2.70%
2.	Ajay Agarwal	Non Promoter	45,000	1.11%
3.	Anand Agarwal	Non Promoter	25,000	0.62%
4.	Aniket Singal	Non Promoter	111,500	2.75%
5.	Anurag Agarwal	Non Promoter	25,000	0.62%
6.	Ashish Begwani	Non Promoter	35,000	0.86%
7.	Ashish Begwani (HUF)	Non Promoter	35,000	0.86%
8.	Avnish Baid	Non Promoter	15,000	0.37%
9.	Brij Behari Agrawal	Non Promoter	25,000	0.62%
10.	Delineate Traders Private Limited	Non Promoter	200,000	4.93%
11.	Dinesh Kumar Agarwal	Non Promoter	25,000	0.62%
12.	Gaurav Gupta	Non Promoter	35,000	0.86%
13.	Gunwantraj Manakchand Singhi HUF	Non Promoter	25,000	0.62%
14.	Inder Chand Baid	Non Promoter	28,000	0.69%
15.	Kanta Devi Agrawal	Non Promoter	25,000	0.62%
16.	Kedarnath Agarwal	Non Promoter	25,000	0.62%
17.	M B Agarwal	Non Promoter	25,000	0.62%
18.	Manan Baid	Non Promoter	15,000	0.37%
19.	Manish Baid	Non Promoter	25,000	0.62%
20.	Mukut Behari Agarwal (HUF)	Non Promoter	25,000	0.62%
21.	Mulchand Maloo	Non Promoter	125,000	3.08%
22.	Omprakash Agarwala	Non Promoter	25,000	0.62%
23.	Pallavi Tomar	Non Promoter	25,000	0.62%
24.	Prashant Jain	Non Promoter	25,000	0.62%
25.	Rahul Baid	Non Promoter	25,000	0.62%
26.	Rajeev Baid	Non Promoter	25,000	0.62%
27.	Rajender Kumar Agarwal	Non Promoter	25,000	0.62%
28.	Rakhee Baid	Non Promoter	25,000	0.62%
29.	Ramesh Kumar Agarwal	Non Promoter	25,000	0.62%
30.	Divya Patwari	Non Promoter	25,000	0.62%
31.	Ravinder Kumar Agarwal	Non Promoter	25,000	0.62%
32.	Ronak Parulkumar Shah	Non Promoter	25,000	0.62%
33.	Samir Baid	Non Promoter	25,000	0.62%
34.	Sangeeta Begwani	Non Promoter	35,000	0.86%
35.	Sanjay Singal	Non Promoter	110,000	2.71%
36.	Sanjay Singal (HUF)	Non Promoter	111,000	2.73%
37.	Saroj Baid	Non Promoter	25,000	0.62%
38.	Shambhu Agarwal	Non Promoter	45,000	1.11%

39.	Shobha Tomar	Non Promoter	25,000	0.62%
40.	Suman Nakhat	Non Promoter	25,000	0.62%
41.	Sunita Agarwal	Non Promoter	25,000	0.62%
42.	Sunita Agarwal	Non Promoter	25,000	0.62%
43.	Surabhi Tomar	Non Promoter	25,000	0.62%
44.	Sushila Patwari	Non Promoter	25,000	0.62%
45.	Timelink Sales Private Limited	Non Promoter	200,000	4.93%
46.	Varun Patwari	Non Promoter	25,000	0.62%
47.	Vasudev Agarwal	Non Promoter	45,000	1.11%
48.	Vikash Kumar Maloo	Non Promoter	125,000	3.08%
49.	Vinod Kumar Vitthaladas	Non Promoter	25,000	0.62%
Total			22,00,000	54.19%

8. **Shareholding Pattern** : Shareholding Pattern before or after the Preferential Allotment (assuming full allotment of Equity Shares arising out of the Securities issued as above is given below :

Category		Pre Issue		Post Issue	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters' Holding				
	1. Promoters				
	- Indian Promoters	296150	15.92	296150	7.29
	2. Persons Acting in Concert	0	0.00	0	0.00
	Sub-Total	296150	15.92	296150	7.29
B	Non-Promoters' Holding				
	1. Institutional Investors	0	0.00	0	0.00
	- Mutual Funds & UTI	0	0.00	0	0.00
	- Banks & Financial Institutions	0	0.00	0	0.00
	- FIIs	0	0.00	0	0.00
	Sub-Total	0	0.00	0	0.00
	2. Others				
	- Private Corporate Bodies	0	0.00	400000	9.85
	- Indian Public	1258650	67.67	2862650	70.51
	- NRIs/OCBs	0	0.00	0	0.00
	- Hindu Undivided Family	305200	16.41	501200	12.35
	- Trust	0	0.00	0	0.00
	Sub-Total	1563850	84.08	3763850	92.71
	Grand Total	1860000	100.00	4060000	100.00

9. **Undertaking from the Company regarding re-computation of Price of the Equity Shares in terms of the provisions of these Regulations** : Equity Shares of the Company are listed on the Stock Exchange i.e. on BSE for more than 6 months. Thus the Company undertakes to re-compute the Price of Equity Shares in terms of the provisions of these Regulations.

10. **Undertaking that if the amount payable on account of the re-computation of the price is not paid within the time stipulated in these Regulations, the specified Securities shall continue to be locked-in till the time such amount is paid by the Allottee** : Equity Shares of the Company are listed on the Stock Exchange i.e. on BSE for more than 6 months. Thus, the Company undertakes that if the amount payable on account of the re-computation of the price is not paid within the time stipulated in these Regulations, the specified Securities shall continue to be locked-in till the time such amount is paid by the Allottee.

The Board of Directors has already approved the issue and allotment of Equity Shares on a Preferential basis to the proposed Allottee.

None of the Directors of the Company is any way concerned or interested in said resolution.

The Board of Directors recommends the resolution set out at the accompanying Notice for the approval of the Members.

By order of the Board of Directors
S/d
Amlsh Sadhu
Managing Director

Place : Mumbai
Dated : 31st January 2013

VOLTAIRE LEASING & FINANCE LIMITED

Regd. Office : 79, Nagindas Master Road, 3rd Floor, Fort, Mumbai-400 001

PROXY FORM

I/We _____ resident of _____
in the district of _____ being member/members of the above
named Company, hereby appoint _____
resident of _____ in the district of _____
or failing him _____ resident of _____
_____ in the district of _____ as my/our proxy to
attend and vote for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be
held on Thursday, the 28th day of February 2013 at 11.30 A.M., at Registered Office of the Company at 79,
Nagindas Master Road, 3rd Floor, Fort, Mumbai-400 001 and any adjournment thereof.

Registered Folio No./DP-Client ID _____ No. of Shares held _____

Signed on this _____ day of _____ 2012

Signed by the said _____

Signature of Proxy _____

Attested by Shareholder _____

Affix
Revenue
Stamp



VOLTAIRE LEASING & FINANCE LIMITED

Regd. Office : 79, Nagindas Master Road, 3rd Floor, Fort, Mumbai-400 001

ATTENDANCE SLIP

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Thursday, the
28th day of February 2013 at 11.30 A.M., at Registered Office of the Company at 79, Nagindas Master Road,
3rd Floor, Fort, Mumbai-400 001.

Name of Shareholder/s _____

Father/Husband's Name _____

Name of Proxy or Company Representative _____

Registered Folio No. / DP-Client ID _____ No. of Shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____