

NOTICE TO THE MEMBERS

NOTICE is hereby given that 38th Annual General Meeting (AGM) of the Members of Apoorva Leasing Finance And Investment Company Limited (“the Company”) will be held on Thursday the 30th Day of **September, 2021** at 2:30 PM at “Marvel Hall”, B-35, Gurunanakpura, Laxmi Nagar, Delhi-110092, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - i. the Standalone Audited Balance Sheet as at 31st March 2021, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon;
 - ii. the audited consolidated financial statements of the Company for the financial year ended 31st March 2021 and Auditor’s Report thereon.
2. To re-appoint Mrs. Anupama Singh Tyagi, Director liable to retire by rotation.

SPECIAL BUSINESS

3. Approval of Loans, Investments, guarantee or security under section 185 of Companies Act, 2013

To consider and if thought fit, pass with or without modification(s), following resolution as a “**SPECIAL RESOLUTION**”:

“**RESOLVED THAT** pursuant to the provisions of Section 185, 188, 179 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and pursuant to the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance loan(s), including loan represented by way of Book Debt (the “Loan”) and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by ASAP Logistics LLP and Swift Logistics LLP, being an entity(s) under the category of ‘a person in whom any of the director of the company are interested’ as specified in the explanation to Sub-section 2 of the said Section 185, upto an aggregate amount not exceeding Rs. 30 crore (Rupees Thirty Crore)(i.e. Rs. 15 Crore to each LLP) in one or more tranches.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings / instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution.

4. To approve the material related party transaction with M/s Akshita and Antriksh Cold Storage Pvt Ltd and M/s Yukati E Services Ltd:

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

“**RESOLVED THAT** pursuant to provisions of Section 188, and other applicable provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers)Rules, 2014 (including any statutory modification(s) or re – enactment thereof, for the time being in force), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for approval of proposed material related party transaction(s) to be entered by the Company with the respective related parties as follows:

S. No.	Nature of Transaction	Name of Director/KMP who is related	Name of Related Party	Upto an Amount (Rs. In Crore)
1	Purchase of Immovable property situated at Jaipuria Apartment, Plot No. 6 Crossing Republic, Ghaziabad, Uttar Pradesh	Mr. Atul Singh Tyagi Mr. Antriksh Singh Mrs. Anupama Singh Tyagi	Akshita and Antriksh Cold Storage Pvt Ltd	Rs. 4.50 Crore
2	Purchase of Immovable property situated at Jaipuria Apartment, Plot No. 6 Crossing Republic, Ghaziabad, Uttar Pradesh	Mr. Atul Singh Tyagi Mr. Antriksh Singh Mrs. Anupama Singh Tyagi	Yukati E Services Ltd	Rs. 3.00 Crore

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company be and is hereby severally and empowered to get the said agreements registered with the concerned Registrar/sub-registrar and to represent, sign, execute and receive the necessary document(s), declaration(s), form(s), paper(s), deed(s) etc on behalf of the Company and to do all such act or things which are necessary, expedient or desirable in this connection.”

Place: Delhi
Date: 6th September, 2021

For and on behalf of
Apoorva Leasing Finance & Investment Company Limited

Sd/-
Pankaj Mishra
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself.
2. The instrument appointing the proxy should, however, should 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 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 person or shareholder.
The Proxy Holder shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Registered Office of the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
5. Additional Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of Director Seeking appointment as mentioned in the notice is appended. Further the company has received relevant disclosures/consent from the Director seeking appointment.
6. For the convenience of the shareholders, attendance slip-cum-entry pass and proxy form is annexed to this Report. Shareholders/ Proxy holders/ Representatives are requested to affix their signatures on the revenue stamp of Re. 1/- only at the space provided therein and surrender the attendance slip-cum-entry pass at the venue.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. **BOOK CLOSURE**
The Company has notified closure of Register of Members and Share Transfer Books from Saturday 25th day of September, 2021 to Thursday the 30th day of September, 2021 (both days inclusive) for Annual General Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
11. 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 the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Bigshare Services Private Limited.
12. As per the Provisions of Section 72 of the Companies Act, 2013, Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.apoorvaleasingfinance.com under the section 'Investor Relations'.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare Services Private Limited, for consolidation into a single folio.
14. Non-Resident Indian Members are requested to inform Bigshare Services Private Limited, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin-code number, if not furnished earlier.
15. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. So in accordance with the Companies Act, 2013 read with the Rules framed there under, the Annual Report for the year 2020-21 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant .

Please note that SEBI its dated 12th May, 2020 and 15th January, 2021, has eased compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders and proxy forms for general meetings held upto 31st December, 2021 due to Covid-19 pandemic. In view of the above the Company will not be printing physical copies of the annual report.

The Annual Report and Notice of the AGM is being sent to members who have registered their email ID with the Company / Depositories. The members who have not registered their email ID can access the Annual Report on the website of the Company www.apoorvaleasingfinance.com. Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.

17. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification at the meeting.
18. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Compliance Officer at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
19. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. Thursday, 23rd September, 2021 and the person who is not a member as on the cut-off date should treat this notice for information purpose only.

20. The voting period commence on Monday, 27th September, 2021 (09:00 AM) and ends on the close of Wednesday, 29th September, 2021 (5.00 PM). The e-voting module shall also be disabled by NSDL for voting thereafter. For detailed procedure and manner of E-Voting, please refer the instructions of E-Voting Form Forming part of this notice.
21. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and corporate office on 1st October, 2021. The results of the e-voting will be posted on the Company's website www.apoorvaleasingfinance.com as well as on the website of Agency i.e. NSDL immediately after the results declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to the stock exchanges where the Company's shares are listed.
22. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
23. In case of any grievances connected with voting by electronic means then concerned person can contact Mr. Pankaj Mishra on the following contact Number: 0120-4372849.
24. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.
25. Members may note that the notice of the annual General Meeting and the Annual Report for the Financial Year 01.04.2020 to 31.03.2021 will also be available on the company's website www.apoorvaleasingfinance.com and on the website of the Registrar www.bigshareonline.com for download. The physical copies of the aforesaid documents will also be available at the Company's Corporate office address at Noida for inspection during the normal business hours on all working day Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the company's investor email id: apoorvaleasing@gmail.com.
26. The register of director and Key Managerial Personnel and their Shareholding, maintained under section 170 of the Companies Act, 2013 and the register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the company at the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 27 September, 2021 at 9:00 A.M. and ends on Wednesday, 29th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="548 1203 1370 1528">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: https://eservices.nsd.com/ 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 options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="548 1560 1370 1644">2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com/. Select "Register Online for IDEAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="548 1675 1370 2001">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (officespranjan@gmail.com) to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms Pallavi Mahtre at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 apoorvaleasing@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to apoorvaleasing@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Item No 3.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 07th February, 2017, accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto an aggregate amount not exceeding Rs. 300 crore (Rupees Three Hundred Crore Only).

In terms of the amended Section 185 of the Act, 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 approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

M/s ASAP Logistics LLP and M/s Swift Logistics LLP are related party to Apoorva Leasing Finance and Investment Company Limited as 100% capital of both the LLP is held by Mr. Atul Singh Tyagi, Managing Director, Mrs Anupama Singh Tyagi, Director and Mr. Antriksh Singh, Director and its relative. Further Mr. Atul Singh Tyagi, Mrs Anupama Singh Tyagi and Mr. Antriksh Singh and its relative are the partner of above mentioned both LLP.

Accordingly, it is a 'Related Party' of your Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI LODR . Further, the Proposed Loan qualifies as a 'Material Related Party Transaction' as per Regulation 23(1) of SEBI LODR. Therefore as per Regulation 23 of SEBI LODR, a Material Related Party Transaction requires approval of the members of the company through a resolution.

M/s ASAP Logistics LLP and M/s Swift Logistics LLP is an entities covered under the category of a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for providing of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by M/s ASAP Logistics LLP and M/s Swift Logistics LLP of an aggregate amount not exceeding Rs. 30 Crores(Thirty Crore) i.e. Rs. 15 Crore to each LLP for the Construction of warehouse at Rajpura, Chandigarh on terms and conditions as may be mutually agreed upon and necessary delegation of authority to the Board for this purpose.

The audit Committee of the Company, at its meeting held on 14th August, 2021 approved the proposed Loan subject to the approval of the Board of Directors and fulfilment of other requirements, if any. Further, the Board of Directors of the Company, at its meeting held on 14th August, 2021 approved the proposed Loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any

Your Directors recommend the resolution set out to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to LLP

Name of the Body Corporate	Particulars of Loan to be given, guarantee to be given or security to be provided	Purpose
ASAP Logistics LLP	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 15 Crore at market rate of Interest.	Construction of Warehouse
Swift Logistics LLP	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 15 Crore at market rate of Interest.	Construction of Warehouse

Except Mr. Atul Singh Tyagi, Mrs Anupama Singh Tyagi and Mr. Antriksh Singh (being the partner), and his/her relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolutions.

Item No. 4

Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounting to 10% or more of the net worth of the Company as per last audited financial statements of the Company.

Pursuant to provision of Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 all material related party transaction shall require approval of shareholders through resolutions.

Since the aggregate value of proposed transactions is likely to exceed the ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require prior approval of the members of the Company through an Ordinary Resolution.

The particulars of transactions pursuant to the provision of section 188 of the Companies act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

S. No.	Nature of Transaction	Name of Director/KMP who is related	Name of Related Party	Upto an Amount (Rs. In Crore)
1	Purchase of Immovable property situated at Jaipuria Apartment, Plot No. 6 Crossing Republic, Ghaziabad, Uttar Pradesh	Mr. Atul Singh Tyagi Mr. Antriksh Singh Mrs. Anupama Singh Tyagi (Director and his relative is a director and member in Akshita and Antriksh Cold Storage Pvt Ltd)	Akshita and Antriksh Cold Storage Pvt Ltd	Rs. 4.50 Crore
2	Purchase of Immovable property situated at Jaipuria Apartment, Plot No. 6 Crossing Republic, Ghaziabad, Uttar Pradesh	Mr. Atul Singh Tyagi Mr. Antriksh Singh Mrs. Anupama Singh Tyagi Director and his relative is a director and member in Yukati E Services Ltd)	Yukati E Services Ltd	Rs. 3.00 Crore/-

Company interested to invest in the immovable property because its future growth. Company has proposed the price for this property which is lower than the fair market value since it is deal is with Related Party hence company also saving its brokerage charges.

The Audit Committee and Board of Directors in its respective meeting dated 06th September, 2021 have reviewed terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

The Board recommends the passing of resolution as Ordinary Resolution.

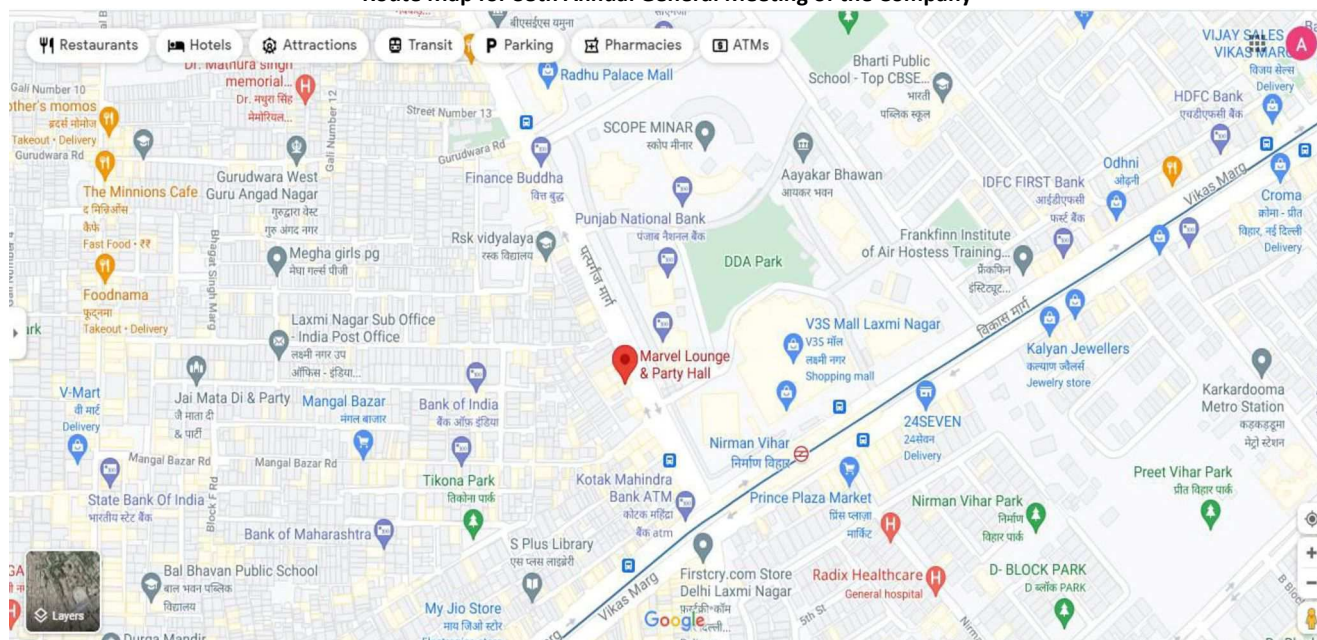
None of the Directors and Key Managerial Personnel is interested in this resolution except for Mr. Atul Singh, Managing Director and Mrs Anupama Singh Tyagi, Director and Mr. Antriksh Singh, director and their relatives

Place: Delhi
Date: 6th September, 2021

For and on behalf of
Apoorva Leasing Finance & Investment Company Limited

Sd/-
Pankaj Mishra
Company Secretary

Route Map for 38th Annual General Meeting of the Company



Annexure to Notice

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 of the Listing Agreement)

Director's Name	Mrs. Anupama Singh Tyagi
Date of Birth	24-10-1966
Date of First Appointment	13-02-2016
Brief Resume & Nature of expertise	Mrs. Anupama Singh Tyagi is an IIT Graduate from Indian Institute of Technology, Roorkee and has worked with reputed organization as Consulting Engineers India Ltd., M/s Kothari & Associates, M/s Surya Pharma Ltd. She has 28 years of rich experience.
Name of the other listed Companies in which he holds directorships	None
Name of the Committees of Companies in which he holds membership	None
Shareholding in the Company	Nil
Last drawn Salary	Nil
No of Board Meeting attended during FY 2019-20	Given in corporate Governance Report
Relationship with Director and KMP	Mrs. Anupama Singh Tyagi is wife of Mr. Atul Singh Tyagi, Managing Director and mother of Mr. Antriksh Singh, Director.

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		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the ____ Annual General Meeting of the company, to be held on the ___ day of September, 2021 at ____ a.m./p.m.. at _____ and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.			
2.			
3			
4			

*Applicable for investors holding shares in Electronic form.

Affix Revenue Stamp

Signed this ____ day of ____ 2021

Signature of shareholder Signature of Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP
(To be handed over at the entrance of the meeting hall)
38th Annual general Meeting on 30th September, 2021

Full name of the members attending _____ (In block letters)

Ledger Folio No./Client ID No. _____ No. of shares held _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 38th Annual General Meeting of the Apoorva Leasing Finance and Investment Company Limited, Address "Marvel Hall, B-35, Gurunanakpura, Laxmi Nagar, Delhi-110092" on Thursday, the 30th September, 2021.

(Member's/ Proxy's Signature)

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies may not be available.
2. The proxy, to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. In the case of Joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.