

SHREEVATSAA FINANCE & LEASING LIMITED

Reg. Off: 120/500 (10), LAJPAT NAGAR, KANPUR-208005

CIN: L45201UP1986PLC008364

Telephone No.: 0512-2530991/96, Fax: 0512-2532554

E-mail: investors.svfl@rediffmail.com, Website: www.svfl.in

NOTICE

Notice is hereby given that the 32nd ANNUAL GENERAL MEETING of **SHREEVATSAA FINANCE AND LEASING LIMITED** will be held at the registered office of the company situated at 120/500(10), Lajpat Nagar, Kanpur, Uttar Pradesh-208005 on **Monday, 24th September, 2018 at 01:00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 including audited Balance Sheet as on 31st March, 2018 and Statement of Profit and Loss for the financial year ended on that date and report of Directors and Auditors' thereon.
2. To re-appoint Mr. Praveen Kumar Arora (DIN 00162283), Director of the Company, who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution for regularization of Additional Director, Ms. Madhu Rani (DIN: 08025773):

"RESOLVED THAT Ms. Madhu Rani (DIN: 08025773), who was appointed an Additional Director of the Company with effect from 24th July, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution for regularization of Additional Director, Mr. Anil Kumar Sharma (DIN: 02463893):

"RESOLVED THAT Mr. Anil Kumar Sharma (DIN: 02463893), who was appointed an Additional Director of the Company with effect from 24th July, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution for appointment of Mr. Anil Kumar Sharma (DIN: 02463893) as Managing Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Anil Kumar Sharma (DIN: 02463893) as Managing Director of the Company for a period of five years w.e.f 24 September, 2018 upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice of this Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

By the Order of the Board

Date: 29.08.2018
Place: Kanpur

Praveen Kumar Arora
(Managing Director)
DIN: 00162283

Add: H-334, Ground Floor,
New Rajinder Nagar,
New Delhi-110060

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item No. 3, 4 and 5 above, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 17th September, 2018 to Monday, 24th September, 2018 (both days inclusive).
4. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited.
5. **Process and manner for Members opting to vote through electronic means:**

In Compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is pleased to provide to the members the facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Securities Limited.

The voting period begins on 20.09.2018 from 09:00 A.M and ends on 23.09.2018 till 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 (record date) of 17.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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>
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <p>▫ Please enter the DOB or Dividend Bank Details in order to login. If 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 (vii).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (x) Click on the EVSN for the relevant **SHREEVATSAA FINANCE AND LEASING LIMITED** on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Note for Institutional Shareholders

- ❖ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- ❖ 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 they have to create 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.

(xviii) 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.

6. The Shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 17th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
7. Mr. Rabindra Kumar Satapathy, Practicing Company Secretary (Membership No. 8282) of M/s. Rabi Satapathy & Associates, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
8. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's shares are listed, i.e. Bombay Stock Exchange and Ahmedabad Stock Exchange.

Statement pursuant to section 102 of Companies Act, 2013 in respect of Item No. 3 to 5 of the Notice:

ITEM NO. 3

Ms. Madhu Rani (DIN: 08025773) who was appointed as an Additional Director of the Company on 24th July, 2018 by the Board of Directors under Section 161 of the Act and Company's Articles of Association. In terms of Section 161(1) of the Act, Ms. Madhu Rani holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member signifying the intention to propose the appointment of Ms. Madhu Rani as a Director.

None of the Directors or Key Managerial Personnel (KMP) other than (Ms. Madhu Rani) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

ITEM NO. 4

Mr. Anil Kumar Sharma (DIN: 02463893) who was appointed as an Additional Director of the Company on 24th July, 2018 by the Board of Directors under Section 161 of the Act and Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Anil Kumar Sharma holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member signifying the intention to propose the appointment of Mr. Anil Kumar Sharma as a Director.

None of the Directors or Key Managerial Personnel (KMP) other than (Mr. Anil Kumar Sharma) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Anil Kumar Sharma was appointed as an Additional Director on the Board of the Company with effect from 24th July, 2018 to hold office upto the date of the Annual General Meeting. He is proposed to be appointed as the Managing Director of the Company with effect from 24 September, 2018, subject to the approval of the Members.

Mr. Anil Kumar Sharma is a Graduate in Commerce from M. D. University, Rohtak, Haryana and holds a LL.B degree from Agra University. He is also registered as an associate Advocate in Punjab and Haryana Bar Council, Chandigarh. He is founder and Director of RMAS Sales & Services (P) Limited and has over two decades of rich experience in the areas of Sales, Marketing, Management and Legal.

Over the years, he was associated with diverse industries, finally settling down in Real Estate Industry. In his last assignment, as Manager with Omaxe Limited, one of the largest Real Estate Developers in North India, he was part of Regulatory Affairs, Compliances. Over the years he has vast experience in compliances, etc.

Mr. Sharma with his astute leadership quality and knowledge in Sales, Marketing, Management and Legal after spending over a decade with Omaxe, Mr. Sharma, ventured on his own and now also has interests in business of Gas Safety Devices.

The terms and conditions of appointment of Mr. Anil Kumar Sharma as Managing Director of the Company are set out below:

1. Period: Five years w.e.f. from 24 September, 2018 with the liberty to either party to terminate the appointment on one month notice in writing to the other.

2. Salary: Rs. 15,000/- p.m.

3. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of

the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

4. So long as Mr. Anil Kumar Sharma functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Anil Kumar Sharma) or relatives of Directors and KMP is concerned or interested in the resolution at Item No. 4 of the accompanying Notice.

By the Order of the Board

Date: 29.08.2018

Place: Kanpur

Praveen Kumar Arora

(Managing Director)

DIN: 00162283

Add: H-334, Ground Floor,
New Rajinder Nagar,
New Delhi-110060

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the brief profile of Director eligible for re-appointment vide item no. 2 is as follows:

Name	Mr. Praveen Kumar Arora
DIN	00162283
Date of Birth	13.06.1970
Date of Appointment	15-12-2000
Qualifications	Graduate
Experience in specific functional areas	18 years experience in Real Estate and NBFC business
Directorship held in other listed entities	Nil
Number of shares held in the company	6525700
Relationship with any Director(s) of the Company	-
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Member of Audit Committee and Stakeholders' Relationship Committee in Shreevatsaa Finance & Leasing Limited

ATTENDANCE SLIP

SHREEVATSAA FINANCE AND LEASING LIMITED
Regd. Office: 120/500(10), Lajpat Nagar, Kanpur, Uttar Pradesh- 208005
CIN: L45201UP1986PLC008364

32nd Annual General Meeting on 24th September, 2018

Name of the Member attending meeting	
Registered Address	
Reg. Folio/DP & Client No.	
No. of Shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company held on Monday, 24th September, 2018 at 01:00 P.M. at 120/500 (10), Lajpat Nagar, Kanpur-208005.

Members' Name _____ Proxy's Name _____

Members'/Proxy Signatures _____

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the premises.
- 2) The Proxy, to be effective should be deposited at the registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Form No. MGT-11 (Proxy Form)

[Pursuant to Sec 105(6) of the Companies Act, 2013 & rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SHREEVATSAA FINANCE AND LEASING LIMITED
 Regd. Office: 120/500(10), Lajpat Nagar, Kanpur, Uttar Pradesh- 208005
 CIN: L45201UP1986PLC008364

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on Monday, 24th September, 2018 at 01.00 p.m. at 120/500(10), Lajpat Nagar, Kanpur-208005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote	
		For	Against
Ordinary Business			
1.	Adoption of Balance Sheet, statement of Profit & Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2018.		
2.	To re-appoint Mr. Praveen Kumar Arora who retires by rotation and being eligible, offer himself for reappointment.		
Special Business			
3.	Regularization of Ms. Madhu Rani as a Director		
4.	Regularization of Mr. Anil Kumar Sharma as a Director		
5.	Appointment of Mr. Anil Kumar Sharma as Managing Director for a period of 5 years.		

Signed this ____ day of ____ 2018

Affix Revenue Stamps of Rs. 1/-
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Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.