

APOORVA LEASING FINANCE & INVESTMENT CO. LTD.

Corporate Office: C-1/9 First Floor, Sector – 31, Gautam Budh Nagar, Noida, 201301

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

PH # 0120 - 4372849

NOTICE TO THE MEMBERS

NOTICE is hereby given that 36th Annual General Meeting (AGM) of the Members of Apoorva Leasing Finance And Investment Company Limited (“the Company”) will be held on Monday the 30th Day of **September, 2019** at 2:30 PM at “Bawa Palace”, U-38, Mother Dairy Road, Shakarpur, 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 2019, 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 2019 and Auditor’s Report thereon.
2. To re-appoint Mrs. Anupama Singh Tyagi, Director liable to retire by rotation.

SPECIAL BUSINESS

3. To consider Re- classification of Promoters of the Company

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

“**RESOLVED THAT** pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity/ person(s) from Promoter/Promoter group category to Public category,

1. Mr. Surender Kumar Jain
2. M/s Sri Amarnath Finance Limited

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

4. To revise the remuneration of Mr. Atul Singh Tyagi, Managing Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the “Act”) and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Consent of the members of the Company be and is hereby accorded to the revision in the remuneration of Mr. Atul Singh Tyagi (DIN: 01335008), Managing Director of the Company with effect from 01st October, 2019 upto an amount of Rs 120 Lakhs(One Hundred and Twenty Lakhs) per annum

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to alter and vary the said terms and condition of appointment and/or remuneration, subject to same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

“**RESOLVED FURTHER THAT any** Directors and Company Secretary of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this Resolution.”

Place: Delhi
Date: 14th August, 2019

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 under item No. 3 of this 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 Wednesday 25th day of September, 2019 to Monday the 30th day of September, 2019 (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. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification at the meeting.
17. 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.
18. 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. Monday, 23rd September, 2019 and the person who is not a member as on the cut-off date should treat this notice for information purpose only.
19. The voting period commence on Friday, 27th September, 2019 (09:00 AM) and ends on the close of Sunday, 29th September, 2019 (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.
20. 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, 2019. 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.
21. 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.

22. 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.

23. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.

24. Members may note that the notice of the annual General Meeting and the Annual Report for the Financial Year 01.04.2018 to 31.03.2019 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.

25. 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.

Explanatory statement under Section 102(1) of the Companies Act, 2013

Item No.3:

The Company had received a letter from the following persons falling under the category of Promoters/Promoter Group of the Company requesting reclassification from the category of "Promoters/Promoter Group" to "Public Category":

1. Mr. Surender Kumar Jain
2. M/s Sri Amarnath Finance Limited

The aforesaid Promoter are neither holding any shares of the Company nor have any involvement in the Management affairs of the Company. They are not connected with any activity of the Company nor have any control, over the affairs or the decision making process of the Company. They also not have any special rights through formal and informal arrangements and that there was no shareholding agreement ever in existence granting them any kind of special rights. They are also not holding any key managerial position or representation of the Board of Directors in the Company and have not engaged in any management of day to day affairs of the Company.

In view of the explanations given by the applicants as detailed above and in consideration to the Conditions as stipulated in Regulations 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 30th May, 2019, have approved the applications for reclassifications received by the Company as above from Promoter group category to the Public category subject to the approval by the members and relevant regulatory authorities. As required intimation has been sent to Stock Exchange based on declaration received from the aforesaid person/entity.

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, *inter alia*, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution

The Board recommends the passing of the resolutions as set out under item no.3 for approval of the Members as Ordinary Resolution.

Item o. 4

Mr Atul Singh Tyagi was appointed as the Managing Director of the Company for the period of Five Years, with effect from 30th September, 2016. He is holding the position of Managing Director as well as CFO of the Company. He has more than 29 years of experience in the related business and is instrumental in the growth of the Company.

The Company has witnessed growth and hopefully will grow in upcoming financial year. The Company requires his visionary leadership and intends to compensate him accordingly.

As per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting approved the revision in the remuneration of Mr. Atul Singh Tyagi upto an amount of Rs 120 Lakh(One Hundred & Twenty Lakh) with effect from 01st October2019. Other terms and Condition of appointment will remain same.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 shall be subject to the approval of the shareholders in the General Meeting.

The Overall managerial remuneration may exceed the limits specified in sec. 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of Mr. Atul Singh Tyagi, Managing Director of the Company.

Therefore as per the provisions of the Companies Act, 2013 Shareholders' approval by passing Ordinary resolution is required.

As on 31st March, 2019 Mr. Atul Singh Tyagi holds the 3,16,000 Equity share of the Company. He attended 5 Board Meeting out of 6 during the FY 2018-19

Company has not made any default in repayment of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year before the date of payment to such managerial personnel

The information, as required in section II of Schedule V is as follows

I. General Information

1. Nature of Industry: Investment
2. Date of commencement of commercial production: N.A.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N. A.
4. Foreign investments or collaborations, if any: No
5. Financial performance based on given indicators: The financial results of the Company for the year ended 31st March, 2019 are as under:

Particulars	Amount in Lakhs
Revenue	2032.87
Profit & Loss (Before Interest & Depreciation)	657.83
Less: Depreciation & Amortization Expenses	0.78
Less: Interest	1.49
Profit/Loss before Tax	655.56
Less: Current Tax	182.90
Less: Deferred Tax	0.05
Less: Excess/short Provision of earlier year tax	0.45
Profit/Loss after Tax	472.26

II. Information about the appointee:

1. Background details: Mr. Atul Singh Tyagi completed LLB and Master in Economics and has an experience of more than 29 years in various fields including Financial Services, Cold storage, Hospitality, Gas, Trading of Commodities and Construction.
2. Past Remuneration. Rs. 42,00,000 P.A.
3. Recognition or awards: NIL
4. Job profile and his suitability: He has experience of more than 29 years in various fields including Financial Services, Cold storage, Hospitality, Gas, Trading of Commodities and Construction.
5. Remuneration Proposed: As mentioned in the resolution stated above
6. Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Proposed remuneration is commensurate with industry standards and Board level Positions held in similar sized and similarly positioned business
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Atul Singh Tyagi is the Promoter of the Company and he is related to Ms Anupama Singh Tyagi

III: Other Information

1. Reason of loss or inadequate Profits: Proposed remuneration is not falling within the limits specified under section 197 of the Companies Act. However, same is line with the Industry Standards for managerial personnel falling under the same cadre.
2. Steps taken or proposed to be taken for improvement: NA
3. Expected increase in productivity and profits in measurable terms: NA

None of the Director except Ms Anupama Singh Tyagi are interested in the resolutions .
The Board recommends passing of the Ordinary Resolutions for the approval of the Members

Place: Delhi
Date: 14th August, 2019

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

Sd/-
Pankaj Mishra
Company Secretary

Route Map for 35th Annual General Meeting of the Company



Details of Director as per Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of Director	Anupama Singh Tyagi
Date of Birth	24/10/1966
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 26 years of rich experience.
Directorship in other Listed entity	Nil
Relationship between directors inter-se	Spouse of Mr. Atul Singh Tyagi, Managing Director of the Company
Shareholding of the Director	Nil

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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, 2019 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 ____ 2019

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.

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

36th Annual general Meeting on 30th September, 2019

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 36th Annual General Meeting of the Apoorva Leasing Finance and Investment Company Limited, Address “**Bawa Palace, U-38, Mother Dairy Road, Shakarpur, Delhi-110092**” on Monday, the 30th September, 2019.

(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.