

APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

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 37th Annual General Meeting (AGM) of the Members of Apoorva Leasing Finance And Investment Company Limited (“the Company”) will be held on Wednesday the 30th Day of **September, 2020** at 3:00 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 2020, 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 2020 and Auditor’s Report thereon.
2. To re-appoint Mrs. Anupama Singh Tyagi, Director liable to retire by rotation.
3. Reappoint M/s Pawan Nanak Bansal & Co as Statutory Auditor of the Company

SPECIAL BUSINESS

4. Re-appointment of Mr. Atul Singh Tyagi, as Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Board, consent of the members be and is hereby accorded for re-appointment of Sh. Atul Singh Tyagi (DIN: 01335008) as a Managing Director of the Company for a period of five years w.e.f. 1st October, 2021, i.e. after expiry of his present term, on the terms and conditions as set-out in the explanatory statement annexed thereto.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit, so as not to exceed the limits specified in section 197 read with Schedule V to the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

5. Appointment of Mr. Antriksh Singh (DIN: 07499360) as Director of the Company

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

“RESOLVED THAT Mr. Antriksh Singh (DIN: 07499360) who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice under Section 160(1) of the Act from the Member proposing his candidature for the office of the Director, be and is hereby appointed as a executive, Non Independent Director of the Company, liable to retire by rotation, with effect from 01st October, 2020 at a remuneration upto an amount of Rs. 5,00,000/- (Five lakh) Per annum.”

RESOLVED FURTHER THAT the above remuneration to be paid to Mr Antriksh Singh, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and is hereby jointly/severally authorized to do any acts, deeds, matters and things to give effect to this resolution.”

6. To approve the appointment of Mr. Akhil Kumar Upadhyay (DIN: 06516650) as an Independent Director

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

“RESOLVED THAT pursuant to the provision of Sections 149, 150 and 152 of the Companies Act 2013 including schedule IV thereof, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr Akhil Kumar Upadhyay, who was appointed as an Additional Director on 28th August, 2020 and who was submitted a declaration that he meets, the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member for proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 01st October, 2020.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Change in designation of Mrs. Anupama Singh Tyagi (DIN: 01064611) from Non-Executive to Executive Director of the company:

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

“RESOLVED THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company respectively, the consent of the Members of the Company be and is hereby accorded to change in the designation of Mrs. Anupama Singh Tyagi [DIN: 01064611] from Non-Executive Director to Executive Director of the Company, liable to retire by rotation of Directors, with effect from 01st October, 2020 at a remuneration upto an amount of Rs. 30,00,000/-(Thirty lakh) per annum.

RESOLVED FURTHER THAT the above remuneration to be paid to Mrs Anupama Singh Tyagi, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with the Registrar of Companies, NCT of Delhi and Haryana and to do all such acts and deeds as may be required to give effect to the above resolution.

Place: Delhi
Date: 28th August, 2020

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 Friday 25th day of September, 2020 to Wednesday the 30th day of September, 2020 (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 2019-20 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant.

Please note that SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, 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, 2020 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.

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. Wednesday, 23rd September, 2020 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 Sunday, 27th September, 2020 (09:00 AM) and ends on the close of Tuesday, 29th September, 2020 (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, 2020. 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 01.04.2019 to 31.03.2020 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.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.
4. Your User ID details will be as per details given below :
 - 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
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.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.
 - 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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.nsdl.com to reset the password.

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

Item No.3:

To fill the casual Vacancy caused by the resignation of M/s Ankur Vinod & Co.(FRN: 014415C), M/s Pawan Nanak Bansal, Chartered Accountants, FRN No. 008953C were appointed as Statutory Auditors of the Company by the members through Postal Ballot dated 17th April, 2020, to hold the office till the conclusion of AGM of the Company to be held in the year 2020. Accordingly present term gets completed on conclusion of this AGM.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Pawan Nanak Bansal & Co. Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2025.

The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

Item o. 4

Sh. Atul Singh Tyagi was appointed as Managing Director of the Company on 30th September, 2016 for a period of five years effective from 30th September, 2016 to 29th September, 2021. 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. Therefore pursuant to the provisions of Section 196 of the Companies Act, 2013, it is proposed to re-appoint him for a further period of 5 years after expiry of his present tenure.

The Board of Directors in its meeting held on 28th August, 2020, subject to the approval of shareholders, re-appointed Sh. Atul Singh Tyagi as Managing Director of the Company for a further period of five (5) years with effect from 30th September, 2021 at a salary up to an amount of Rs. 120 Lakhs P.A. which was recommended by the Nomination and Remuneration Committee and approved by the Board and Shareholder in previous AGM. Other terms and Conditions are remains same.

It is proposed to seek shareholder's approval for re-appointment of and remuneration payable to Sh. Atul Singh Tyagi as Managing Director of the Company in terms of applicable provisions of the Companies Act, 2013.

Therefore, the Board recommends the special resolution set out in the notice for approval by the shareholders.

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, 2020 are as under:

Particulars	Amount in Lakhs
Revenue	2181.67
Profit & Loss (Before Interest & Depreciation)	464.69
Less: Depreciation & Amortization Expenses	4.23
Less: Interest	5.22
Profit/Loss before Tax	455.24
Less: Current Tax	120.56
Less: Deferred Tax	0.02
Less: Excess/short Provision of earlier year tax	-0.19
Profit/Loss after Tax	334.85

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. 54.5 Lakh Annually.
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 and Mr. Antriksh Singh, Director of the Company

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 Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Smt. Anupama Singh Tyagi, and Mr. Antriksh Singh, Director of the Company.

Item No. 5

Mr. Antriksh Singh DIN: **07499360** was appointed as Additional Director of the company by the Board of Director on in accordance with the provisions of the section 161 of the companies Act, 2013, the above director holds office upto the date of the ensuing Annual General Meeting. Mr. Antriksh Singh, being eligible has offered himself for appointment as a Director. In this regard the company has received request in writing from a member proposing his candidature for appointment as a executive, Non independent director of the company in accordance with provisions of the Companies Act, 2013.

Further the Board of Directors in their meeting held on 28th August 2020, subject to approval of members, appointed Mr. Antriksh Singh as Director of the Company at a remuneration upto an amount of Rs. 5,00,000/- per annum as recommendation made by Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek shareholder's approval for appointment of Mr. Antriksh Singh as Director of the Company in terms of applicable provisions of the Companies Act, 2013.

Therefore, the Board recommends the Special resolution set out in the notice for approval by the shareholders.

None of Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise except Mrs. Anupama Singh Tyagi, Director and Mr. Atul Singh Tyagi, Managing Director of the Company.

Item No. 6

The Board of Directors of the Company at the meeting held on 28th August, 2020 based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Akhil Kumar Upadhyay as an Additional Director of the Company to hold the office till the date of the ensuing Annual General Meeting of the Company. Mr. Akhil Kumar Upadhyay possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and rules & regulations made thereunder.

The Board on the recommendation of the Nomination and Remuneration Committee considers that his continued association would be of benefit to the Company and it is desirable to continue to avail services of Mr. Akhil Kumar Upadhyay as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Akhil Kumar Upadhyay as an Independent Director, for a period of five years commencing from, 01 October, 2020 for approval by the shareholders of the Company. Mr. Akhil Kumar Upadhyay appointed by the Board as Independent Director of the Company, not liable to retire by rotation. Mr. Akhil Kumar Upadhyay is not related to any Director of the Company.

The Company has received a separate declaration to the Board that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI LODR Regulations, 2015 and he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. He also consented to act as an Independent Director. He is independent of the management of the Company.

The terms and conditions of the appointment of Mr. Akhil Kumar Upadhyay including the aforesaid documents shall be open for inspection by the members at the Registered Office of the Company. The terms and appointment for their appointment shall be available on the website of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Akhil Kumar Upadhyay and his/her relatives, are in any way, concerned or interested in the said resolution.

The Board recommends the aforesaid Resolution for approval by the Members of the Company as a Ordinary Resolution

Item No. 7

Members are apprised that Mrs. Anupama Singh Tyagi was appointed as Non-executive Additional Director of the Company in the Board meeting held on 13th February, 2016 and was regularized in the Annual General Meeting held on 30th September, 2016 as Non-executive Director of the Company liable to retire by rotation. She has shown her willingness to act as Executive Director of the Company.

The Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on 28th August, 2020 considering the vast experience of Mrs. Anupama Singh Tyagi in the field of Management and Business Development. Company has decided to avail her services on regular basis. Hence, the Committee & the Board of Directors have proposed to change her designation from Non-executive to Executive Director of the Company at a remuneration upto an amount of Rs. 30 lakhs P.A., other terms and conditions being unaltered. The change will take effect from 1st October, 2020 and requires the approval of shareholders in General Meeting by way of Special Resolution as per the provisions of Section 197 and Schedule V of the Companies Act, 2013 other applicable provisions of the Companies Act, 2013.

None of Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise except Mr Antriksh Singh, Director and Mr. Atul Singh Tyagi, Managing Director of the Company.

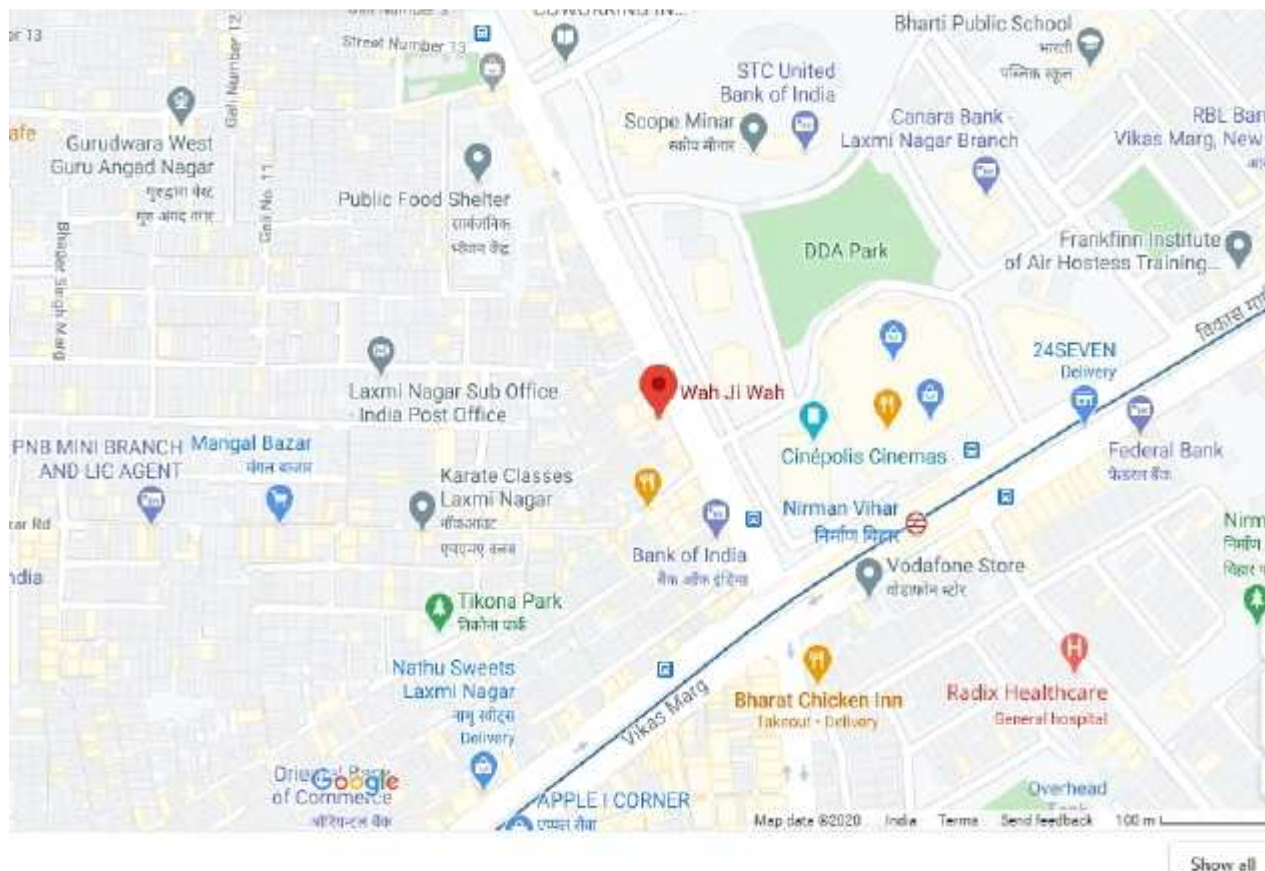
The Board recommends the aforesaid Resolution for approval by the Members of the Company as a Special Resolution

Place: Delhi
Date: 28th August, 2020

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

Sd/-
Pankaj Mishra
Company Secretary

Route Map for 37th 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	Mr. Atul Singh Tyagi	Mr. Antriksh Singh	Mrs. Anupama Singh Tyagi	Mr. Akhil Kumar Upadhyay
Date of Birth	10-07-1965	12-03-1998	24-10-1966	20-03-1989
Date of First Appointment	13-02-2016	28-08-2020	13-02-2016	28-08-2020
Brief Resume & Nature of expertise	Mr. Atul Singh Tyagi, aged 55 years Managing Director cum CFO of the company, is master in Economics and Law graduate from Delhi University. After starting his career way back in 1990 as an Assistant Company Secretary in Oswal Agro Industries Ltd. , he had worked with M/s Integrated Financial Services Ltd. as an Associate Vice President . From 1993 till 1996 he managed a number of public issues through his company M/S Times capital services Private Limited a SEBI approved merchant banking company. Since then he has had vast exposure in various fields including Financial Services, Cold storage, Hospitality, Gas, Trading of Commodities and Construction. He is related to Mrs. Anupama Singh Tyagi, Director of the Company.	Graduated from Amador Valley, Pleasanton, C.A., U.S.A.. He has 3 years experience in Finance industry	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 27 years of rich experience.	He is associated with Ridhi Sidhi Buildwell Pvt Ltd, Rkat Infracon Consultancy Pvt Ltd., V.B. Contractors & suppliers Pvt Ltd and Opinesurf Consultancy Pvt Ltd since 2016. He has 10 years of experience in Finance Industry
Name of the other listed Companies in which he holds directorships	None	None	None	None
Name of the Committees of Companies in which he holds membership	None	None	None	None
Shareholding in the Company	7,15,000 Equity Share	Nil	Nil	Nil
Last drawn Salary	Rs 54.5 lakh per annum	NA	Nil	NA
No of Board Meeting attended during FY 2019-20	Given in corporate Governance Report	NA	Given in corporate Governance Report	NA
Relationship with Director and KMP	Related with Mrs. Anupama Singh Tyagi and Mr. Antriksh Singh, Director	Related with Mr. Atul Singh Tyagi, MD and Mrs. Anupama Singh Tyagi, Director of the Company	Related with Mrs. Anupama Singh Tyagi and Mr. Antriksh Singh, Director	Not related with any Directors

APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

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

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

PH # 0120 - 4372849

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, 2020 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			
5			
6			
7			

*Applicable for investors holding shares in Electronic form.

Affix
Revenue
Stamp

Signed this ____ day of ____ 2020

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.

APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

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PH # 0120 - 4372849

ATTENDANCE SLIP

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

37th Annual general Meeting on 30th September, 2020

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 37th Annual General Meeting of the Apoorva Leasing Finance and Investment Company Limited, Address "Marvel Hall, B-35, Gurunanakpura, Laxmi Nagar, Delhi-110092" on Wednesday, the 30th September, 2020.

(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.