

SHREEVATSAA FINANCE & LEASING LIMITED

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

CIN: L45201UP1986PLC008364

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

Email: investors.svfl@rediffmail.com, Website: www.svfl.in

NOTICE

Notice is hereby given that the 30th 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 Friday, 30th September, 2016 at 11:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as on 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and report of Directors & Auditors' thereon.
2. To re-appoint Mr. Praveen Kumar Arora (Holding DIN 00162283), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company, and if thought fit, to pass with or without modifications(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to provision of Section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the members of the Company do hereby ratify the appointment of M/s. Tandon & Mahendra, Chartered Accountants (Firm Registration No. 003747C) as Statutory Auditors of the Company who were appointed in the 28th Annual General Meeting (held on 30 September, 2014) to hold office for a period of 3 years until the conclusion 31st Annual General Meeting on a remuneration as may be mutually agreed to between the Board of Directors and the Auditors”.

SPECIAL BUSINESS:

4. 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manohar Lal (DIN 01533283), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) years up to conclusion of the 35th AGM of the Company.”

5. 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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Mehrotra (DIN 05252155), a non- executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) year up to conclusion of the 35th AGM of the Company.”

By the Order of the Board

Date: 31.08.2016
Place: Kanpur

Praveen Kumar Arora
(Managing Director)
DIN: 00162283

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 Nos. 4 to 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 Friday, 23 September, 2016 to Friday, 30 September, 2016 (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 30th 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 27.09.2016 from 09.00 A.M and ends on 29.09.2016 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 23.09.2016, 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 & 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 23rd September, 2016. 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. 4 & 5 of the Notice:

ITEM NO. 4

Mr. Manohar Lal (DIN 01533283), aged 70 years, is Graduate. He joined the Board on 20th August 2003. He is non- executive Independent Director of the Company and is considered as an Independent Director as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a term of 5 (Five) years up to conclusion of the 35th AGM of the Company. He has been posing experience of more than 17 years in different fields including Real Estate and NBFC business.

Mr. Manohar Lal is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment.

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

ITEM NO. 5

Mr. Sanjay Mehrotra (DIN 05252155), aged 49 years is well educated and specialized in field of Leadership, Administration, Marketing and Finance. He joined the Board on 6th March 2013. He is non- executive Independent Director of the Company and is considered as an Independent Director as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for a term of 5 (Five) years up to conclusion of the 35th AGM of the Company. He has experience of more than seven years in Real Estate business.

Mr. Sanjay Mehrotra is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Sanjay Mehrotra) or relatives of Directors and KMP is concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

By the Order of the Board

Date: 31.08.2016
Place: Kanpur

Praveen Kumar Arora
(Managing Director)
DIN: 00162283

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	16 years experience in Real Estate and NBFC business
Directorship held in other listed entities	Nil
Number of shares held in the company	8002000
Relationship with any Director(s) of the Company	Mrs. Vrsha Arora
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

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ATTENDANCE SLIP

30th Annual General Meeting on 30th September, 2016

Name of the Member attending meeting	
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 30th Annual General Meeting of the Company at 120/500 (10), Lajpat Nagar, Kanpur-208005 at 11:30 AM on Friday, 30th September, 2016.

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.

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Form No. MGT-11

Proxy Form

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

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	

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on Friday, 30th day of September, 2016 at 11:30 a.m. at 120/500(10), Lajpat Nagar, Kanpur-208005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Ordinary Business	Vote	
		For	Against
1.	Adoption of Statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2016		
2.	Re-appointment of Mr. Praveen Kumar Arora who retires by rotation		
3.	Ratify the appointment of M/s Tandon & Mahendra, Chartered Accountants as Statutory Auditors & fixing their remuneration		
Special Business			
4.	Appointment of Mr. Manohar Lal as an Independent Director		
5.	Appointment of Mr. Sanjay Mehrotra as an Independent Director		

Signed this ____ day of ____ 2016

Affix
Revenue
Stamps of
Rs. 1/-

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.