

**APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED**  
**Regd. Off.: 13/331, Third floor, Geeta Colony, Delhi-110031**  
**Corp. Off.: C-1/9, Sector-31, Noida, U.P-201301**  
**CIN No. L74899DL1983PLC016713 Email : [apoorvaleasing@gmail.com](mailto:apoorvaleasing@gmail.com)**  
**website: [www.apoorvaleasingfinance.com](http://www.apoorvaleasingfinance.com)**  
**PH # 0120- 2457959, 0120 - 4372849**

### **NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that 33<sup>rd</sup> Annual General Meeting of the Members of Apoorva Leasing Finance And Investment Company Limited will be held on Friday the **30<sup>th</sup>** day of **September 2016** at 04:00 PM at "The Pluto's", Aruna Asaf Ali Marg, Vasant Kunj, New Delhi-110067 to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt (a) the Standalone Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon (b) the audited consolidated financial statements of the company for the financial year ended 31<sup>st</sup> March 2016.
2. To appoint Statutory Auditors of the Company and authorize the Board to fix their Remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of section 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and recommendation of the Audit Committee of the Company, **M/s Daleep Bhatia & Co, Chartered Accountants (FRN: 000918N)** be and are hereby appointed as statutory auditors of the company, in place of Mr. Vinod Vishal Chartered Accountant (FRN No. 09112N), to hold office from the conclusion of this Annual General meeting until the conclusion of 38<sup>th</sup> Annual General Meeting (AGM) of the company subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the company."-

#### **SPECIAL BUSINESSES:**

3. **To Appoint Mrs. Anupama Singh Tyagi as Director of the Company and in this regard to consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:**

Resolved that pursuant to section 152 and other applicable provisions, if any of the companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or any amendment or any substitution or any re enactment thereof for the time being in force, Mrs. Anupama Singh Tyagi, (01064611) who was appointed as Additional Director by the board with effect from 13<sup>th</sup> February, 2016 is eligible for appointment as non-executive director pursuant to the Companies Act, 2013 and in respect of whom the company

has received a notice u/s 160 of the Act from the member proposing her candidature for the office of Non-executive Director of the Company who is liable to retire by rotation at the Annual General Meeting."

**4. To Approve the Related Party Transaction for the Financial Year 2016-17 and in this regard to consider and if thought fit, to pass with or without modifications the following resolution as an Special Resolution:**

"Resolved that pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transaction between Company and other related parties as mentioned below 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).

<b>Name of related Party</b>	<b>Relationship</b>	<b>Maximum value of transaction (Rs. In crores)</b>	<b>Nature of Transaction</b>
Mrs. Anupama Singh Tyagi	Director	2	Purchase of property

"Resolved Further that Mr. Atul Singh Tyagi , Managing Director of the Company be and are hereby 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."

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

**Sd/-  
Atul Singh Tyagi  
Managing Director  
DIN:01335008**

**Date: 03<sup>rd</sup> September, 2016  
Place: Noida**

## 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, 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.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
5. Additional Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of Director Seeking appointment as mentioned under item No. 3 of this notice is appended. Further the company has received relevant disclosures/consent from the Director seeking appointment.
6. For the convenience of the shareholders, Attendance slip-cum- Entry pass & Proxy Form is annexed to this Report. Shareholders/ Proxy holders/ representatives are requested to affix their signatures 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 Statement 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**
  - (a) The Company has notified closure of Register of Members and Share Transfer Books from Friday, September 23<sup>rd</sup>, 2016 to Friday, September 30<sup>th</sup>, 2016 (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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
12. 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](http://www.apoorvaleasingfinance.com) under the section 'Investor Relations'.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare Services Private Limited, for consolidation into a single folio.
14. Non-Resident Indian Members are requested to inform Bigshare Services Private Limited, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin-code number, if not furnished earlier.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance 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. 23<sup>rd</sup> September 2016.
19. 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.
20. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.

21. Members may note that the notice of the annual General Meeting and the Annual Report for the Financial Year 2015-16 will also be available on the company's website [www.apoorvaleasingfinance.com](http://www.apoorvaleasingfinance.com) and on the website of the Registrar [www.bigshareonline.com](http://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](mailto:apoorvaleasing@gmail.com).
22. 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.

### **Annexure to the Notice**

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

#### **Item No. 3**

#### **Appointment of Mrs. Anupama Singh Tyagi as Director of the Company**

Mrs. Anupama Singh Tyagi DIN: 01064611 was appointed as Additional Director of the company by the Board of Director 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. In this regard the company has received request in writing from a member proposing her candidature for appointment as a Non- executive director of the company in accordance with provisions of the Companies Act, 2013.

Further the Board of Directors in their meeting held on 03<sup>rd</sup>September 2016, subject to approval of members, appointed Mrs. Anupama Singh Tyagi as Director of the Company as recommendation made by Nomination and Remuneration Committee of the Board and approved by the Board.

The Board feels that presence of Mrs. Anupama Singh Tyagi on the Board would be beneficial to the company and hence recommended passing the resolution as Ordinary resolution.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mrs. Anupama Singh Tyagi
Brief Resume of the Director	Mrs. Anupama Singh Tyagi is an IIT Graduate and has worked with reputed organization including Consulting Engineers India Ltd., M/s Kothari & Associates, M/s Surya Pharma Ltd. She looks after the overseas business of the company

	and also takes care of back office operations. She has got 26 years of rich experience to help company grow.
Nature of her expertise	Management & Business development
Disclosure of relationship between directors inter-se	Relative of Mr. Atul Singh Tyagi
Names of the listing Companies in which the person also holds the directorship and the membership of Committees of the Board	Nil
Shareholding in the Company	Nil

Mrs. Anupama Singh Tyagi is related to Mr. Atul Singh Tyagi, Managing Director of the Company.

#### Item No. 4

#### Approval of Proposed Related Party Transactions for the Financial year 2016-17.

Section 188 of the companies Act, 2013 read with rule 15 of Companies (Meeting of board and its powers) Second Amendment Rules, 2014 prescribes certain procedure for the approval of related party transactions The regulation 23 of SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 also prescribes approval of Members of the company for material related party transactions. As per Rule 15 of Companies (Meeting of board and its powers rules) approval of Members is required only if the transaction crosses the prescribed threshold limit. Pursuant to Regulation 23 of SEBI(LODR) Regulation, 2015 the following transaction are material in nature and requires the approval of members of the company by way of Special resolution.

The disclosures required being provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members:

1. Name of the related party and nature of relationship: As per the below table
2. Name of the director or key managerial personnel who is related, if any: As per below table

Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship
Anupama Singh Tyagi	Anupama Singh Tyagi & Atul Singh Tyagi	Director

# MAP FOR AGM POINT



# APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

CIN: L74899DL1983PLC016713

Regd. Office: 13/331, Geeta Colony, Delhi-110031

Website: [www.apoorvaleasingfinance.com](http://www.apoorvaleasingfinance.com)

Tele : 0120-4372849, Email: [apoorvaleasing@gmail.com](mailto:apoorvaleasing@gmail.com)

## E-VOTING FORM

1. Folio No./DP ID./ Client ID
2. Name
3. Address
4. Name of the Joint Holder(s),
5. No. of Shares held

EVEN	USER ID	PASSWORD

Important Note: Those Shareholders who hold shares of the Company as on cut off date (23<sup>rd</sup> September, 2016) will only be eligible to vote either through e-voting or physically at the AGM venue.

## INSTRUCTION

### 1. EVOTING INSTRUCTIONS

A. In case a Member receives e-mail from NSDL (for Members whose e-mail addresses are registered with the company/Depository):

i. Open the e-mail and also open PDF file namely "Apoorva e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.

ii. Open the Internet Browser and type the following URL: <https://www.evoting.nsd.com>

iii. Click on Shareholder Login.

iv. If you are already registered with NSDL for e-voting then you can use existing user ID and password.

v. If you are logging in for the first time, please enter the new user ID and password provided in the PDF



file attached with the e-mail attached with the e-mail as Initial password.

vi. The password Change Menu will appear on your screen, Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

vii. Once the e-voting home page opens, click on e-voting>Active Voting Cycles.

viii. Select "EVEN" (E-voting Even Number) of Apoorva Leasing Finance and Investment Company Limited.

Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on " Submit" and also "Confirm", when prompted.

x. Upon confirmation, the message " Vote cast successfully" will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Institutional Shareholders (i.e. other than Individuals, HUF, NRI's, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies)who are authorized to vote, to the Scrutinizer through e-mail to pcsdebasis@gmail.com with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries you refer the Frequently Asked Question (FAQs)- Shareholders and e-voting user manual-shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

B. In case a Member receives physically copy the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided at the reverse page: EVEN (E-voting Event Number), user ID and Password.

ii. Please follow at steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

2. Kindly note that once you have cast your through-voting process, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussion, if any.

3. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date i.e. 23<sup>rd</sup>September, 2016.

4. The voting period starts on 27<sup>th</sup>September, 2016 at 09:00 A.M. to 29<sup>th</sup>September, 2016 at 05:00 P.M. The e-voting module shall also be disabled by NSDL for voting thereafter.

5. The Scrutinizer will submit his report to the Chairman & Managing Director or any Director or the Company Secretary of the Company after completion of scrutiny of the e-voting and the results will be announced on 01<sup>st</sup> October, 2016. The result will also be posted on the Company's website [www.apoorvaleasingfinance.com](http://www.apoorvaleasingfinance.com) and communicated to the stock exchange where the Company's shares are listed.