

APOORVA LEASING FINANCE & INVESTMENT COMPANY LIMITED

AGENDA

BOARD MEETING

Scheduled on Tuesday, the 14th Day of August, 2018, 03.00 PM

APOORVA LEASING FINANCE & INVESTMENT COMPANY LIMITED
CIN-L74899DL1983PLC016713; E-mail id: office.apoorva@gmail.com
Corporate Office:-C-1/9, Sector-31, Noida-201301

Serial No. of the Meeting	BM-04/2018-19
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NOTICE

Dear Sir/ Madam,

Notice is hereby given that the meeting of Board of Directors of the Company is scheduled to be held on Tuesday, the 14th Day of August, 2018, 03.00 PM at C-1/9, Sector-31, Noida – 201301, to transact the businesses as detailed in the Agenda papers enclosed.

Please make it convenient to attend the meeting.

Thanking you,

For **APOORVA LEASING FINANCE & INVESTMENT COMPANY LIMITED**

Nikita Rohilla
(Company Secretary)
Membership No A50093
Encl: a/a

Date: 1st August, 2018

AGENDA

Date : 14 th August, 2018 Day : Tuesday Time : 03.00 P.M. Place : Noida	BOARD MEETING No.-BM-04/2018-19
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Agenda Item No.1.

To elect Chairman of the Meeting.

Agenda Notes:

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

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

Agenda Item No.2.

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

Agenda Notes:

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

The Board is requested to take note of the same.

Agenda Item No.3.

To confirm the minutes of previous meeting of the:

- Board of Directors held on 1st June, 2018,
- Audit Committee held on 30th May, 2018

Agenda Notes:

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

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

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

Agenda Item No.4.

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

Agenda Notes:

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

The Board is requested to take note of the same.

Agenda Item No.5.

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

Agenda Notes:

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

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

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

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

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

The Board is requested to take note of the same.

Agenda Item No. 6

Approval of Unaudited Standalone & Consolidated Financial Results for the quarter ended on 30th June, 2018 and compliance of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Agenda Notes:

The Unaudited Standalone & Consolidated Financial Results for the quarter ended on 30th June, 2018 prepared in compliance of Regulation 33(1) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (herein after referred to as “the said regulations”) are required to be reviewed by Audit Committee and taken on record by the Board of Directors of the Company within a period of 45 days from the end of the quarter in terms of Regulation 33(3)(a) of the said regulations.

The Chairman of the Audit Committee may highlight the points discussed at the Audit Committee Meeting on the accounts of the Company. The Board is requested to take note of the review made by the Audit Committee of the Unaudited Financial Results for the quarter ended 30th June 2018.

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

The Unaudited Financial results for the quarter ended 30th June, 2018 shall be tabled before the meeting. The said results are subject to Limited Review by the Auditors of the Company.

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

“RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Unaudited Standalone and Consolidated Balance Sheet for the quarter ended 30th June, 2018 and Statement of Profit & Loss for the same period tabled before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved.

FURTHER RESOLVED THAT pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Unaudited Financial results for the quarter ended 30th June, 2018 taken on record be signed by the Chairman, and submitted to the Stock Exchanges where shares of the Company are listed and the required results be released for publication in the newspapers.”

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

Agenda Item No. 7

To approve and take note of all Proposed related party transactions, for the quarter ended till 30th June, 2018.

To approve proposed material related party transactions as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of shareholders of the Company.

Agenda Notes:

As per Listing Regulations, all the material related party transactions shall require approval of shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution.

As per Listing Regulations, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the latest audited financial statements of the Company.

A gist of the proposed transactions/contracts in which Director(s) are interested, for the quarter ended till 30th June, 2018 will be placed before the Board along with recommendation/review report of the Audit Committee as per applicable provisions of the Listing Regulations.

A gist of the Material transactions/contracts in which Director(s) are interested along with recommendation/review report of the Audit Committee as per applicable provisions of the Listing Regulations for the financial year 2018-19 will be placed before the Board.

The Board is further requested to take note the same and take on record subject to approval of shareholders in the ensuing AGM.

"RESOLVED THAT pursuant to provisions of Section 188(1)(f) of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of SEBI (LODR) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the Board of Directors of the Company be and is hereby accorded to the proposed transaction between Company and other related parties as mentioned in the statement placed before the Board on the terms and conditions as may be decided by the Board of Directors and Audit Committee keeping in mind the best interest of the Company and agreed by the related party (s).

RESOLVED FURTHER THAT all Whole-time Directors and Company Secretary of the Company be and are hereby individually authorized to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution."

The Board is requested to consider the same.

Agenda Item No. 8

To review and take note of related party transactions, for the quarter ended 30th June, 2018 and to sign the Related Party Register maintained u/s 189 of the Companies Act, 2013.

Agenda Notes:

After review by Audit committee of the related party transactions (as required by Schedule II Part C (A)(4)(f) of the Listing regulations, 2015, a gist of the transactions/contracts in which Director(s) are interested, for the quarter ended 30th June, 2018 will be placed before the Board. The Board will be requested to take note of the same.

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

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

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

Agenda Item No. 10

To take note of compliances complied with for the quarter ended 30th June, 2018 under applicable laws, rules and regulations and steps taken for the rectification.

Agenda Notes:

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

The Company Secretary will place before the board for its review the said Compliance report for the quarter ended 30th June 2018. The Board is requested to take note of the same.

The details of the quarterly compliance done during the quarter ending 30th June 2018 is as follows

1. Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories & Participants) Regulation, 1996 dated 28th July, 2018 for the quarter ended 30th June, 2018 issued by a Practicing Company Secretary, New Delhi has been send to the stock exchanges and a copy will be placed before the Board..
2. As per the Regulation 27(2) of the Listing Regulation, the Company shall submit a quarterly Corporate Governance compliance report to the stock exchanges within 15 days from the close of quarter in the prescribed format signed by the Compliance Officer of the Company. The Certificate of Compliance report has already been submitted to NSE & BSE for the quarter ended 30th June 2018. A copy of the same will be placed before the Board.

3. A Declaration under Prohibition of Insider Trading Regulations, 2015 from all the designated employees has been received for the quarter ended 30th June, 2018. The necessary disclosures shall be placed before the Board for its consideration.
4. The shareholding pattern of the Company for the quarter ended 30th June, 2018 as per Regulation 31 of Securities and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Regulations has been submitted on 17th July, 2018 to BSE and NSE, the Stock Exchanges where the shares of the Company are listed. A copy of the same will be placed before the Board.

The Board is requested to take note of it.

Agenda Item No. 11

To take note of the information to be provided to the Board as per Regulation 17(7), Part A of Schedule II of the Listing Regulation for the quarter ended 30th June, 2018.

Agenda Notes:

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

The Company Secretary will place before the Board the required information for the quarter ended 30th June, 2018.

1. Annual operating plans and budgets and any updates.

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

2. Capital budgets and any updates.

Capital Budget for the quarter ended 30th June, 2018 shall be placed before the Board and the same shall be reviewed. The budgeted figures shall be compared with the actual capital expenditure and the deviations shall be discussed at the meeting. Further the Capital Budget for the next quarter shall be discussed and reviewed by the Board. Mr. Atul Singh Tyagi, CFO of the Company will apprise the Board Members on the same.

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

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

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

Minutes of all Committee meetings of the Directors held on and after 30th May, 2018 have already been covered in the Agenda Item No.3.

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

No appointment or removal was done during the last quarter.

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

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

7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.

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

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

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

10. Details of any joint venture or collaboration agreement.

No joint venture or collaboration has been entered into during the quarter-ended 30th June 2018 as confirmed by the Certificate received for the same from AGM (Legal).

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

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

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

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

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

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

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

Details of Foreign Exchange exposures for the quarter ended 30th June 2018 will be placed before the Board.

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

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

The Board is requested to take note of the same

Agenda Item No. 12

To take note of the statement of investor complaints filed with the stock exchange for the quarter ended 30th June, 2018.

To take note of Transfers, Transmissions, Splits etc during the quarter ended 30th June, 2018 and status of redressal of Investors Complaints.

Agenda Notes:

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

Company has received NIL Complaints for the quarter ended 30th June, 2018, statement of the same has already submitted to Concerned Stock Exchange dated 07th July, 2018.

In terms of Regulation 40(2) a report of the Compliance officer related to all the transfers, split, Demat, Remat during the quarter ended 30th June, 2018 is to be placed before the board.

The Company Secretary will place before the board status of transfers, transmissions, dematerialization etc. of shares for the quarter ended 30th June, 2018.

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Details of Transfer, Split, Demat, Remat etc. status for the quarter ended 30th June, 2018 are as follows :

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

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

The Board is requested to take note of it.

Agenda Item No. 13

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

Agenda Notes:

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

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

Agenda Item No. 14.

To take note of the Auditor's Certificate on Corporate Governance.

Agenda Notes:

As per the requirement of Regulation 34(3) read with sub clause E of Schedule V of the Listing Obligation and Disclosure Requirements, 2015, Auditor shall provide a Compliance Certificate regarding compliance with the conditions of Corporate Governance of the Company.

The Company Secretary of the Company will place before the Board abovementioned certificate received from the Statutory Auditor of the Company.

The Board is requested to take note of the above.

Agenda Item No. 15.

To take note of re-appointment of Anupama Singh Tyagi, Director of the Company, retiring by rotation u/s 152 of the Companies Act, 2013.

Agenda Notes:

In accordance with the provisions of the Section 152 of the Companies Act, 2013, and the Articles of Association of the Company, at least one-third of the directors are to be retired by rotation every year.

Mrs. Anupama Singh Tyagi, Director of the Company is liable to retire by rotation in the ensuing Annual General Meeting.

In accordance with the same the resolution for their reappointment by rotation as per Section 152 of the Companies Act, 2013, will be placed before the shareholders in the ensuing Annual General Meeting.

The Board is requested to take note of the same.

Agenda Item No. 16

To consider Closure of Register of Members & Share Transfer Books of the Company.

Agenda Notes:

According to the provisions of Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules 2014, the Company is required to close its Register of Members for a total period of 45 days in each year but not exceeding 30 days at any one time.

As per Regulation 42 of SEBI (LODR) Regulations, the share transfer books are required to be closed for the purpose of declaration of dividend and at least once in a year at the time of Annual General Meeting and the intimation of the same is also to be given to the stock exchange atleast 7 working days in advance. Therefore in compliance with the provision of law, the Register of Members is proposed to be closed.

The following resolution is proposed to be passed:

“RESOLVED THAT the Register of Members and Share Transfer Books of the Company be closed from 27.09.2018 to 29.09.2018 (both days inclusive) for the purpose of Annual General Meeting and that Mr. Atul Singh Tyagi, Managing Director and Ms. Nikita Rohilla, Company Secretary be and are hereby severally authorized to give notice by advertisement in newspapers in the manner provided in Section 91 of the Companies Act 2013 read with rule 10 of the Companies (Management and Administration) Rules 2014 and to intimate the concerned stock exchange and to do all such acts, deeds and things that may be required in this regard.”

The Board is requested to take note of the same.

Agenda Item No 17

To fix date, place, time for the Annual General Meeting.

Agenda Notes:

As per Section 96 of the Companies Act, 2013, the Board has to decide date, time and place for the Annual General Meeting which is to be held on or before expiry of six months from the end of the financial year.

The following resolution was passed:

“RESOLVED THAT, the ensuing Annual General Meeting of the Company will be held on Saturday, the 29th September 2018 at “The Pluto’s”, Aruna Asaf Ali Marg, Vasant Kunj, New Delhi- 110067 at 3:00 PM.

FURTHER RESOLVED THAT, the Board or any other person as may be authorized by the Board be and is hereby authorized to do or carry out such acts or deed or sign any document as may be necessary for the aforesaid purpose.

Agenda Item No 18

To decide the cut- off date for e-voting.

Agenda Notes:

As per Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, a person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in general meeting. Cut-off date for this means a date not earlier than 7 days before the date of Annual General Meeting.

Therefore in compliance with the provision of law, the Cut-off date for determining the voting eligibility in the ensuing AGM is proposed to be fixed as Saturday, the 22nd September, 2018.

The Board is requested to take note of the same.

Agenda Item No. 19

Appointment of Scrutinizer for e-voting process for the AGM & also for the Poll to be conducted at the AGM.

Agenda Notes:

As per the requirements of Section 108 of the Companies Act read with rule 20 of the Companies

(Management and Administration) Rules 2014 and Secretarial Standard-2, every listed Company shall provide its members facility to exercise their vote at any general meeting by electronic means, the conduct and the results thereof is to be scrutinized by a Scrutinizer appointed by the Company.

The Company in pursuance of the above has appointed CS Dharamveer Dabodia, Practicing Company Secretary as Scrutinizer for the ensuing Annual General Meeting.

The following resolution is proposed to be placed before the board for its approval.

“RESOLVED THAT CS Dharamveer Dabodia, Practicing Company Secretary, who has shown his willingness and given consent to act as Scrutinizer be and is hereby appointed as scrutinizer on such terms and conditions as mutually decided, to conduct the ensuing Annual General Meeting of the Company in fair and transparent manner.”

“FURTHER RESOLVED THAT, Mr. Atul Singh Tyagi or Ms. Nikita Rohilla be and are hereby severally authorized to receive the scrutinizer’s register, report on e-voting and other related papers with requisite details.

The same will be taken on record by the Board.

Agenda Item No. 20

To give authorization to attend AGM of subsidiary(s) of the Company.

Agenda Notes:

Section 113 of the Companies Act, 2013 requires an authorization from the Board of the Body Corporate if it is a member of another company, to attend any general meeting of that Company. Such authorization will facilitate the authorized person to exercise the same rights and powers on behalf of the Company which he represents as that company could exercise if it were an individual member of the Company.

Therefore, the Board proposes to provide its authorization to attend meeting of its subsidiary Companies.

The following resolution is proposed to be placed before the Board for its approval.

(a) Authorization for Yukati E Services Limited and Summer InfoTech Pvt. Ltd.

“RESOLVED THAT, pursuant to Section 113 of the Companies Act 2013, Mr Atul Singh Tyagi be and is hereby authorized to attend and vote either personally or through proxy at the ensuing Annual General Meeting of Yukati E Services Limited and Summer InfoTech Pvt. Ltd.”

The Board is requested to take note of the above.

Agenda Item No. 21

Appointment of NSDL as e-voting agency to facilitate e-voting for the ensuing AGM.

Agenda Notes:

As per Regulation 44 of the Listing Obligations and Disclosure Requirements, 2015 and rule 22 of the Companies (Management and Administration) Rules 2014, which mandates the Company to provide its members an option to vote by electronic means along-with physical ballot form, have to appoint any of the agencies as prescribed by SEBI to facilitate e-voting.

Further, as per Section 108 read with rule 20 of the Companies (Management and Administration) Rules of the Companies Act, 2014, a member have the option to vote through electronic means, at any general meeting of the Company.

In terms of the said rules, the Company has appointed NSDL as its agency to facilitate e voting.

The following resolution is proposed to be placed before the Board for its approval:

“RESOLVED THAT National Securities Depositories Limited (NSDL), be and is hereby appointed as agency to facilitate e-voting at the ensuing Annual General Meeting of the Company.

FURTHER RESOLVED THAT consent of the Board be and is hereby accorded to authorize Mr. Atul Singh Tyagi, Managing Director or Ms.Nikita Rohilla, Company Secretary of the Company to sign any agreement, documents and to do such acts in respect of the aforesaid.”

Agenda Item No. 22

To discuss & adopt Secretarial Audit Report and discuss the reply on the adverse remark of Secretarial Auditor

Agenda Notes:

The Secretarial Auditors’ Audit report of the Company along-with draft Board’s reply on the adverse remark for the financial year ended 31st March 2018 will be placed before the Board for its discussion and adoption.

As per the Section 204 of the Companies Act, 2013, the Secretarial Auditor report will be accompanied with the Board’s Report of the Company.

The compliance of the same shall be taken note of.

The following resolution is placed for your consideration

“RESOLVED THAT the Secretarial Auditor report and Board’s reply on Adverse Remark for the

Financial Year ended 31st March 2018 be and is hereby adopted.”

The Board is requested to take note of the same.

Agenda Item No. 23

To take up questions raised, if any by the shareholders.

Agenda Notes:

The Company Secretary of the Company will inform the Board members that as per Regulation 4 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enumerating RIGHTS of shareholders to ask questions to the Board of directors, to place items, on the agenda of general meetings and to propose resolutions.

In view of the above, the Board will be informed that a newspaper publication has been issued inviting the shareholders of the company to submit their questions/agendas, if any received to be discussed in the Board meeting.

She will place the agenda items or questions, if any raised by the shareholders.

The members are requested to take note of the same.

Agenda Item No 24

To consider and approve draft Directors' Report and Management Discussion and Analysis Report and Report on Corporate Governance.

Agenda Notes:

As per Section 134 of the Companies Act, 2013, a report by the Directors of the Company with respect to the matters specified therein and in any other section of the Companies Act, 2013, is required to be attached to every balance sheet laid in the Annual General Meeting.

Further pursuant to Schedule V to regulation 34 Listing Obligations and Disclosure Requirements, 2015, a report on Corporate Governance and Management Discussion Analysis Report as a part of or as an addition to the Directors' Report, forms part of the Annual Report. The same for the year 2017-18 contains a detailed discussion on industry perspective, the Organizational strengths, weakness and the core competent areas for the improvement and other aspects of the Company.

The draft of the Directors' Report along with the report on Corporate Governance and Management Discussion and Analysis Report will be placed before the Board for its consideration and approval.

The following resolution is placed for your approval:

“RESOLVED THAT pursuant to Section 134 of the Companies Act 2013, the draft of the Directors Report for the year 2017-18 as placed before the Board, along with the Management Discussion and Analysis Report and a Report on Corporate Governance in pursuance to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forming inherent part thereof be initialed by the Chairman for the purpose of identification be and is hereby considered and approved by the Board.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally/jointly authorized to sign the said report on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to provisions stipulated under sub section 3 of Section 179 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, Mr. Atul Singh Tyagi, Managing Director of the Company, be and is hereby authorized to file the resolution with the Registrar of Companies, Ministry of Corporate Affairs along with requisite e-Form.”

The same will be discussed, approved and taken on record by the Board.

Agenda No. 25

To approve the Draft Annual General Meeting Notice of the company.

Agenda Notes:

It is proposed to hold Annual General Meeting of the Company for the adoption of accounts for the Financial year ending 31st March 2018 and other ancillary matters for the approval of shareholders. Section 101 of the Companies Act, 2013 requires every notice of the general meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting. A draft notice in line with section 101 and 102 of the Companies Act, 2013 for the ensuing AGM will be placed before the board for its approval.

The Board would consider the same and following resolution will be placed for the consideration and approval by the Board:

“RESOLVED THAT the Annual General Meeting of the Company to be convened on Saturday, the 29th day of September 2018 at 3.00 PM at “The Pluto’s”, Aruna Asaf Ali Marg, Vasant Kunj, New Delhi-110067 and that the draft notice(in compliance of section 101 of The Companies Act, 2013) in respect thereof be placed at the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and that Mr. Atul Singh Tyagi, Managing Director or Ms. Nikita Rohilla, Company Secretary of the Company be and are hereby severally authorized to issue the said notice to the members of the Company and also to others entitled to receive the notice and to do all such acts, things and deeds that may be necessary and incidental thereto.”

The same will be taken on record by the Board

Agenda No. 26

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

Vote of Thanks.

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

Thanking You.

APOORVA LEASING FINANCE & INVESTMENT COMPANY LIMITED
CIN-L74899DL1983PLC016713; E-mail id: office.apoorva@gmail.com
Corporate Office:-C-1/9, Sector-31, Noida-201301

Notes