

**25<sup>th</sup>**  
**ANNUAL REPORT**  
**2016 - 2017**

**devki**

DEVKI LEASING AND FINANCE LIMITED

## **DEVKI LEASING AND FINANCE LIMITED**

<b>MANAGING DIRECTOR</b>	:	Mr. Sudhir Bindal (DIN: 00108548)
<b>NONEXECUTIVE DIRECTOR</b>	:	Mrs. Sarita Bindal (DIN: 02194558)
<b>INDEPENDENT DIRECTORS</b>	:	Mr. Manoj Kumar Singh (DIN: 01684132 ) Mr. Kamlesh Kasliwal (DIN : 00457056 )
<b>CHIEF FINANCIAL OFFICER</b>	:	Mr. Muralidharan Pillai
<b>COMPANY SECRETARY</b>	:	Mr. Satyanarayan Patidar
<b>AUDITORS</b>	:	M/s A.B. Doshi & Co. Chartered Accountants 114, M.T.H. Compound Indore (M.P.)
<b>BANKERS</b>	:	HDFC Bank, Trade House Branch, Indore Dena Bank, Siyaganj Branch, Indore
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	:	Ankit Consultancy Private Limited 60 Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel No-0731-2551745, Fax-0731-4065798, Email-rtaindore@gmail.com ankit_4321@yahoo.com
<b><u>REGISTERED OFFICE</u></b>	:	"Velocity", 18-A Scheme No 94C Ring Road, Indore - 452010 (M. P.) www.devkileasing.com dlflindore@gmail.com Tel: +91-731 4735510 Fax: +91-731 4735500 CIN: L65921MP1993PLC007522

**NOTICE**

NOTICE is hereby given that Twenty Fifth Annual General Meeting of the Members of the **Devki Leasing and Finance Limited** will be held on **Tuesday, 26th September, 2017 at 01.30 P.M.** at the registered office of the Company at **"Velocity, 18-A Scheme No 94C, Ring Road, Indore 452010 M.P.** to transact the following business : -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement 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 Mr. Sudhir Bindal (DIN: 00108548), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company.

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, 142 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors, Spark & Associates, Chartered Accountants (ICAI Firm Registration No. 005313C), be and is hereby appointed as Statutory Auditors of the Company, in place of the retiring Auditors A.B. Doshi & Co., Chartered Accountants (ICAI Firm Registration No. 001577C), to hold office for a term of 5 (Five) Years from the conclusion of this Twenty Fifth Annual General Meeting until the conclusion of the Thirtieth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM, as may be required under the Act) to conduct the Statutory Audit for the Financial Year 2017-2018 to 2021-2022, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of audit.

**RESOLVED FURTHER THAT** Board of Directors of Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with RoC."

**SPECIAL BUSINESS:**

**4. RE-APPOINTMENT OF MR. SUDHIR BINDAL (DIN- 00108548) AS MANAGING DIRECTOR OF THE COMPANY**

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 recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended, approval of members of the Company be and are hereby accorded for the re-appointment of Mr. Sudhir Bindal (DIN- 00108548), as one of the Whole-time Key Managerial Personnel to be designated as Managing Director of the Company for a further period of three years commencing from 1st October, 2017 to 30th September, 2020, at the same Remuneration of Rs. 31,000/- per month and on the same terms and conditions which are prevailing as on date.

**RESOLVED FURTHER THAT** Board of Directors of Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution including filing of forms with RoC.”

**5. TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS**

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

**“RESOLVED THAT** pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him/ her through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** Board of the Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution."

## 6. APPROVAL FOR RELATED PARTY TRANSACTION

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 regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including statutory modification (s) or re-enactment thereof for the time being in force), consent

## ≡ Devki Leasing and Finance Ltd. ≡ Annual Report 2016 - 2017 ≡

of the Members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/approve all existing transactions and to enter into new/further transactions (including any modification, alteration or amendment thereto) of rendering of loan to Related Parties of the Company, in the ordinary course of business and on arm's length basis, subject to the total limits not exceeding Rs. 50,00,000 (Rupees Fifty Lacs only) per year, on such terms and conditions as mutually agreed between the related parties and Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents, agreements and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith."

**PLACE :** Indore  
**DATE :** 14.08.2017

By order of the Board of Directors  
**DEVKI LEASING AND FINANCE LIMITED**

**Registered Office:**

Velocity", 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452010

**Satyanarayan Patidar**  
COMPANY SECRETARY

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. 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. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed herewith.
4. The Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed and forms part of the Notice.
5. The relevant details as required under Regulation 36 (3) of the SEBI (Listing Obligation & Disclosure Requirement), Regulations, 2015 and additional Information under Schedule V of Companies Act, 2013, of person seeking re-appointment/appointment as Director/Managing director are also annexed.
6. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 20th September, 2017 to Tuesday, 26th September, 2017 (both days inclusive).
7. The Members are requested to:
  - a. Intimate changes, if any, in their registered addresses immediately.
  - b. Quote their ledger folio number in all their correspondence.
  - c. Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d. Bring their Annual Report and Attendance Slips with them at the AGM venue.
8. Members seeking any information are requested to write to the Company by email at [dlfindore@gmail.com](mailto:dlfindore@gmail.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote..
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send the share certificates to M/s Ankit Consultancy Private Limited, RTA of the Company for consolidation into a single folio.
11. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at M/s Ankit Consultancy Private Limited, 60 Electronic Complex, Pardeshipura, Indore (M.P.) 452010.

12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or Registrar and Share Transfer Agent of the Company, for assistance in this regard.
13. The Notice of the 25th Annual General Meeting along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. [www.devkileasing.com](http://www.devkileasing.com)
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
15. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
16. 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 / M/s Ankit Consultancy Private Limited.
17. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, during business hours (11:00 AM to 05:00 PM) up to the date of the meeting.
18. The route map showing directions to reach the venue of the 25th AGM is annexed.

**19. Voting through electronic means-**

- (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL.
- (ii) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The Board of Directors has appointed Ms. Shraddha Jain, Practicing Company Secretaries (Membership No. ACS 39488) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

**(v) The instructions for shareholders voting electronically are as under:**

- a. The voting period begins on 23rd September 2017 at 9.00 AM and ends on 25th September 2017 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c. Click on Shareholders / Members
- d. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 in the PAN field.</p> <p>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details	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.
OR Date of Birth (DOB)	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 (d).

- h. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September 2017, may obtain the login ID and password by sending a request to M/s Ankit Consultancy Private Limited at rtaindore@gmail.com
  - i. After entering these details appropriately, click on "SUBMIT" tab.
  - j. Members holding shares in physical form will then directly reach 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.
  - k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - l. Click on the EVSN for the **DEVKI LEASING AND FINANCE LIMITED** on which you choose to vote
  - m. 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.
  - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - o. 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.
  - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - r. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vi) 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.
- (vii) Note for Non – Individual Shareholders and Custodians
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
- (viii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (ix) 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 i.e. 19th September 2017.
- (x) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of Scrutinizer, order voting through poll for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- (xi) Immediately after the conclusion of voting at the AGM, the Scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
- (xii) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.devkileasing.com](http://www.devkileasing.com) and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 03**

## APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

A.B. DOSHI & CO., Chartered Accountants (ICAI Firm Registration No. 001577C) were appointed as the Statutory Auditors of the Company at the Twenty Second Annual General Meeting (AGM) of the Company held on 30th September, 2014 for a term of 3 (three) years to hold office till the conclusion of this AGM.

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, A.B. Doshi & Co., Chartered Accountants, Indore, (ICAI Firm Registration No. 001577C), complete their term as Auditors at the conclusion of the ensuing 25th Annual General Meeting ("AGM") of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee proposed the appointment of Spark & Associates, Chartered Accountants (ICAI Firm Registration No.005313C) as the Statutory Auditors of the Company to hold office for 5 (Five) Years from the conclusion of this Twenty Fifth Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM) to conduct the Statutory Audit for the Financial Year 2017-2018 to 2021-2022.

The Company has received the consent and eligibility certificate from Spark & Associates, Chartered Accountant along with the Confirmation that, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at item No. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

**ITEM NO. 04**

**RE-APPOINTMENT OF MR. SUDHIR BINDAL (DIN- 00108548) AS MANAGING DIRECTOR OF THE COMPANY**

Mr. Sudhir Bindal was appointed as Managing Director of the Company for a period of three years commencing from 1st October, 2014 to 30th September, 2017. The tenure of Mr. Sudhir Bindal as Managing Director of the Company is to be expired on 30th September, 2017.

Thus upon the recommendation of the Nomination and Remuneration Committee in their meeting held on 4th August, 2017, the Board of Directors at their meeting held on 14th August, 2017 has re-appointed Mr. Sudhir Bindal as Managing Director of the Company for a further period of three years commencing from 1st October, 2017. The Board considered qualification, capabilities, experience, and performance of Mr. Sudhir Bindal and terms of Nomination and Remuneration policy of the Company. The Board considered that during his term, the performance of Mr. Sudhir Bindal, was satisfactory which deserved favourable consideration in the matter of extending him another term as Managing Director of the Company.

However, considering the financial position of the Company, losses in Company, and on the recommendation of Nomination and Remuneration Committee, Board decided to re-appoint Mr. Sudhir Bindal as Managing Director at the same remuneration of Rs.31,000/- per month and on the same terms, conditions and remuneration which is prevailing as on date of the re-appointment without any kind of increase in remuneration.

Mr. Sudhir Bindal is Graduate in Commerce and having a diploma in Costing and Management Accounting. He is associated with the Company since 1993 and having 28 Years' experience of leasing and finance business. His experience, commitment and capabilities are necessary for the growth of the Company.

The Re-appointment of Mr. Sudhir Bindal (DIN-00108548) as the Managing Director shall be subject to provision of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended and subject to the approval of Members at the ensuing General Meeting of the Company

It is informed that company in terms of the requirements of the aforesaid provisions, a letter dated 4th August, 2017 was addressed to "ARMS", a Division of 'Asset Reconstruction Co. (India) Limited' (creditor of the Company) with a request to provide their no objection on payment of same remuneration of Rs. 31,000/- per month and on same terms and condition as are prevailing as on date for re-appointment of Mr. Sudhir Bindal as the Managing Director of the Company for further period of 3 years. The letter is available for inspection by any member and shall also be made available for inspection at the AGM.

It is further informed that "ARMS", a Division of Asset Reconstruction Co. (India) Limited replied to the Company by way of letter dated 11th August, 2017 conveying their objection for re-appointment of Mr. Sudhir Bindal as Managing Director of the Company and did not make any comment over the remuneration payable to him, whereas they were required to comment upon the remuneration to be paid to the proposed appointee and not on his re-appointment owing to the fact that the aforesaid provisions of the Companies Act, 2013 require consent and no objection over the remuneration of the proposed appointee and not on the appointment itself. It is further explained that authority to appoint or re-appoint the managing director in a company does not rest with lenders or any assignee of the lender under the requirements of the aforesaid provisions of the Companies Act, 2013.

In compliance with the provisions of Section 196, 197, 198 and 203 read with the provisions of Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment of Mr. Sudhir Bindal as the Managing Director are now being placed before the Members for their approval.

The Board commends the Ordinary Resolution as set out in Item No. 4 of the notice.

Mr. Sudhir Bindal is interested in the resolution to the extent of his appointment and remuneration payable to him, and Mrs. Sarita Bindal being his relative may also be deemed as concerned or interested in the resolution, however none of the other directors & KMP may be deemed as concerned or interested in the aforesaid resolution.

Details of the Director seeking re-appointment in the ensuing Annual General Meeting under Regulation 36(3) of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) regulations, 2015 and additional Information under Schedule V is provided as a part of this notice-

### I. General Information:

**(i) Nature of Industry:**

The company is NBFC, registered with RBI as loan giving non deposit taking Company.



(ii) Expected date of commencement of commercial production:

The Company was incorporated on 15/02/1993 and started working thereafter.

(iii) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2017:

Amount in Rupees

Particulars	As on 31.03.2017	As on 31.03.2016
Total Income	323037.64	530899.76
Less : Total Expenditures (Excluding Interest, Depreciation and tax)	1762240.35	1489171.97
Profit before Interest, Tax & Depreciation	-1439202.71	-958272.21
Less : Financial Charges	Nil	Nil
Less : Depreciation	45004.00	45004.00
Profit before tax	-1484206.71	-1003276.21
Less:		
Current Tax	Nil	Nil
Deferred Tax	21486.00	-27124.35
<b>Profit/(Loss) after tax</b>	<b>-1505692.71</b>	<b>-976151.86</b>

During the year under review the company has generated total income of Rs. 323037.64 in comparison to previous year's total income of Rs. 530899.76, registering a decrease of 39.15%. The overall expense of the Company has also increased from Rs. 1534175.97 to Rs. 1807244.35. The Company has earned loss after tax of Rs. 1505692.71 as compared to Loss after tax of Rs. 976151.86 in previous Financial Year. During the Financial Year Company has done limited business operation, therefore the revenue of Company is decreased and the bottom line of the Company remained negative and the Company has incurred losses.

(iv) Foreign investments or collaborators, if any: No foreign investments or collaborations.

II. Information about the appointee:

S. No	Particulars	Mr. Sudhir Bindal
1.	Date of Birth	06/04/1964
2.	Background details	Associated with the company since 1993
3.	Brief Profile	B.COM, DCMA
4.	Expertise in specific functional areas/ Job Profile and his suitability	Having more than 28 years of experience in handling finance in business
5.	No. & % of Equity Shares held	171400 (4.88%)
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to him and related party transaction with him (Disclosed in the notes to the Financial statement), the Directors do not have any other pecuniary relationship with the Company. Mr. Sudhir Bindal and Mrs. Sarita Bindal are the spouse.
7.	List of outside Company directorship held	Velocity Private Limited
8.	Chairman / Member of the Committees of the Board of Directors of the Company	Member ▪ Stakeholder Relationship Committee
9.	Chairman / Member of the Committees of the Board Directors of other Companies in which he is Director	NIL
10.	Past remuneration during the financial year ended 31st March, 2017	Rs. 31,000/- per month.

11.	Recognition or awards	Nil
12.	Remuneration proposed	Rs. 31,000/- Per Month
	(i) Perquisites and Commission	NIL
13.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Taking into consideration the size of the Company, the profile of Mr. Sudhir Bindal and the responsibilities shouldered to him and the industry benchmarks, the remuneration propose to be paid is commensurate with the remuneration packages paid to similar senior level in other companies.

**III. Other Information:**

**i) Reasons of loss or inadequate profits:**

During the Financial Year Company has not done much business activity due to lack of financial resource which resulted in to the week financial performance.

ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Due to limitation of the capital and continue losses, its difficult to survive the small NBFC Companies, the Board is looking for the best available opportunities for the revival of the Company in the best interest of the stakeholders.

**ITEM NO. 05**

**TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subsection (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on 14th August, 2017 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution at Item No. 5, for approval of the members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 5 of the Notice.

**ITEM NO. 06**

### APPROVAL FOR RELATED PARTY TRANSACTION

The Company in ordinary course of business and on arm's length basis has given unsecured Loan to following related parties:- (1) Mr. Sudhir Bindal, Managing Director of the Company- Loan given during the year is 'Rs. 10,05,000/-', and (2) Velocity Private Limited, Company in which Managing Director of Company is a Director- Loan given during the year is 'Rs. 9,00,000/-'. The loan was granted by the Company at interest rate of 10% per annum and which will be repayable on demand. The transactions have been approved by the Audit Committee and the Board in their meeting.

Pursuant to provision of Regulation 23 of SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 a transaction with a related party shall require approval of the shareholders through Ordinary Resolution. Thus, the transactions placed before the members for their approval. The Board recommends the Ordinary resolution as set out in Item No. 6 of this Notice for approval of members.

Mr. Sudhir Bindal and Mrs. Sarita Bindal, Directors of the Company is interested in the resolution. Except that none of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**PLACE :** Indore  
**DATE :** 14.08.2017

By order of the Board of Directors  
**DEVKI LEASING AND FINANCE LIMITED**

**Registered Office:**  
Velocity", 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452010

**Satyanarayan Patidar**  
COMPANY SECRETARY