



Amulya Leasing and Finance Ltd.

**Regd. Office : 37, Hargobind Enclave,
Vikas Marg, New Delhi-110092**

Board of Directors

| | | |
|----------------------|---|-------------------|
| Mr. Sameer Gupta | - | Managing Director |
| Mrs. Meenakshi Gupta | - | Director |
| Mr. Rajeev Kohli | - | Director |
| Mr. Rahul Jain | - | Director |

Key Managerial Personnel

| | | |
|--------------------------|---|--|
| Mr. Virendra Singh Verma | - | Chief Executive Officer |
| Mr. Ajay Kumar Jain | - | Chief Financial Officer |
| Mr. Anand Kumar Pandey | - | Company Secretary & Compliance Officer |

Auditors

M/s. VAPS & CO.,
Chartered Accountants,
C-42, South Extension Part-II
New Delhi-110049

Bankers

Yes Bank Ltd.
HDFC Bank

Registered Office

37, Hargobind Enclave, Vikas Marg,
New Delhi-110092
Ph: 011-22373437, Fax: 011-22373537
Email ID: cs.amulya@gmail.com
Website: www.amulyaleasing.in
CIN: L65999DL1985PLC022723

Registrar & Share Transfer Agent

Beetal Financial & Computer Services (Pvt.)
Ltd.,
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukh Das Mandir,
New Delhi - 110062

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AMULYA LEASING AND FINANCE LIMITED

CIN: L65999DL1985PLC022723 | Website: www.amulyaleasing.in

Registered Office: 37, Hargobind Enclave, Vikas Marg, New Delhi-110092

Phone: 011-22373437 | Fax: 011-22373537 | E mail ID: cs.amulya@gmail.com

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of Amulya Leasing and Finance Limited will be held on Friday, 29th September, 2017 at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110 092 at 10:00 A.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Meenakshi Gupta, (DIN: 01158825), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of Auditors of the Company and to fix their remuneration and in connection therewith to pass with or without modification(s), the following as Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder as amended from time to time and as recommended by the Audit Committee and the Board of Directors, the Company hereby ratifies the appointment of M/s VAPS & Co., Chartered Accountants (FRN No.003612N), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at AGM.
4. The Registers of Members & Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive).
5. Relevant documents referred to in the accompanying Notice and all Statutory Registers maintained under the Companies Act, 2013, shall be available for inspection by the members at the Registered Office of the Company on any working day during business hours upto and including the date of AGM and also at venue of the meeting.
6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2016-17, the Notice of the 31st AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.
7. Physical copy of the Annual Report for 2016-17, the Notice of the 31st AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2016-17 and the Notice of the 31st AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.amulyaleasing.in.
8. 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.
9. Appointment of Director pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Brief resume of Director proposed to be reappointed (Item No. 2) is given hereunder:

| Name of Director seeking re-appointment | | Mrs. Meenakshi Gupta |
|---|---|---|
| 1. | Date of birth | November 11, 1979 |
| | DIN | 01158825 |
| | Nationality | Indian |
| | Date of Appointment | January 5, 2011 |
| | Qualification | Graduate |
| 2. | Expertise in specific functional areas | Experience of more than 10 years in Business and Administration |
| 3. | Relationship | She is the wife of Mr. Sameer Gupta, Managing Director of the Company |
| 4. | No. of equity shares held in the Company | Nil |
| 5. | Directorships held in other public companies (excluding Foreign, Private Limited and Section 8 Company) | Nil |

10. Remote E-voting procedure

In compliance with the provisions of 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) Regulations, 2015 with the Stock Exchanges, the Company is pleased to provide members, facility to exercise their right to vote at the 31st Annual General Meeting by electronic voting system from a place other than the venue of the meeting (“remote e-voting”) and the businesses may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

The instructions for members for voting electronically are as under:-

- I. The voting period begins on 26th September, 2017 from 09:00 A.M. (IST) and ends on 28th September, 2017 at 5:00 P.M. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Click on “Shareholders” tab.
- V. Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID.
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- VI. Next enter the Image Verification as displayed and Click on Login.
- VII. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted earlier for any Company, then your existing password is to be used.
- VIII. If you are a first time user, follow the steps given below:

| For members holding shares in Demat and Physical form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| | Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Ballot Form/mail) in the PAN field. |

| | |
|--|---|
| | <ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- IX. After entering these details appropriately, click on "SUBMIT" tab.
- X. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for Amulya Leasing and Finance Limited.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVIII. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.

Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XX. Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
11. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2017 may follow the same instructions as mentioned above for remote evoting.
12. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 17th Floor, P.J. Towers, Dalal Street, Fort Mumbai-400001; Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2017 and a person who is not a member as on a cut-off date should treat the Notice for information purpose only.
14. The Company has appointed Mr. Deepak Kumar Lath, Practising Company Secretary (Membership No. FCS-5309) as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting and thereafter unblock the votes casted through remote evoting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
16. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 22nd September, 2017 and who has not cast vote by remote-voting and being present at the AGM either personally or

through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the Annual General Meeting.

- 17.** The Results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company www.amulyaleasing.in and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges.

Registered Office:

**37, Hargobind Enclave,
Vikas Marg, New Delhi-110092**

By Order of the Board of Directors

**Sd/-
Anand Kumar Pandey
Company Secretary**

**Date: May 30, 2017
Place: New Delhi**

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s Beetal Financial And Computer Services Private Limited, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062. For other matters, kindly write to the Secretarial Department of the Company at 37, Hargobind Enclave, Vikas Marg, New Delhi - 110092.
3. Please check the address including the pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the pin code number of your delivery post office while notifying change in your address to RTA.
4. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
5. Dematerialisation of Shares and Liquidity: Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE126J01016.
6. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.
7. This Notice also contains a route map of the venue of AGM.

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**37, Hargobind Enclave,
Vikas Marg, New Delhi-110092**

By Order of the Board of Directors

**Sd/-
Anand Kumar Pandey
Company Secretary**

Date: May 30, 2017

Place: New Delhi

Route Map to the Venue of 31st Annual General Meeting

