

NOTICE

NOTICE is hereby given that Twenty sixth Annual General Meeting of the Members of the **Devki Leasing and Finance Limited** will be held on **Tuesday, 25th September 2018** 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 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sarita Bindal (DIN: 02194558), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. 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 of the Members of the Company be and are hereby accorded to the Board of Directors of the Company to approve the existing transaction of availing of loan from Velocity Private Limited, Related Party of the Company, to the tune of Rs. 60,00,000 (Rupees Sixty lacs only) which was on arm's length basis and on commercial terms.

RESOLVED FURTHER THAT the consent of members of the Company be and are hereby also accorded to the Board of Directors of the Company to enter into new/further transactions of availing of loan from 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. 60,00,000 (Rupees Sixty Lacs only), 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."

4. RE-APPOINTMENT OF MR. MANOJ KUMAR SINGH (DIN: 01684132) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded for the re-appointment of Mr. Manoj Kumar Singh (DIN: 01684132) who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and who holds office of the Independent Director up to 31st March, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 01st April, 2019 upto 31st March, 2024.

5. RE-APPOINTMENT OF MR. KAMLESH KASLIWAL (DIN: 00457056) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, and pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded for the re-appointment of Mr. Kamlesh Kasliwal (DIN: 00457056) who was appointed as an Independent Director of the Company at the 22nd Annual General Meeting of the Company and who holds office of the Independent Director up to 31st March, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 01st April, 2019 upto 31st March, 2024.

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

**PLACE: INDORE
DATE: 14.08.2018**

**SHILPA GULANI
COMPANY SECRETARY**

16. In accordance with the provisions of Section 101 of the Companies Act, 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, and the Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Notice of the 26th Annual General Meeting along with the Annual Report 2017-18 will be 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 will be sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.devkileasing.com
17. 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.
18. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Ankit Consultancy Private Limited along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in Demat form are requested to submit the aforesaid information to their respective Depository Participant.
19. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling the additional details is being sent along with this Notice. Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
20. 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, Sunday and Public holiday, during business hours up to the date of the meeting.
21. The route map showing directions to reach the venue of the **26thAGM** is annexed.
22. **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 rights 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. If a Member votes by both the modes, then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
 - (i) The Board of Directors has appointed Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488) as the Scrutinizer to scrutinize the voting at the meeting and to conduct remote e-voting process in a fair and transparent manner.

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

 - a. The voting period begins on **Saturday, 22nd September, 2018 (09:00 am)** and ends on **Monday, 24th September, 2018 (05:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, 18th September, 2018** 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.
 - c. Click on Shareholders/Members
 - d. Now Enter your User ID

- (iii) 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.
- (iv) **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 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.
 - 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 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.
- (v) 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.
- (vi) 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. **18th September, 2018**.
- (vii) Ms. Shraddha Jain (Membership No. 39488 CP no. 14717), Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) 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.
- (ix) 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.
- (x) The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website 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 IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 03

Your Company has obtained secured Loan from Dena Bank in the year 1994 for financing the Working Capital requirement, which was later declared as non-performing asset by the Bank in the year 2011-12 to the tune of Rs. 2.62 Crores. The same dues was transferred by Dena Bank to Asset Reconstruction Company (India) Limited [ARCIL]. The Company then received a letter from ARCIL dated 18.06.2018 for settlement of above total dues of the Company for Rs. 1 Crore.

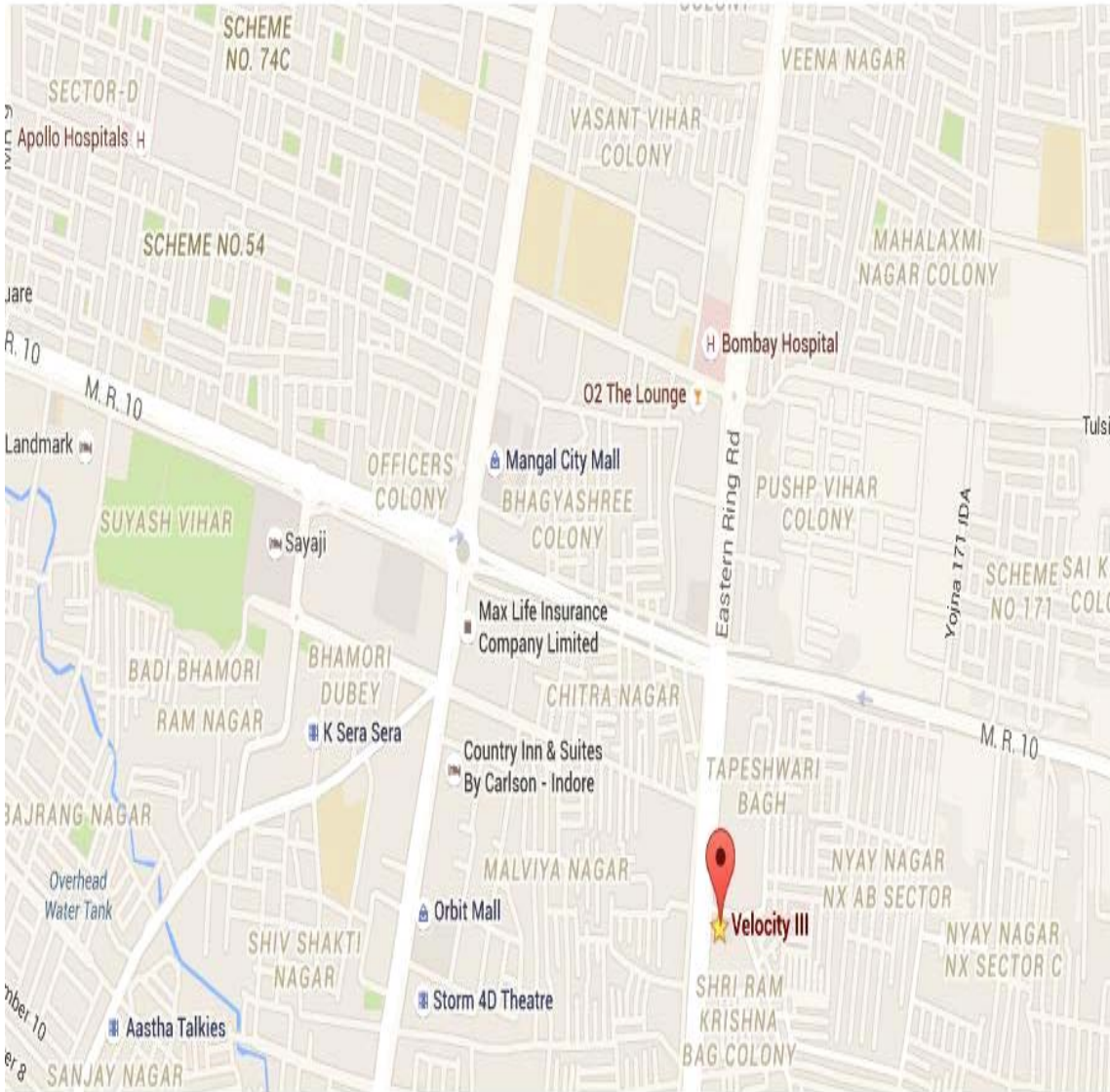
Due to unavailability of the Funds, the Board in their meeting held on 27.06.2018 has obtained Inter corporate Loan to the tune of Rs. 60 Lacs from Velocity Private Limited, Related Party of the Company on arm's length basis. The said loan was obtained from Velocity Private Limited Company on commercial terms and at the interest rate of 15%. The transaction has also been approved by the Audit Committee in their meeting held on 27.06.2018.

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 transaction placed before the members for their approval. The Board recommends the Ordinary resolution as set out in Item No. 3 of this Notice for approval of members.

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

S. No.	Name of Directors	Mrs. Sarita Bindal	Mr. Manoj Kumar Singh	Mr. Kamlesh Kasliwal
1.	DIN	02194558	01684132	00457056
2.	Date of Birth	14.04.1968	15.07.1973	15.09.1968
3.	Date of first appointment	30.07.2014	30.10.2005	30.06.2009
4.	Qualification	B.COM	MCA	Commerce Graduate
5.	Expertise / Experience in specific functional areas	Having more than 12 years of experience in business	Having more than 19 years experience in E.D.P & Accounts	Having more than 24 years of experience in business
6.	Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Promoter Director liable to retire by rotation	Appointed as Independent Director not liable to retire by rotation	Appointed as Independent Director not liable to retire by rotation
7.	Details of remuneration of last drawn (2017-18)	NIL	NIL	NIL
8.	Details of remuneration proposed to be paid	NIL	NIL	NIL
9.	No. & % of Equity Shares held	130469 (3.72%)	NIL	4000 (0.11%)
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sudhir Bindal and Mrs. Sarita Bindal are spouse.	---	---
11.	Number of Meetings of the Board attended during the year	5	5	5
12.	List of outside Company Directorship held	NIL	Devki Cyber Securities Private Limited	1. Sir Sarupchand Hukamchand Private Limited 2. H u k a m c h a n d Rajkumar Singh And Sons Private Limited
13.	Chairman / Member of the Committees of the Board of Directors of the Company	Member <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee 	Chairman <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee ▪ Stake holder Relationship Committee 	Member <ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee ▪ Stake holder Relationship Committee
14.	Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL	NIL

Road Map



DEVKI LEASING AND FINANCE LIMITED
REG off: "VELOCITY", 18-A Scheme No 94 C, Ring Road, Indore (M.P.) 452010
CIN: L65921MP1993PLC007522
Email ID- dlflindore@gmail.com Phone no. - 0731-4735555

PROXY FORM

Form No. MGT-11

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

CIN : **L65921MP1993PLC007522**
 Name of the Company : Devki Leasing and Finance Limited
 Registered office : "VELOCITY", 18-A Scheme No 94 C, Ring Road, Indore (M.P.) 452010
 Name of the member (s) : _____
 Registered address : _____
 E-mail ID : _____
 Folio No/ Client ID/DP ID : _____

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company, to be held on Thursday, the 25th day of September, 2018 at 1:30 PM at the registered office of the company at "VELOCITY", 18-A Scheme No 94 C, Ring Road, Indore (M.P.) 452010, and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:	
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mrs. Sarita Bindal (DIN: 02194558) who retires by rotation.
Special Business:	
3.	Approval for Related Party Transaction.
4.	Re-appointment of Mr. Manoj Kumar Singh (DIN: 01684132) as an Independent Director of the Company for the second term of 5 years
5.	Re-appointment of Mr. Kamlesh Kasliwal (DIN: 00457056) as an Independent Director of the Company for the second term of 5 years

Signed this _____ day of _____ 2018

Affix revenue Stamp of Rs.1

Signature of shareholder

Signature of Proxy holder(s)

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. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

ATTENDANCE SLIP
26th ANNUAL GENERAL MEETING ON 25TH SEPTEMBER 2018.

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.
I/We hereby record my/our presence at the 26th Annual General meeting of the company at the registered office of the company on 25th September, 2018.

(If signed by proxy, his name should be
Written in block letters)

(Shareholders/proxy's Signature)

Note :

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

