

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

16th August, 2023

To

Department of Corporate Affairs-Listing
Bombay Stock Exchange Limited
PJ Towers, Dalal Street,
Mumbai-400001

Sub: Notice of 40th Annual General Meeting

Ref: Scrip Code: 539545

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III Part A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are enclosing herewith a copy of notice for convening 40th Annual General Meeting of the Company which is scheduled to be held on Thursday, the 28th Day of September, 2023 at 02:30 PM at, “Marvel Hall”, B-35, Gurunanak Pura, Laxmi Nagar, Delhi-110092 to transact the Businesses as set out in the Notice.

Further, Pursuant to the Regulation 42 of SEBI (Listing Disclosure and Obligation Requirements Regulation 2015, The Register of Members and Share Transfer Books of the Company will be closed from Friday 22nd day of September, 2023 to Thursday, 28th day of September, 2023 (both days inclusive) for the purpose of AGM.

As per section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members the facility to cast their Vote(s) on all resolutions set forth in the Notice by electronic means (“E-voting”). The Remote E-voting Period begins on Monday, 25th September, 2023 (09:00 AM) and ends on the close of Wednesday, 27th September, 2023 (5.00 PM). The instructions for E-voting are mentioned in the notice attached.

You are requested to kindly take note of the above.

Thanking You

For and on behalf of

M/s Apoorva Leasing Finance and Investment Company Limited

Nitin Dubey

Company Secretary & Compliance Officer

NOTICE TO THE MEMBERS

NOTICE is hereby given that 40th Annual General Meeting (AGM) of the Members of Apoorva Leasing Finance And Investment Company Limited ("the Company") will be held on Thursday the **28th Day of September, 2023** at 2:30 PM at "Marvel Hall", B-35, Gurunanakpura, Laxmi Nagar, Delhi-110092, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - i. the Standalone Audited Balance Sheet as at 31st March 2023, 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 2023 and Auditor's Report thereon.
2. To re-appoint Mr. Antriksh Singh, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 45th Annual General Meeting and to fix their remuneration

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

"RESOLVED THAT pursuant to provisions of Section 139, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Singhal & Gupta, Chartered Accountants (FRN: 030703C), be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting of the Company and on a remuneration as mutually agreed and reimbursement of actual expenses that may be incurred by the auditors in the performance of their duty as auditors of the company."

FURTHER RESOLVED THAT any of the Directors and/or Company Secretary of the Company, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

SPECIAL BUSINESS

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

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

"RESOLVED THAT pursuant to the provisions of Section 185, 188, 179 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and pursuant to the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance loan(s), including loan represented by way of Book Debt (the "Loan") and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Avancer Infrasolution LLP, being an entity(s) under the category of 'a person in whom any of the director of the company are interested' as specified in the explanation to Sub-section 2 of the said Section 185, upto an aggregate amount not exceeding Rs. 50 Crore (Rupees Fifty Crore) in one or more tranches.

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

5. To Alter Object Clause of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. The existing Main Objects of Clause III (A) titled as “THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION” be altered by adding the following new Clauses as Clause Number (9),(10), (11) , (12) (13) & (14) after existing Clause (8) as under:

“(9) To do the business of sale and purchase of land and buildings, farms and outhouses, other real estates, and to act as Real Estate Agents Landlords, Contractors and to buy, sell, mortgage, grant licence, let, easement of any properties of the Company.

(10) To carry on the business of Contractors of Buildings, Constructional Engineers and Architects.

(11) To carry on all or any of the business of builders and contractors, architects, decorators, merchants and dealers in stone, sand, lime, bricks, cement, timber, hardware and other building materials and acting as house agents.

(12) To carry on the business of builders, contractors, erectors, constructors of buildings, houses, apartment structures or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships. holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating furnishing and maintaining of structures. flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and conveniences to purchases for development, houses buildings. structures and other properties of any tenure and any interest thereto and purchase, sell and deal in freehold and leasehold land and in purchase, sell, lease, hire, exchange or otherwise deal in land and house's property and other property whether real or personal and to turn the same into account as may seem expedient and to carry on business as developers and land buildings immovable properties and real estates by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories warehouse, shops, wharves buildings works and conveniences and by consolidating, connecting and subdividing immovable properties and by leasing and disposing off the same.

(13) To carry on the business of providing loan to Individuals, Co-operative Societies, Association of Persons, Companies or Corporations or such other persons or entities for any purpose, upon such securities and on such other terms and conditions as the Company may think fit and proper.

(14) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made.”

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, to the extent of merging existing Clause III B titled "Objects ancillary or incidental to the attainments of the Main Objects" and existing Clause III C titled 'Other objects' of the Memorandum of Association, into new Clause III (B) to be titled 'Matters which are necessary for furtherance of the objects and consequently re-numbering as may be appropriate."

RESOLVED FURTHER THAT Board of Directors and/or Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

6. Regularization of an Additional Director, Mr. Vasu Gambhir (DIN: 09817103) as a Non- Executive Non-Independent Director

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

"**RESOLVED THAT** Mr. Vasu Gambhir (DIN: 09817103), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 04/04/2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Vasu Gambhir who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 04/04/2023 to 04/04/2028.

RESOLVED FURTHER THAT Board of Directors and/or Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

7. Regularization of an Additional Director, Mr. Sanjay Kumar (DIN: 03379421) as a Non- Executive Non-Independent Director

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

"**RESOLVED THAT** Mr. Sanjay Kumar (DIN: 03379421), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 04/04/2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

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

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

PH # 0120 - 4372849

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Vasu Gambhir who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 04/04/2023 to 04/04/2028.

RESOLVED FURTHER THAT Board of Directors and/or Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

Place: Delhi
Date: 14-08-2023

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

Sd/-
Nitinandubey
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 22nd day of September, 2023 to 28th day of September, 2023 (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 i.e. 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 2022-23 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant .

In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the 40th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.apoorvaleasingfinance.com and website of the BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

17. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification at the meeting.

18. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Compliance Officer at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.

19. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. Thursday, September 21, 2023 and the person who is not a member as on the cut-off date should treat this notice for information purpose only.

20. The voting period commence on Monday, 25th September, 2023 (09:00 AM) and ends on the close of Wednesday, 27th September, 2023 (5.00 PM). The e- voting module shall also be disabled by NSDL for voting thereafter. For detailed procedure and manner of E-Voting, please refer the instructions of E-Voting Form Forming part of this notice.

21. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e- voting will be announced at both the registered office and corporate office on September 29, 2023. The results of the e-voting will be posted on

the Company's website www.apoorvaleasingfinance.com as well as on the website of Agency i.e. NSDL immediately after the results declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to the stock exchanges where the Company's shares are listed.

22. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.

23. In case of any grievances connected with voting by electronic means then concerned person can contact Mr. Nitin Dubey on the following contact Number: 0120-4372849.

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

25. Members may note that the notice of the annual General Meeting and the Annual Report for the Financial Year 01.04.2022 to 31.03.2023 will also be available on the company's website www.apoorvaleasingfinance.com and on the website of the Registrar and Share Transfer Agent of the Company, www.bigshareonline.com for download. The physical copies of the aforesaid documents will also be available at the Company's Corporate office address at Noida for inspection during the normal business hours on all working day Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the company's investor email id: apoorvaleasing@gmail.com.

26. The register of director and Key Managerial Personnel and their Shareholding, maintained under section 170 of the Companies Act, 2013 and the register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the company at the meeting.

27. KYC updation for physical members: SEBI vide its circular number SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 mandated for furnishing of details of PAN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited document/details are not available on or after October 01, 2023, shall be frozen by the Registrar and Share Transfer Agent of the Company (RTA) and you will be eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents/details as mentioned herein (12) above and shall also be eligible for receipt of dividend in respect of such frozen folios, only through electronic mode with effect from April 1, 2024 upon receipt of such communication by the Company and furnishing of the complete documents /details as mentioned herein (12) above in this regard. If such folios continue to remain frozen as on December 31, 2025, thereafter, the same to be reported to administrative authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship/consequences as above. For facilitating to update their aforesaid KYC details, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, SH13 and SH14, as applicable, on its website viz. www.apoorvaleasingfinance.com. Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company for updating the details.

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

The remote e-voting period begins on Monday, 25 September, 2023 at 9:00 A.M. and ends on Wednesday, 27th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2023.

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




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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

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

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.spranjan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to apoorvaleasing@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to apoorvaleasing@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Place: Delhi

For and on behalf of

Date: 14th August, 2023

Apoorva Leasing Finance & Investment Company Limited

Sd/-
Nitin Dubey
Company Secretary

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

Item No. 3

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 07th February, 2017, accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) up to an aggregate amount not exceeding Rs. 300 Crore (Rupees Three Hundred Crore Only). In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement. M/s Avancer Infrsolution LLP is related party to Apoorva Leasing Finance and Investment Company Limited.

Further, the Proposed Loan qualifies as a 'Material Related Party Transaction' as per Regulation 23(1) of SEBI LODR. Therefore as per Regulation 23 of SEBI LODR, a Material Related Party Transaction requires approval of the members of the company through a resolution. M/s Avancer Infrsolution LLP is an entity covered under the category of a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for providing of Loan(s) to, and/or giving of guarantee(s),and/or providing of security(ies) in connection with any Loan taken/ to be taken by M/s Avancer Infrsolution LLP of an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores) on terms and conditions as may be mutually agreed upon and necessary delegation of authority to the Board for this purpose. The audit Committee of the Company, at its meeting held on 14th August, 2023 approved the proposed Loan subject to the approval of the Board of Directors and fulfilment of other requirements, if any. Further, the Board of Directors of the Company, at its meeting held on 14th August, 2023 approved the proposed Loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any. Your Directors recommend the resolution set out to be passed as a special resolution by the members.

Except Mr. Atul Singh Tyagi, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 4

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The "Main Object" clause of the Memorandum of Association of the Company, is being amended by adding the new Clauses as Clause Number (9), (10), (11), (12), (13) & (14) after existing Clause (8).

Further The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – 'Other Objects' with Clause III(B) – 'Objects Ancillary or Incidental to the attainment of the Main Objects' . This will result in the existing clause III (C)– Other objects of the Memorandum of Association of the Company to be deleted in its entirety.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the corporate office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No. 5

The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mr. Vasu Gambhir as an Additional Director under the category of Independent Director with effect from April 04, 2023. Pursuant to Section 161 of the Companies Act 2013, read with applicable articles of the Articles of Association of the Company. He holds office as an Additional Director of the Company up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice pursuant to Section 160 of the Companies Act 2013 from a Member proposing his candidature for the office of Director of the Company at the forthcoming Annual General Meeting. The Board commends to the Members his appointment as a Director of the Company. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Vasu Gambhir has given declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. Mr. Vasu Gambhir is a Non-Executive Director and considered as an Independent based on the declaration received under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vasu Gambhir is now being placed before the Members for their approval. The Board recommends the Resolutions set out at Item No. 5 of the accompanying Notice for acceptance by the Members. Except Mr. Vasu Gambhir and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and their respective relatives is in anyway, concerned or interested, in the resolution set out at Item No. 5 of this Notice. The Board recommends the Resolution as stated at Item No. 5 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

Item No. 6

The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mr. Sanjay Kumar as an Additional Director under the category of Independent Director with effect from April 04, 2023. Pursuant to Section 161 of the Companies Act 2013, read with applicable articles of the Articles of Association of the Company. He holds office as an Additional Director of the Company up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice pursuant to Section 160 of the Companies Act 2013 from a Member proposing his candidature for the office of Director of the Company at the forthcoming Annual General Meeting. The Board commends to the Members his appointment as a Director of the Company. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sanjay Kumar has given declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. Mr. Sanjay Kumar is a Non-Executive Director and considered as an Independent based on the declaration received under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sanjay Kumar is now being placed before the Members for their approval. The Board recommends the Resolutions set out at Item No. 5 of the accompanying Notice for acceptance by the Members. Except Mr. Sanjay Kumar and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and their respective relatives is in anyway, concerned or interested, in the resolution set out at Item No. 5 of this Notice. The Board recommends the Resolution as stated at Item No. 5 of the Notice for approval of the Members of the Company as an Ordinary Resolution.

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

Place: Delhi

For and on behalf of

Date: 14th August, 2023

Apoorva Leasing Finance & Investment Company Limited

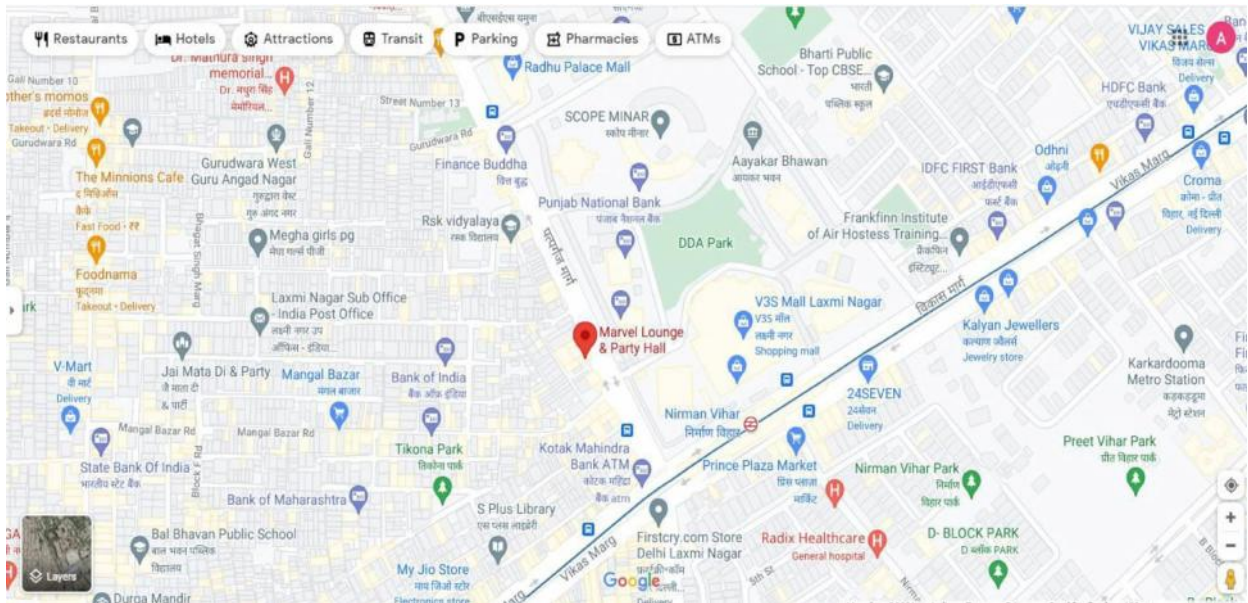
**Sd/-
Nitin Dubey
Company Secretary**

Annexure to Notice

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

Director's Name	Mrs. Antriksh Singh
Date of Birth	12-03-1998
Date of First Appointment	28-08-2020
Brief Resume & Nature of expertise	Mr. Antriksh Singh has 4 year's experience in Finance industry. He Graduated from Amador Valley, Pleasanton, C.A., U.S.A.
Name of the other listed Companies in which he holds directorships	None
Name of the Committees of Companies in which he holds membership	None
Shareholding in the Company	Nil
Last drawn Salary	Nil
No of Board Meeting attended during FY 2022-23	Given in corporate Governance Report
Relationship with Director and KMP	Mr. Antriksh Singh is son of Mr. Atul Singh Tyagi, Managing Director of the Company.

Route Map for 40th Annual General Meeting of the Company



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 40th Annual General Meeting of the company, to be held on the 28th day of September, 2023 at 2:30 p.m.. at Marvel Hall, B-35, Gurunanakpura, Laxmi Nagar, Delhi-110092 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 ____ 2023

Signature of shareholder Signature of Proxy holder

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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
40th Annual general Meeting on 28th September, 2023

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 40th Annual General Meeting of the Apoorva Leasing Finance and Investment Company Limited, Address "Marvel Hall, B-35, Gurunanakpura, Laxmi Nagar, Delhi-110092" on Thursday, the 28th September, 2023.

(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.