

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Lark Trading & Finance Limited will be held on Thursday, 17th March 2016 at 11.00 A.M. at the Registered Office of the Company at 101, Surya Bagh, Surya Complex, Phase II, Mahamoorgunj, Varanasi 221010 to transact the following business:

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) the Authorised Share Capital of the Company be and is hereby increased from Rs.50,00,000/- (Rupees Fifty Lacs Only) divided into 5,00,000 (Five lakh) equity shares of Rs. 10/- (Rupees ten Only) each to Rs.10,50,00,000/- (Rupees Ten Crore Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lac only) equity shares of Rs. 10/- (Rupees ten Only) each."

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

"V: The Authorised Share Capital of the Company is Rs.10,50,00,000/- (Rupees Ten Crore Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lakh) equity shares of Rs. 10/- (Rupees ten Only) each, with power to increase or decrease the same as per provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable or expedient."

2. ALTERATION OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for alteration of existing Article 3 of Articles of Association of the company by substituting it with the following:

Article 3: The Authorised Share Capital of the Company is Rs.10,50,00,000/- (Rupees Ten Crore Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lakh) equity shares of Rs. 10/- (Rupees ten Only) each, with power to subdivide, consolidate and increase or decrease and with power from time to time to issue any shares of the original capital with and subject to any preferential deferred, qualified or special rights, privileges and conditions as may be thought fit and upon the subdivision of shares apportion the right to participate in profits, in any manner as between the shares resulting from subdivision. The Company has power to issue convertible warrants convertible into equity shares of the company subject to the law prevailing from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable or expedient."

3.ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to Sections 62 (1)(C) & Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed, the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, provisions of Chapter VII – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred to as the “SEBI (ICDR) Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities and subject to all necessary approvals, permissions, sanctions and consents from any regulatory and other appropriate authorities including but not limited to the SEBI, RBI, the Government of India, and / or any other competent authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the Company, be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue, allot and deliver 47,60,000 (Forty Seven Lakh Sixty Thousand only) Convertible Warrants on a preferential basis in one or more tranches, convertible into 47,60,000 (Forty Seven Lakh Sixty Thousand only) Equity Shares (One Equity Share for one Warrant issued) of the Company of Face Value of Rs.10/-, which shall upon conversion rank pari passu with the existing equity shares of the company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at the time, at issue price of Rs.12.50/- (Rupees Twelve and Fifty Paise Only) (including premium amount of Rs.2.50/- (Rupee Two and Fifty Paise) per Convertible Equity Warrants) being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations to certain persons / entities as mentioned below (hereinafter referred to as the “Investors” or the “Proposed Allottees”) by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

List of Proposed Allottees

Sr. No.	Name of Proposed Allottee	Category	No. of Convertible Equity Warrants
1.	ANKIT TAYAL	Non – Promoter*	7,50,000
2.	SHIVANI KHERA	Non – Promoter*	7,00,000
3.	HARI OM TAYAL	Non – Promoter*	8,00,000
4.	GUNVANTI JAIN	Non – Promoter*	9,00,000
5.	SHIV KUMAR	Non – Promoter	2,30,000
6.	DINESH KUMAR	Non – Promoter	2,30,000
7.	NIRIL KUMAR	Non – Promoter	2,30,000
8.	SAMEER MITTAL	Non – Promoter	2,30,000
9.	NIRMAL KUMAR	Non – Promoter	2,30,000
10.	SUNIL GUPTA	Non - Promoter	2,30,000
11.	KANIKA GUPTA	Non – Promoter	2,30,000
	TOTAL		47,60,000

* The warrants are proposed to be issued to non-promoters. However, upon exercising the rights attached to these warrants and upon conversion of the warrants into equity shares of the company, Mr.Ankit Tayal, Ms. Shivani Khera, Mr.Hari Om tayal and Ms. Gunvanti Jain will acquire the control of the Company as a result of conversion of warrants to equity shares. Consequently, the proposed allottees namely, Mr.Ankit Tayal, Ms. Shivani Khera, Mr.Hari Om tayal and Ms. Gunvanti Jain would be said to have the 'Control' for the purpose of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Subsequently, the said allottees will make an open offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Consequently, the existing Promoters of the Company will cease its control in the Company.

"RESOLVED FURTHER THAT

(i) The 'Relevant date' for the purpose of determining the minimum issue price of the Warrants on Preferential basis under SEBI (ICDR) Regulations shall be 16th February, 2016, which is 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting, and where the relevant date falls on a Weekend / Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

(ii) Each Warrant be convertible into one equity share, can be exercised at any time within a period of eighteen months from the date of issue of such warrants and on such other terms and conditions, subject to SEBI (ICDR) Regulations, as may be applicable from time to time.

(iii) In accordance with Chapter VII of SEBI (ICDR) Regulations, an amount not less than 25% of the consideration payable for Warrants (and the Equity Shares into which they are converted), shall be paid by the Proposed Allottees upon issue and allotment of Warrants, which will be kept by the company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.

(iv) In the event of the Warrant holder does not exercise the option of conversion within the warrant exercise period, the Warrants shall lapse and the deposit as mention in point (iii) above shall be forfeited.

(v) Equity Shares, to be issued and allotted by the Company on exercising of the option against the Warrants, shall rank pari passu in all respect with the then existing fully paid up equity shares of the company.

(vi) The issue of Warrants, as well as the Equity Shares arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and various Guidelines / Regulations issued by SEBI or any authority or any modifications thereof.

(vii) The Equity Shares allotted on conversion of Warrants in terms of this resolution shall be subject to the Memorandum and Articles of Association of the Company and shall be listed and traded on all the Stock Exchanges, where the shares of the Company are presently listed.

(viii) The aforesaid warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of right attached to such warrants shall be subject to lock in period in accordance with Regulation 78 of SEBI (ICDR) regulations.

(ix) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting."

"RESOLVED FURTHER THAT the Convertible Warrants are to be proposed to be issued and allotted to group of Strategic Investors not forming part of the Promoter Group. Upon exercising the rights attached to these warrants and upon the conversion of the said warrants into equity shares of the Company, Mr.Ankit Tayal, Ms. Shivani Khera, Mr.Hari Om tayal and Ms. Gunvanti Jain will acquire the control of the Company as a result of conversion of warrants to equity shares. Consequently, the proposed allottees

namely, Mr. Ankit Tayal, Ms. Shivani Khera, Mr. Hari Om tayal and Ms. Gunvanti Jain would be said to have the 'Control' for the purpose of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Subsequently, the said allottees will make an open offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Consequently, the existing Promoters of the Company will cease its control in the Company. The Board be and is hereby authorized to make the necessary application to RBI for the proposed change in control."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of issue and also to alter, vary and modify any of the terms and conditions in the proposal as may be required by agencies / authorities involved in such issue but subject to such conditions as RBI / SEBI and / or such other appropriate authority may impose at the time of their approval and as agreed to by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant Equity Shares to the holders of the Warrants upon exercise of the rights to subscribe the shares and listing thereof with the Stock Exchange (s) and to resolve and to settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilisation of the issue proceeds and to do all acts, deeds, and things in connection therewith and incidental thereto as the Board may in its absolute discretion fit without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of these resolutions."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions."

Date: 18.02.2016
Registered Office: 101, Surya Bagh,
Surya Complex, Phase II, Mahamoorgunj,
Varanasi 221010
CIN: L34102UP1987PLC009222
Email Id: larktradingfinance@gmail.com
Website: www.larktrading.in

By order of the Board
For Lark Trading and Finance Limited
Sd/-
Shruti Saraogi
Director (DIN: 00906617)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts relating to Special Business to be transacted at Extra Ordinary General Meeting (EGM) is annexed hereto.

3. Members are requested to notify immediately the change, if any in their registered address to the company of its RTA.
4. Members are requested to kindly bring the attendance slip duly filled and signed and handover the same at the entrance of the meeting.
5. Only registered members or any proxy appointed by such registered member may attend the EGM as per the provisions of the Companies Act, 2013.
6. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Extra Ordinary General Meeting.
7. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 10 a.m. and 6.p.m. upto the date of the meeting. Members may note that the notice of Extra Ordinary General Meeting will also be available on the Company's website www.larktrading.in.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.
9. The Board of Directors have appointed Rinku Gupta, Practicing Company Secretary, Membership No. 25068 to act as Scrutinizer to scrutinize the remote evoting and poll process at the Extra Ordinary General Meeting in a fair and transparent manner. The Scrutinizer shall, after the conclusion of the voting Extra Ordinary General Meeting, first count the votes at the meeting and thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's / CDSL's website and communicated to the Stock exchange, where its securities are listed.
11. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
12. A member may participate in the Extraordinary General Meeting even after exercising his right to vote through electronics means, but shall not be allowed to vote again at the Extraordinary General Meeting.
13. Members are requested to vote only through electronic system or through poll/ballot at the Extraordinary General Meeting and in no other form. In case the member casts his vote through both the process, the vote casted in electronic mode would prevail, and shall be considered final.
14. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Extraordinary General meeting to facilitate identification of membership at the Extraordinary General meeting.
15. Ms. Shruti Saraogi, Director and Compliance Officer of the Company, shall be responsible for addressing all the grievances in relation to this Extraordinary General

Meeting including remote e-voting. Her contact details are - Email: shruti.saraogi@rediffmail.com, Phone: 03324608915.

16. The ISIN No. allotted for the Company's share is INE936T01017.

17. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under.

- (i) The voting period begins on 14th March, 2016 (9.00 a.m.) and ends on 16th March, 2016 (5.00 P.M.) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th March, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they

are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Lark Trading & Finance Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact details	
Company	Lark Trading & Finance Limited
Registrar & Transfer Agents	Satellite Corporate Services Private Limited
E-voting Agency	Central Depository Services (India) Limited
E-mail ID:	helpdesk.evoting@cdslindia.com
Scrutinizer	Ms.Rinku Gupta, Practicing Company Secretary
Email id:	guptarinku123@gmail.com

Date: 18.02.2016
Registered Office: 101, Surya Bagh,
Surya Complex, Phase II, Mahamoorgunj,
Varanasi 221010
CIN: L34102UP1987PLC009222
Email Id: larktradingfinance@gmail.com
Website: www.larktrading.in

By order of the Board
For Lark Trading and Finance Limited
Sd/-
Shruti Saraogi
Director (DIN: 00906617)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013 sets out all material facts relating to the business items of the accompanying notice.

ITEM NO.1 &2

The Company proposes to issue Convertible Equity Warrants. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs.50 Lacs to Rs.10.50 Crore and for that purpose the Memorandum and Articles of association of the Company are proposed to be suitably altered.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increase in Authorized Share Capital and for the alteration of the capital clause of the Memorandum & Articles of Association of Company.

The Board of Directors accordingly recommends the resolutions mentioned in Item 1 &2 for the approval of the Members.

None of the directors or Key Managerial Person (KMP) of the Company or their relatives is in any way concerned or interested.

ITEM NO.3

The Board of Directors of the company ("the Board") at their meeting held on 18th February, 2016 discussed the future plans of the company and possible growth options. Based on the above discussion, the Board in order to raise resources for the future growth plans and expansion of the company, to meet long term working capital requirements and for general corporate purpose, thought it prudent to issue upto 47,60,000 (Forty Seven Lakh Sixty Thousand only) Convertible Warrants on a preferential basis, convertible into 47,60,000 (Forty Seven Lakh Sixty Thousand only) Equity Shares (One Equity Share for one Warrant issued) of the Company of Face Value of Rs.10/-, which shall upon conversion rank pari passu with the existing equity shares of the company, at issue price of Rs.12.50/- (Rupees Twelve and Fifty Paise Only) (including premium amount of Rs.2.50/- (Rupee Two and Fifty Paise) per Convertible Equity Warrants).

The details of issue and other particulars as required in terms of Chapter VII of SEBI (ICDR) Regulations, 2009 in relation to the above Special Resolution are given below;

- (a) **Objects of Issue:** The main object of the issue of Convertible Warrants pursuant to the Resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements, raise funds for the future growth plans and expansion of the company, to meet long term working capital requirements and for general corporate purpose.
- (b) **Intention of Promoters, Directors or Key Management Personnel to subscribe to the offer:** Mr. Ankit Tayal, Director of the Company intends to subscribe for the warrants. His relatives Ms.Shivani Khera and Mr.Hari Om Tayal also intend to subscribe to the issue.
- (c) **Shareholding pattern before and after the issue of warrants to be converted into equity shares within 18 months from the date of allotment of warrants**

Sr. No.	Category	Pre-issue		Post-issue (Assuming all warrants converted into equity shares)	
		No. of Shares	% of holding	No. of Shares	% of holding
A.	Promoters' holding:				

1.	Indian Promoters:				
	Individuals	1,25,500	25.10	31,50,000	59.89
	Bodies Corporate	-	-	-	-
	Sub-total	1,25,500	25.10	31,50,000	59.89
2.	Foreign Promoters	-	-	-	-
	Sub-total (A)	1,25,500	25.10	31,50,000	59.89
B.	Non – Promoters’ holding:				
1.	Institutional Investors	-	-	-	-
2.	Non-Institutions:				
	Private Corporate Bodies	40,000	8.00	40,000	0.76
	Directors and Relatives	-	-	-	-
	Indian Public	3,34,500	66.9	2070000	39.35
	Others (including NRIs)	-	-	-	-
	Sub-total (B)	374,500	74.90	21,10,000	40.11
	GRAND TOTAL (A+B)	5,00,000	100	52,60,000	100

Note: The Post Issue Shareholding Pattern in the above table has been prepared on the basis that the proposed allottees would have subscribed to and been allotted 47,60,000 warrants to be converted into equity shares within 18 months from the date of allotment of the warrants of the Company and the allottees exercise their rights attached thereto. In the event for any reason, they do not or are unable to subscribe and / or is not allotted warrants, and / or do not exercise the rights attached, the shareholding pattern in the above table would undergo corresponding changes.

(d) **Time within which the Preferential Issue shall be completed:** In accordance with Regulation 74 of SEBI (ICDR) Regulations, the Company shall complete the allotment of Convertible Equity Warrants within a period of 15 (fifteen) days from the date of this Extra Ordinary General Meeting, provided that where approval / permission by any regulatory authority including SEBI /Stock Exchange or the Central Government, etc. is pending, the period of 15 days shall be counted from the date of approval or permission from the regulatory authority.

(e) **The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the proposed percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to preferential issue.**

Sr. No.	Name of Proposed Allottees	Ultimate beneficial owners	Category – Class / classes of person to whom allotment of warrants is proposed to be made	No. of Equity shares held prior to preferential allotment	No. & % of Post issue Capital that may be held by him / her on Conversion of warrants to Equity shares (Assuming all warrants converted into equity shares)	
1.	ANKIT TAYAL	N.A.	Non-promoter*	NIL	750,000	14.26
2.	SHIVANI KHERA	N.A.	Non-promoter*	NIL	700,000	13.31
3.	HARI OM TAYAL	N.A.	Non-promoter*	NIL	800,000	15.21
4.	GUNVANTI JAIN	N.A.	Non-promoter*	NIL	900,000	17.11
5.	SHIV KUMAR	N.A.	Non-promoter	NIL	230,000	4.37
6.	DINESH KUMAR	N.A.	Non-promoter	NIL	230,000	4.37
7.	NIRIL KUMAR	N.A.	Non-promoter	NIL	230,000	4.37
8.	SAMEER MITTAL	N.A.	Non-promoter	NIL	230,000	4.37
9.	NIRMAL KUMAR	N.A.	Non-promoter	NIL	230,000	4.37
10.	SUNIL GUPTA	N.A.	Non-promoter	NIL	230,000	4.37
11.	KANIKA GUPTA	N.A.	Non-promoter	NIL	230,000	4.37

* The warrants are proposed to be issued to non-promoters. However, upon exercising the rights attached to these warrants and upon conversion of the warrants into equity shares of the company, Mr.Ankit Tayal, Ms. Shivani Khera, Mr.Hari Om tayal and Ms. Gunvanti Jain will acquire the control of the Company as a result of conversion of warrants to equity shares. Consequently, the proposed allottees namely, Mr.Ankit Tayal, Ms. Shivani Khera, Mr.Hari Om tayal and Ms. Gunvanti Jain would be said to have the 'Control' for the purpose of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Subsequently, the said allottees will make an open offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Consequently, the existing Promoters of the Company will cease its control in the Company.

(f) Undertakings:

- i) The Company undertakes that the company shall re-compute the price of the Convertible Equity Warrants issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- ii) The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares allotted pursuant to exercise of options attached to warrants shall continue to be locked- in till the time such amount is paid by the allottees.

- (g) **Change in control or composition of Board:** The Convertible Warrants are to be proposed to be issued and allotted to group of Strategic Investors not forming part of the Promoter Group. Upon exercising the rights attached to these warrants and upon the conversion of the said warrants into equity shares of the Company, Mr.Ankit Tayal, Ms. Shivani Khera, Mr.Hari Om tayal and Ms. Gunvanti Jain will acquire the control of the Company as a result of conversion of warrants to equity shares. Consequently, the proposed allottees namely, Mr.Ankit Tayal, Ms. Shivani Khera, Mr.Hari Om tayal and Ms. Gunvanti Jain would be said to have the 'Control' for the purpose of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Subsequently, the said allottees will make an open offer under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2015. Consequently, the existing Promoters of the Company will cease its control in the Company.

Further, Mr. Ankit Tayal, presently Independent Director shall lose his independence and will have to be re-designated as Promoter Director. Mr. Hari Om Tayal and Ms. Gunvanti Jain will be appointed as Promoter Directors. The existing Directors shall cease to be the directors of the Company.

- (h) **Relevant date:** The 'Relevant date' is arrived at in accordance with the provisions of Regulation 71 of SEBI (ICDR) Regulations. The 'Relevant date' for the purpose of determining the minimum issue price of the Warrants on Preferential basis under SEBI (ICDR) Regulations and conversion thereof into equity shares of Rs.10/- each shall be 16th February, 2016, which is 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting.
- (i) **Price of the Issue:** The pricing of the Warrants shall not be lower than the minimum price calculated in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations. A copy of certificate from Merchant Banker / CA for pricing of Warrant as per the SEBI Regulations shall be placed before the shareholders at the meeting.
- (j) **Lock in:** The aforesaid allotment of Equity shares shall be locked in as per the provisions of Chapter VII of SEBI (ICDR) Regulations.
- (k) **The number of persons to whom allotment on preferential basis have already been made during the year in terms of number of securities and**

price: Save and except the preferential issue as proposed in the resolution as set out in the proposed notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

- (l) **Auditor's Certificate:** A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue is being made in accordance with the requirement of SEBI (ICDR) Regulations, will be available for inspection at the Registered Office of the Company during 10.a.m. to 6.p.m. on all working days up to the date of Extra Ordinary General Meeting and at the Meeting.
- (m) The issue is proposed to be made in Cash and hence justification for consideration other than cash together with valuation report of the registered valuer is not required.

As per Sections 23, 42, 62 of the Companies Act, 2013, approval of the shareholders is required for issue of securities on preferential basis. Hence, consent of the shareholders, by way of special resolution, is being sought, for the issue of such warrants on preferential basis.

The Board recommends the Special resolution for the approval of members.

All the Directors are concerned or interested in the resolution.

Date: 18.02.2016
Registered Office: 101, Surya Bagh,
Surya Complex, Phase II, Mahamoorgunj,
Varanasi 221010
CIN: L34102UP1987PLC009222
Email Id: larktradingfinance@gmail.com
Website: www.larktrading.in

By order of the Board
For Lark Trading and Finance Limited
Sd/-
Shruti Saraogi
Director (DIN: 00906617)

LARK TRADING AND FINANCE LIMITED

CIN: L34102UP1987PLC009222

REDG OFF: 101, Surya Bagh, Surya Complex, Phase II, Mahamoorgunj, Varanasi
221010

E-MAIL: larktradingfinance@gmail.com

ATTENDANCE SLIP

I /We hereby record my / our presence at the Extraordinary General Meeting of the Company to be held at 101, Surya Bagh, Surya Complex, Phase II, Mahamoorgunj, Varanasi 221010 on Thursday, 17th March, 2016 at 11.00 a.m.

Full name of the Member:

Folio No

*DP ID No

*Client ID NO.

No. of shares held:

Full name of the Proxy:

Member's /Proxy's Signature:

Note:

1. Please complete the Folio / DP ID-Client No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING.
2. Shareholders are requested to advise, indicating their folio Nos., DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Satellite Corporate Services Private Limited.

*Applicable for investors holding shares in Electronic (Demat) form.

LARK TRADING AND FINANCE LIMITED

CIN: L34102UP1987PLC009222

REDG OFF: 101, Surya Bagh, Surya Complex, Phase II, Mahamoorgunj, Varanasi
221010, E-MAIL: larktradingfinance@gmail.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

Name of the Member(s)

Registered Address

Email Id

Folio No./Client Id / DP Id

No. of shares

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

1. Name: _____ Address _____
Email Id: _____ Signature _____ or failing him/her
2. Name: _____ Address _____
Email Id: _____ Signature _____ or failing him/her
3. Name: _____ Address _____
Email 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 of the company, to be held on the 17th March, 2016 at 11.00 a.m. at 101, Surya Bagh, Surya Complex, Phase II, Mahamoorgunj, Varanasi 221010 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Sl. No.	Particulars of Resolution(S) Special Business	Vote (optional)	
		For	Against
1.	To increase the Authorised Share Capital and amendment of memorandum of association of the company		
2.	Alteration of Articles of Association		
3.	Issue of convertible warrants on preferential basis		

Signed this _____ day of _____ 20_____

Signature of Shareholder _____

Signature of Proxy holder _____

Affix Re1
revenue
stamp

Note:

- 1) 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.
- 2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
3. **It is optional to put '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.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.