

APOORVA LEASING FINANCE & INVESTMENT COMPANY LIMITED

AGENDA

BOARD MEETING

Scheduled on THURSDAY, the 14th Day of February, 2019, 04.00 PM

Serial No. of the Meeting

BM-05/2018-19

NOTICE

Dear Sir/ Madam,

Notice is hereby given that the meeting of Board of Directors of the Company is scheduled to be held on Thursday, the 14th day of February, 2019 at 04.00 P. M. at C-1/9, Sector-31, Noida – 201301, to transact the businesses as detailed in the Agenda papers enclosed.

Please make it convenient to attend the meeting.

Thanking you,

For APOORVA LEASING FINANCE & INVESTMENT COMPANY LIMITED



Atul Singh Tyagi
Managing Director

Encl: a/a

Date: 02nd Feb, 2019

AGENDA

Date : 14th February, 2019 Day : Thursday Time : 04.00 P.M. Place : Noida	BOARD MEETING No.-BM-05/2018-19
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Agenda Item No.1.

To elect Chairman of the Meeting.

Agenda Notes:

The Chairman of the Company shall take the Chair. In his absence, members of the Board shall elect the Chairman of the Meeting.

On obtaining the requisite quorum, the Chairman will call the meeting in order.

Agenda Item No.2.

To grant leave of absence to Director(s), if any.

Agenda Notes:

Leave of absence may be granted to the Director(s), who request for such leave. Requests, if any, received shall be informed to the Board at the meeting.

The Board is requested to take note of the same.

Agenda Item No.3.

To confirm the minutes of previous meeting of the:

- Board of Directors held on 22th Oct, 2018,
- Audit Committee held on 22th Oct, 2018

Agenda Notes:

The Minutes of the last Board Meeting and Audit Committee are enclosed herewith as Annexure 1.

The Chairman shall place on table the minutes as mentioned above to be confirmed by the Board.

The Board is requested to confirm and take note of the same.

Agenda Item No.4.

To take note of resolutions passed by Circulation under Section 175 of the Companies Act, 2013, if any from the date of last Board Meeting

Agenda Notes:

No resolution has been passed by Circulation since the date of last board meeting.

The Board is requested to take note of the same.

Agenda Item No.5.

To take note of the minutes of meeting of the subsidiary Companies held, since the last Board Meeting of the Company and to take note of statement of significant transactions and arrangements entered by subsidiary Companies

Agenda Notes:

In terms of Regulation 24(3) of the Listing Regulations, 2015, the minutes of meeting of the subsidiaries held since the last Board meeting of the Company shall be placed before the Board. The Board may take note of the same and discuss the major events and performance of the subsidiaries.

As per Regulation 24(4) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the management of the unlisted subsidiary shall periodically bring to the notice of the Board of Directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.

For the purpose this regulation, the term "Significant transaction or arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted material subsidiary for the immediately preceding accounting year.

Further, a Statement of all significant transactions i.e. any individual transaction or arrangement that exceeds or is likely to exceed 10% of total revenues or total expenses or total assets or total liabilities, as the case may be, of Yukati E Services Limited, Summer Infotech Pvt. Ltd. and Cloud Business Advisory Ltd. for immediately preceding financial year, if any, shall be placed before the Board Meeting.

The Board is requested to take note of the same. The minutes of the following subsidiaries will be placed before the Board:

The Board is requested to take note of the same.

Agenda Item No.6

Approval of Unaudited Standalone & Consolidated Financial Results for the quarter ended on 31st December, 2018 and compliance of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Agenda Notes:

The Unaudited Standalone & Consolidated Financial Results for the quarter ended on 31st December, 2018 prepared in compliance of Regulation 33(1) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (herein after referred to as "the said regulations") are required to be reviewed by Audit Committee and taken on record by the Board of Directors of the Company within a period of 45 days from the end of the quarter in terms of Regulation 33(3)(a) of the said regulations.

The Chairman of the Audit Committee may highlight the points discussed at the Audit Committee Meeting on the accounts of the Company. The Board is requested to take note of the review made

by the Audit Committee of the Unaudited Financial Results for the quarter ended 31st December 2018.

As required by Regulation 33(2)(a) of the said Regulations, the CFO will place the Certificate certifying that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading

The Unaudited Financial results for the quarter ended 31st December, 2018 shall be tabled before the meeting. The said results are subject to Limited Review by the Auditors of the Company.

The Board may consider and take on record the said results for publishing the same in compliance with the Listing agreement by adoption of a resolution as under:

“RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Unaudited Standalone and Consolidated Balance Sheet for the quarter ended 31st December, 2018 and Statement of Profit & Loss for the same period tabled before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved.

FURTHER RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Unaudited Financial results for the quarter ended 31st December, 2018 taken on record be signed by the Chairman, and submitted to the Stock Exchanges where shares of the Company are listed and the required results be released for publication in the newspapers.”

The approved results will then be forwarded to the Statutory Auditor for their limited review report. The Company Secretary will place before the Board the limited review report and Board may considered and take note the same and will give explanation to the adverse remark, if any of the Statutory Auditor.

Agenda Item No. 7

To review and take note of related party transactions, for the quarter ended 31th December, 2018 and to sign the Related Party Register maintained u/s 189 of the Companies Act, 2013.

Agenda Notes:

After review by Audit committee of the related party transactions (as required by Schedule II Part C (A)(4)(f) of the Listing regulations,2015, a gist of the transactions/contracts in which Director(s) are interested, for the quarter ended 31st December, 2018 will be placed before the Board. The Board will be requested to take note of the same.

Section 189(1) of the Companies Act, 2013, requires the register of the contracts/arrangements with related parties, after entering in the particulars of such transactions or contracts be placed before the next meeting of the board and be signed by all the directors of the meeting.

The Company Secretary of the Company will place the related party register duly updated till date, before the Board for its authentication.

The Board is further requested to approve the same and take on record.

Agenda Item No. 8

To take note of compliances complied with for the quarter ended 31st December, 2018 under applicable laws, rules and regulations and steps taken for the rectification.

Agenda Notes:

In pursuance of regulation 17(3) of the Listing Regulation, 2015, the Board is required to review Compliance report pertaining to all laws applicable.

The Company Secretary will place before the board for its review the said Compliance report for the quarter ended 31st December 2018. The Board is requested to take note of the same.

The details of the quarterly compliance done during the quarter ending December 2018 is as follows

1. Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories & Participants) Regulation, 1996 for the quarter ended 31st December, 2018 issued by a Practicing Company Secretary, New Delhi has been send to the stock exchanges and a copy will be placed before the Board.
2. As per the Regulation 27(2) of the Listing Regulation, the Company shall submit a quarterly Corporate Governance compliance report to the stock exchanges within 15 days from the close of quarter in the prescribed format signed by the Compliance Officer of the Company. The Certificate of Compliance report has already been submitted to BSE for the quarter ended 31st December 2018. A copy of the same will be placed before the Board.
3. A Declaration under Prohibition of Insider Trading Regulations, 2015 from all the designated employees has been received for the quarter ended 31st December, 2018. The necessary disclosures shall be placed before the Board for its consideration.
4. The shareholding pattern of the Company for the quarter ended 31st December, 2018 as per Regulation 31 of Securities and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Regulations has been submitted.

Agenda Item No. 9

To take note of the information to be provided to the Board as per Regulation 17(7), Part A of Schedule II of the Listing Regulation for the quarter ended 31st December, 2018.

Agenda Notes:

The Regulation 17(7), Part A of Schedule II of the Listing Regulations, 2015 requires information on the following items to be placed before the Board on quarterly basis.

The Company Secretary will place before the Board the required information for the quarter ended 31st December, 2018.

1. Annual operating plans and budgets and any updates.

Mr. Atul Singh Tyagi, CFO of the Company will apprise the operating plans and share the performance for the quarter in comparison to the projected plan with the Committee.

2. Capital budgets and any updates.

Capital Budget for the quarter ended 31st December, 2018 shall be placed before the Board and the same shall be reviewed. The budgeted figures shall be compared with the actual capital expenditure and the deviations shall be discussed at the meeting. Further the Capital Budget for the next quarter shall be discussed and reviewed by the Board. Mr. Atul Singh Tyagi, CFO of the Company will apprise the Board Members on the same.

3. Quarterly results for the Company and its operating divisions or business segments.

Quarterly results have already been covered in the Agenda Item No.6.

4. Minutes of meetings of Audit Committee and other Committees of the Board.

5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.

6. Show cause, demand, prosecution notices and penalty notices, which are materially important.

No Show cause, demand, prosecution or penalty notices have been received by the organization as confirmed by the concerned Department.

7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.

8. Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.

There was no default in financial obligation and no substantial non-payment for goods sold by the Company during the quarter as confirmed by the concerned official.

9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.

There were no such issues as mentioned above during the relevant quarter as confirmed by the concerned official.

10. Details of any joint venture or collaboration agreement.

No joint venture or collaboration has been entered into during the quarter-ended 31st December 2018 as confirmed by the Certificate received for the same from AGM (Legal).

11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.

The Company has executed no transaction during the relevant quarter for the above mentioned activities.

12. Significant Labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

There were no labour problems registered during the quarter and there were no significant developments in Human Resources/ Industrial Relations.

13. Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business

There were no transactions of sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business during the quarter.

14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

Details of Foreign Exchange exposures for the quarter ended 31st December 2018 will be placed before the Board.

15. Non –Compliance of any regulatory, statutory compliance etc.

During the quarter, there was no non-compliance of any regulatory and other statutory compliance.

The Board is requested to take note of the same

Agenda Item No. 10

To take note of the statement of investor complaints filed with the stock exchange for the quarter ended 31st December, 2018.

To take note of Transfers, Transmissions, Splits etc during the quarter ended 31th December, 2018 and status of redressal of Investors Complaints.

Agenda Notes:

Regulation 13(3) of the Listing Regulations, 2015 require the status of redressal of Investor Grievances for the relevant quarter , to be filed with the stock exchange within 21 days from the end of the quarter. The statement of Investor complaints on quarterly basis after being review by the Stakeholder Committee and be placed before the Board of the Company for its consideration.

Company has received NIL Complaints for the quarter ended 31st December, 2018, statement of the same has already submitted to Concerned Stock Exchange.

In terms of Regulation 40(2) a report of the Compliance officer related to all the transfers, split, Demat, Remat during the quarter ended 31st December, 2018 is to be placed before the board.

The Company Secretary will place before the board status of transfers, transmissions, dematerialization etc. of shares for the quarter ended 31st December, 2018.

Details of Transfer, Split, Demat, Remat etc. status for the quarter ended 31st December, 2018 are as follows :

Transaction	No. of Request	No. of Shares
Transfer	0	0
Split	0	0
Demat	0	0
Remat	0	0

A Certificate received from the Registrar & Share Transfer Agent of the Company in respect of the same is enclosed herewith for your perusal as **Annexure 2**.

The Board is requested to take note of it.

Agenda Item No. 11

To take note of the disclosure of interest from Senior Management, if any.

Agenda Notes:

In accordance with the sub regulation (5) of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Senior management is required to make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

the Company Secretary of the Company will place before the Board the disclosures received from Senior Management, if any and members are requested to take note of the same.

Agenda No. 12

Any other item with the permission of the Chair and Majority of Directors present including one independent Director

Vote of Thanks.

There being no other business to transact, the meeting shall conclude with a Vote of thanks to the Chair.

Thanking You.