



INDIA LEASE DEVELOPMENT LIMITED

Regd Office: MGF HOUSE, 4/17-B, ASAF ALI ROAD, NEW DELHI-110002

Phone Nos.: 011-41519433, 41520070, Fax: 011-41503479,

Website: www.indialease.com, E-mail: info@indialease.com

CIN: L74899DL1984PLC019218, GSTIN: 07AAACI0149R1ZB

NOTICE

Further to the Notice dated August 13, 2020 approved by the Board in relation to convening 35th Annual General Meeting of the company on Monday, the September 28, 2020 through Video Conferencing (VC)/ Other Audio Visual Means(OAVM) at 12.00 P.M. at the Registered Office at MGF House 4/17-B, Asaf Ali Road, New Delhi-110002.

Due to continuing adverse impact of COVID 19 pandemic and also restrictions on movement and congregation, the 35th AGM will now be, conducted on November 19, 2020 through Video Conferencing (VC)/ (OAVM) in compliance with the General Circular nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 6, 2020 respectively issued by Ministry of Corporate Affairs. Accordingly, members of the company are requested to note that physical AGM at aforesaid venue will not be held.

Pursuant to the provisions of Section 96(1) of the Companies Act, 2013 read with Rule 12(2) of the Companies (The Registration Offices and Fees) Rules, 2014 ("the Rules") and other applicable provisions of the Act and Rules made there under including any amendments thereto for the time being in force, the company considering the difficulty to hold Annual General Meeting within the stipulated period i.e. upto September 30, 2020, moved an application to the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs, New Delhi for seeking extension of time for holding AGM for the financial year ended March 31, 2020 by three i.e. upto December 31, 2020.

Registrar of Companies vide their letter dated September 2, 2020 under Section 96(1) of the Companies Act, 2013 allowed the Company to hold AGM by 30th November, 2020. Stock Exchanges were informed of the postponement of Holding of AGM. Subsequent to grant of extension of two months to hold AGM, the date for closure of Register of Members and Share Transfer Books, as informed vide letter dated August 13, 2020 was cancelled.

In view of the aforesaid, the Notice convening 35th AGM of the company dated August 13, 2020 shall stand modified as under:-

NOTICE is hereby given that the 35th Annual General Meeting of the INDIA LEASE DEVELOPMENT LIMITED will be held through Video Conferencing / Other Audio Visual Means (OAVM) on Thursday, November 19, 2020 at 12.30 p.m. to transact the following business:-

ORDINARY BUSINESS

To consider and adopt:

1. Standalone Audited IND AS Financial Statements of the Company for the financial year ended March 31, 2020, the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Sh. Rajiv Gupta (DIN:00022964) who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in the place of Ms. Sumana Verma (DIN:01448591) who retires by rotation and is eligible for re-appointment.
4. To authorize the Board to fix the remuneration of Statutory Auditors, M/s Jagdish Chand & Co. (FRN No.000129N) in terms of provisions of Section 142 of the Companies Act, 2013, for the financial year ending 2020-2021.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following resolutions as a Special Resolution:

5. **To approve the re-appointment and continuation of Directorship of Sh. Rajiv Gupta (DIN:00022964) as Non-Executive Director, in pursuance to Regulation 17(1A) of SEBI (LODR) Regulations 2015.**

"Resolved that pursuant to Regulation 17(1A) and other applicable provisions, if any, of the SEBI (LODR) Regulations, 2015 (including any Statutory Modification(s) and/ or re-enactment(s) thereof for the time being in force) hereinafter, referred to as "the Listing Regulations" and the applicable provisions, if any, of the Companies Act, 2013, and on the recommendation of Nomination & Remuneration Committee, approval of the members of the Company be and is hereby accorded for continuation of Sh. Rajiv Gupta, Chairman-Non Executive Director, notwithstanding that Sh. Rajiv Gupta, attains the age of 75 years on 13.08.2021, as a Non-Executive Director of the Company, liable to retire by rotation.

Resolved further that the Board of Directors ("the Board", which term shall be deemed to mean and include any Committee Constituted by the Board) be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this resolution."

6. **Appointment of Sh. Karun Pratap Hoon (DIN:05202566) as an Independent Director.**

"Resolved that pursuant to recommendation of Nomination & Remuneration Committee and subject to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Sh. Karun Pratap Hoon (DIN:05202566) who was appointed as an Additional Independent Director on July 28, 2020 and who has submitted declaration that he meets the criteria of independence and being so eligible, be appointed as a Non-Executive Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from November 19, 2020 to November 18, 2025 and to receive remuneration, if any, by way of fee for participation in the meeting of the Board/ Committee in terms of the applicable provisions of Companies Act, 2013 as determined by the Board from time to time."

7. Related Party Transaction

“**Resolved that** pursuant to the provisions of Section 188 read with Section 185 and all other applicable provision, if any, of the Companies Act, 2013 (the Act) read with Companies (Meeting of Board and its Powers) Rules, 2014 and read with Regulation 23 of SEBI (LODR) Regulations, 2015 and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the following related parties and associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's with the following related parties and its associates on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties and the company hereby approves, ratifies and confirms the said agreements entered into or to be entered into with the related parties with the total amount of related parties transactions not to exceed ₹. 65 Crores:-

S. No.	Name of Related Party	Period of Contract	Particulars of Contract	Value (₹ in Crores)
1.	The Motor and General Finance Limited	October 1, 2020 to September 30, 2021	Selling or otherwise disposing of, or buying / leasing of property of any kind and availing or rendering of any services or appointment to an office or place of profit ICDs taken/ given, etc.	30
2.	Jayabharat Credit Limited	-do-	-do-	1
3.	Bahubali Services Private Limited	-do-	-do-	5
4.	MGF Estates Private Limited	-do-	-do-	2
5.	MGF Securities Private Limited	-do-	-do-	3
6.	Cards Services India Private Limited	-do-	-do-	2
7.	Ram Prakash & Company Private Limited	-do-	-do-	6
8.	Grosvenor Estates Private Limited	-do-	-do-	3
9.	Gee Gee Holdings Private Limited	-do-	-do-	6
10.	Associated Traders & Engineers Private Limited	-do-	-do-	2
11.	In additions to the above related parties i.e. from SI No. 1 to 10 any other related party/parties which may be included or defined under the Act	-do-	-do-	5
	Total			65

Resolved further that approval of the members be and is hereby accorded to the Board of Directors (which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the company to approve transactions and the terms and conditions with any of the aforesaid related party/ies, and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the company and generally to do all acts, deeds matters and things that may be necessary proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approvals of the members otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this resolution.”

By order of the Board
For India Lease Development Limited

Rohit Madan
Manager, Company Secretary & CFO
ACS No.:13636

Place: New Delhi
Date : October 8, 2020

Registered Office

MGF House, 4/17-B, Asaf Ali Road
New Delhi-110002.
Tel Nos.: 011-41519433, 41520070
email: info@indialease.com Website: www.indialease.com
CIN: L74899DL1984PLC019218
GSTIN: 07AAACI0149R1ZB

Notes:

1. **As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.**
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.indialease.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The Company has appointed Ms. Anjali Yadav, Practising Company Secretary as the Scrutinizer for scrutinizing the Remote e-voting and E-voting process to ensure that the process is carried out in a fair and transparent manner.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members/Beneficial Owners maintained by the Depositories as on the **cut-off date i.e. Wednesday, the November 11, 2020.**
9. In case of joint holders, the members 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 at the AGM.
10. A person who is not Member as on the **cut-off date i.e. Wednesday, the November 11, 2020** should treat this Notice for information purpose only.
11. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Alankit Assignment Limited. Further, members desirous of canceling/ varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH.14 to RTA of the Company. These forms will be made available on request.
12. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per the Listing Regulations. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
13. SEBI has mandated the registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, advised to send duly signed letter including Folio No., Bank Account Details (account number, 9 digit MICR code and 11 digit IFSC), e-mail IDs and mobile number along with self-attested copy of PAN Card and original cancelled cheque to RTA/Company through e-mail at **M/s Alankit Assignments Limited**. The Original cancelled cheque should bear the name of the Member. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
14. Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

Voting Results:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the chairman of the AGM or to any other person authorized by the Chairman of the company.
2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at www.indialease.com and on the website of CDSL at www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

I INSTRUCTIONS FOR REMOTE E-VOTING

The detailed process, instructions and manner for availing Remote e-voting facility is provided herein below:

- (i) The remote e-voting period commences on Monday the November 16, 2020 at 9.00 a.m. and ends on Wednesday the November 18, 2020 at 5.00.p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday November 11, 2020 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 meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR
- (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 on an earlier e-voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Equity Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both i.e. for equity shareholders holding shares in Demat Form and Physical Form)</p> <ul style="list-style-type: none">- 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. Sequence No. is printed on the Proxy Form.- In case the sequence number is less than 8 digits enter the applicable number of 0' 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.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory 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 shareholders 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 the relevant India Lease Development limited on which you choose to vote.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to sent the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at **MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002**, if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

15. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL. Members are requested to keep the same updated.
16. To receive faster communication of all members, including annual reports, the members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.
17. The entire Annual Report is also available at the company's website www.indialease.com.

I. INSTRUCTIONS FOR E-VOTING DURING THE AGM:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members, who are present in the AGM through VC/OAVM 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 available during the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the E-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders / members login tab by using the Remote e-voting credentials. The link for VC/OAVM will be available 15 minutes before the scheduled time of AGM in shareholder / members login tab where the EVSN of Company will be displayed.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.

This will not include large shareholder (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Members are encouraged to join the AGM through Laptops/IPads for better experience.
5. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. The Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at info@indialease.com up to **Wednesday, the November 11, 2020**. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at info@indialease.com up to **Wednesday, the November 11, 2020**. These queries will be replied by the Company appropriately during the AGM. Alternatively, members can also put question on the Q&A box available at the time of AGM.
9. Members who need technical assistance before or during the AGM can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Instructions for Shareholders for Registration of E-Mail Address

I. Temporary Registration of Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the Company by sending the mail to the Company at info@indialease.com. The Members are requested to provide details such as Name, DP ID, Client ID/PAN, mobile number and e-mail id.

II. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect to demat holding with the respective Depository Participant ("DP") by following the procedure prescribed by in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

III. Registration for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail address registered with RTA of the Company i.e. M/s Alankit Assignments Limited by sending the request at info@indialease.com or at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and the image of share certificate in PDF or JPEG format. (up to 1 MB).

By order of the Board
For **India Lease Development Limited**

Rohit Madan
Manager, Company Secretary & CFO
ACS No.:13636

Place: New Delhi
Date : October 8, 2020

Registered Office

MGF House, 4/17-B, Asaf Ali Road
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Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013.

Item no. 5

Sh. Rajiv Gupta (DIN:00022964), Non-Executive Director, has been associated with the company since incorporation and is liable to retire by rotation.

On Recommendation of Nomination & Remuneration Committee and as per the provisions of the SEBI (LODR) Regulations, 2015, notified on May 9, 2018 with effect from April 1, 2019 consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-Executive Director of the Company who have attained the age of 75 years.

Sh. Rajiv Gupta, Chairman, Non-Executive Director of the Company on attaining the age of 75 years on 13.08.2021 would require approval of the Shareholders of the Company by passing a Special Resolution for appointment and continuation as a Non-Executive Director of the Company under Regulation 17(1A) of SEBI (LODR) Regulations, 2015

The Board of Directors at its meeting held on October 8, 2020 on the recommendations of the Nomination & Remuneration Committee and considering his expertise, experience and contributions in the Company, approved his appointment as a Director liable to retire by rotation & for his continuation on attaining the age of 75 years as a Non-Executive Director of the Company. He is liable to retire by rotation.

About Sh. Rajiv Gupta, Chairman

Sh. Rajiv Gupta, Chairman has been associated with the company since incorporation of the company. He was appointed a Chairman of the Company on May 21, 2005. Sh. Rajiv Gupta is a qualified B.E.(IIT Delhi). He has extensive business experience in general and financial management of corporate bodies.

Sh. Rajiv Gupta's knowledge of the business environment and vast experience in general management has been an asset to the Company.

Relevant details relating to Directorship in other Companies of Sh. Rajiv Gupta as required by the Act, Listing Regulations and Secretarial Standards issued by The Institute of Company Secretaries of India are provided in the "**ANNEXURE A**" to this Notice.

His considerable business experience, thought leadership, skills would add value to the Board deliberations and would immensely benefit the company and its shareholders.

Sh. Rajiv Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as a Director of the Company.

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the company, and considering relevant background, seniority, and contribution to the company by Sh. Rajiv Gupta and to reap the benefits of his rich and varied experience, approval of shareholders is sought for his re-appointment and continuation as a Non-Executive Director of the Company as set out in Item No.2 and continuation of Directorship of Non Executive Director on attaining the age of 75 years under Regulation 17(1A).of SEBI (LODR) Regulations, 2015 under Item no. 5 of the Notice.

Except Sh.Rajiv Gupta and Ms. Sumana Verma, related to each other being father and daughter, none of the directors, Key Managerial Personnel and their respective relatives, are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.2 and Item No.5 of this Notice.

Item No. 6

Pursuant to Section 149 and Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and on the recommendations of Nomination & Remuneration Committee, it is proposed that Sh. Karun Pratap Hoon (DIN:05202566) who has been appointed as an Additional Non Executive Independent Director on July 28, 2020 and who has given the declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, be appointed as a Non Executive Independent Director of the company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from November 19, 2020 to November 18, 2025. Sh. Karun Pratap Hoon was born on January 26, 1988.

The above director is not disqualified from being appointed as a Non-Executive Independent Director by virtue of the provisions of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Sh.Karun Pratap Hoon fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non Executive Independent Director of the company. Having regard to the qualification, knowledge and experience, in his respective field, his appointment as an Independent Director will be in the interest of the company. Copy of the draft letter of appointment of Non Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the company during normal business hours on any working day, excluding Saturday and Sunday. The Board recommends his appointment as a Non Executive Independent Director in the interest of the company. Brief profile of Sh. Karun Pratap Hoon, a Non Executive Director together with the details of Directorship of Sh. Karun Pratap Hoon as required by Act, Listing Regulation and Secretarial Standards issued by The Institute of Company Secretaries of India are provided in the "**Annexure C**" of this Notice.

The Board on the recommendation of Nomination & Remuneration Committee and considering his vast experience in marketing, administration and automobile business, recommends the Special Resolution at item No. 6 for the approval of the members.

Except Sh. Karun Pratap Hoon, who is interested in his appointment as a Non Executive Independent Director, none of the Directors, Key Managerial Personnel of the company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No. 7

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the company can enter into transaction(s) or contract(s) etc. with related party/ies, which are not in ordinary course of business and/or not at arm's length basis, only with the approval of members accorded by way of Special Resolution. The said section, read with the Companies (Meeting of Board and its Powers) Rules, 2014, provides that the company having paid up share capital of ₹ 10 Crores or more proposing to enter into such transactions which are not in the ordinary course of business shall obtain consent of the company by way of Special Resolution. The Audit Committee and the Board of Directors of the company in their separate meetings held on August 13, 2020 have approved the transactions given in item No. 7 of the Notice. However, since these transactions though may be on arm's length basis and/or also in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of members by passing a Special Resolution.

Nature of interest of Related Parties in the company is given below:

S.No.	Name of the related party	Nature of interest concern
1.	The Motor and General Finance Limited	India Lease Development limited (the Company) has made investment of 2.79% in Equity Share Capital of MGF Limited. Sh. Rajiv Gupta is Chairman of Board of Directors of the company, while he is holding position of CMD in MGF. Sh. Arun Mitter is holding position of Director in both the Companies.
2.	Jayabharat Credit Limited	India lease Development Limited (the Company) has made investment of 6.25% & in Equity Share Capital of Jayabharat Credit Limited Sh. Rajiv Gupta is common Chairman of Board of Directors of both the Companies, while Sh. Arun Mitter is holding position of Director in both the Companies.
3.	Bahubali Services Private Limited	Sh. Rajiv Gupta Is common Chairman of Board of Directors of both the Companies. Sh. Arun Mitter, is Director in both the Companies. Bahubali Services Private Limited also holds 12.10% of Equity Share Capital of India Lease Development Limited
4.	MGF Estate Private Limited	Sh. Rajiv Gupta, and Sh. Arun Mitter, are Directors in both the Companies.
5.	MGF Securities Private Limited	Sh. Rajiv Gupta, and Sh. Arun Mitter, are Directors in both the Companies.
6.	Cards Services India Private Limited	Sh. Rajiv Gupta, and Sh. Arun Mitter, are Directors in both the Companies.
7.	Associated Traders & Engineers Private Limited	Sh. Rajiv Gupta Is common Chairman of Board of Directors of both the Companies. Sh. Arun Mitter is Director in both the Companies.
8.	Ram Prakash & Company Private Limited	Sh. Rajiv Gupta, and Sh. Arun Mitter, are Directors in both the Companies. Ram Prakash & Company Private Limited also holds 10.68% of Equity Share Capital of India Lease Development Limited.
9.	Grosvenor Estates Private Limited	Sh. Rajiv Gupta, and Sh. Arun Mitter, are Directors in both the Companies.
10.	Gee Gee Holdings Private Limited	Sh. Rajiv Gupta, and Sh. Arun Mitter, are also Directors in both the Companies. Gee Gee Holdings Private Limited also holds 3.55% of Equity Share Capital of India Lease Development Limited.

Save and except Sh. Rajiv Gupta, and Sh. Arun Mitter, Director wherever interested as mentioned in SI No.1 to 10 and their relatives, to the extent of their shareholdings interest, if any, in the company/ies, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested financial or otherwise in transactions.

Pursuant to provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015, all Material Related Party Transactions although requires approval of the members through an Ordinary Resolution yet as an abundant caution, it is being passed through a Special Resolution.

Although the company does not have 'Material Related Party Transactions' yet as an abundant caution and keeping in view the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 approval of the members of the company is being obtained by way of Special Resolution. The Audit Committee and Board of Directors before finalizing the transaction(s) shall review the major terms & conditions, if any. As per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 14, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement.

The draft contracts and/ or agreements or arrangements have been approved by the Audit Committee and Board in their meetings held on August 13, 2020 and are available for inspection during the business hours at the Registered Office of the company.

The Board recommends the Special Resolution at Item No.7 for approval of the members.

ANNEXURE TO THE NOTICE

Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, and Secretarial Standards issued by The Institute of Company Secretaries of India, following information is furnished about the Director's proposed to be appointed/ re-appointed.

A Re-appointment of Sh. Rajiv Gupta, Non-Executive Director retiring by rotation (Resolution at item no. 2) and in pursuance to Regulation 17(1A) of SEBI (LODR) Regulations 2015. (Resolution at Item No. 5) – Ordinary/ Special Resolution

Name of the Director	Sh. Rajiv Gupta
DIN	00022964
Date of Birth	13.08.1946
Age	74 years
Qualification	B.E. (IIT, Delhi)
Experience in specific functional area	Sh. Rajiv Gupta is a Engineering Graduate from IIT, Delhi. He has been associated with the Company since incorporation and was duly designated as Chairman w.e.f. May 21, 2005. He has over 40 years of experience in the financial sector. He has worked in various capacities and has remained at the helm of affairs of the company ever since he was inducted on the Board. He has been appointed on various committees relating to policy making and regularly developments.
Other Directorship	The Motor & General Finance Limited, Jayabharat Credit Limited, Bahubali Services Private Limited, Associated Traders & Engineers Private Limited, Cards Services India Private Limited, MGF Securities Private Limited, Ram Prakash & Company Private Limited, MGF Estates Private Limited, Grosvenor Estates Private Limited, Gee Gee Holdings Private Limited, MGF Market Place Mall Management LLP.
Committee Memberships	<u>The Motor & General Finance Limited</u> Stakeholders Relationship Committee Nomination & Remuneration Committee <u>India Lease Development Limited</u> Audit Committee Stakeholders Relationship Committee Nomination & Remuneration Committee

	Jayabharat Credit Limited Audit Committee Stakeholders Relationship Committee Nomination & Remuneration Committee Risk Management Committee Corporate Social Responsibility (CSR) Committee
No. of Equity Shares held in the Company (as on March 31, 2020)	8,59,578 Equity Shares (5.85%)*

*None of the directors or Key Managerial Personnel of the company except Sh. Rajiv Gupta and Ms. Sumana Verma being father & daughter are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any in the company.

B. Appointment of Ms. Sumana Verma, Non Executive Independent Director retiring by rotation (Resolution at item no. 3) - Ordinary Resolution.

Name of the Director	Ms. Sumana Verma
DIN	01448591
Date of Birth	02.10.1980
Age	40 years
Qualification	Graduate
Experience in specific functional area	Ms. Sumana Verma is a graduate and has rich & varied business experience. The Directors are confident that her presence on the Board will be quite useful to the company.
Other Directorship	Sewa Apparels Private Limited, Akshar Foundries Private Limited, Sewa Buildwell Private Limited, Weststar Constructions Private Limited, Four Star Constructions Private Limited, Lotus Pond Constructions Private Limited, Gold Cause Constructions Private Limited, Blue Ocean Constructions Private Limited, ASV Family Infrastructure Private Limited, Sewa Buildcon Private Limited, Sunshine Telecom Services Private Limited, Teletech Industries Private Limited, SAZ International Private Limited, Sea Green Constructions Private Limited, Bahubali Services Private Limited.
Committee Membership	India Lease Development Limited Stakeholders Relationship Committee Nomination and Remuneration Committee
No. of Equity Shares held in the Company (as on March 31, 2020)	75,350 Equity Shares (0.51%) *

* None of the directors or Key Managerial Personnel of the company except Ms. Sumana Verma and Sh. Rajiv Gupta being daughter & father are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any in the company.

C. Appointment of Sh. Karun Pratap Hoon, Non-Executive Independent Director (Resolution at item no. 6) - Special Resolution.

Name of the Director	Sh. Karun Pratap Hoon
DIN	05202566
Date of Birth	26.01.1988
Age	32 years
Qualification	B.A
Experience in specific functional area	Sh. Karun Pratap Hoon is a graduate and has rich varied business experience in financial sector. His area of expertise is marketing business, administration and automobiles. The Directors are confident that his presence on the Board will be quite useful to the company.