

# Devki Leasing & Finance Limited

Velocity Multiplex, 18-A, Scheme No. 94-C, Ring Road,  
INDORE - 452010 (M.P.) INDIA Tel. : +91-731-473 5555 - 69  
Fax: +91-731-473 5500 E-mail : dlfiindore@gmail.com

CIN : L65921MP1993PLC007522

devki

Date: 04<sup>th</sup> September, 2020

To,  
General Manager, Listing  
BSE Limited,  
P.J. Tower, Dalal Street,  
Mumbai- 400001

**Sub: Submission under Regulation 30 SEBI (LODR) Regulation, 2015, Notice of 28<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2019-20.**

**Script Code- 530765 ISIN Code- INE510B01018**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, we are submitting Notice of 28<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2019-20 which are being sent to the members of the Company.

Please take the same in your record.

Thanking You,  
Yours Sincerely

For **DEVKI LEASING AND FINANCE LIMITED**

  
  
**SHRADDHA DYA**  
**COMPANY SECRETARY**

**Enclosed: as above**

**NOTICE**

NOTICE is hereby given that Twenty Eight Annual General Meeting of the Members of the **Devki Leasing and Finance Limited** will be held on **Monday, 28<sup>th</sup> September, 2020** at **1:30 P.M.** through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the registered office of the Company situated at **“Velocity”, 18-A Scheme No 94 C, Ring Road, Indore 452008 (M.P)** shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, 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 31<sup>st</sup> March 2020, 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. **REGULARISATION OF MR. AJIT JAIN (DIN : 08710306) AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit to pass with or without modification(s), the following resolution as a Ordinary 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 Board, consent of the members be and is hereby given to the appointment of Mr. Ajit Jain (DIN : 08710306), who was appointed as an Additional Independent Director of the Company by the Board w.e.f. 30<sup>th</sup> June, 2020 to hold the office till the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 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 appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term upto five consecutive years commencing from 30<sup>th</sup> June, 2020 to 29<sup>th</sup> June, 2025.”

4. **TO INCREASE THE BORROWING LIMIT OF THE COMPANY**

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

**“RESOLVED THAT** consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and (2) of the Companies Act, 2013 and other provisions, if any, as may be applicable (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”) for borrowing any sum or sums of monies from time to time for the purpose of the Company’s business on such terms and

conditions and with or without security from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, of India or otherwise from the foreign parties/entities subject to the provisions of the FDI and/or FEMA, as may be considered appropriate and suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free-reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the total limits of Rs. 5 Crores (Rupees five crores).

**RESOLVED FURTHER THAT** Board of Directors and the Director(s) or the person authorized by the Board be and is jointly and/ or severally authorized to do as they may think fit and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution."

#### **5. TO AUTHORISE TRANSACTION INVOLVING SELLING OF INVESTMENTS TO RELATED PARTY**

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

**"RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013, (including statutory modification (s) or re-enactment thereof for the time being in force), and subject to the Memorandum and Articles of Association of the Company, the consent, approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment of the 92,500 Equity Shares of Rs 10/- held by the Company in Brahma Builders Private Limited at Book Value to any of the related parties of the Company.

**RESOLVED FURTHER THAT** the consent, approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment of the 1,25,000 Equity Shares of Rs 10/- held by the Company in Jupiter Securities and Properties Private Limited at Book value to any of the related parties of the Company.

**RESOLVED FURTHER THAT** the consent, approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment of the 7,48,510 Equity Shares of Rs 10/- held by the Company in Velocity Private Limited at Book Value to any of the related parties of the Company.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/approve all existing transactions and to enter into new/further transactions (including any modification, alteration or amendment thereto) of transactions as mentioned in Section 188 (1) with 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. 5,00,00,000/- (Rupees Five Crores only) per year, on such terms and conditions as mutually agreed between the related parties and Company

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to



do and to authorize any one of them to do the needful on its behalf all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution.”

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

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

“**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being enforce), in terms of Articles of Association, on recommendation of Nomination & Remuneration Committee and on Board’s approval, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sudhir Bindal (DIN-00108548), who holds office as a Managing Director upto 30<sup>th</sup> September, 2020 as a Managing Director of the Company for a further period of three (3) years commencing from 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2023, who shall be liable to retire by rotation, upon the terms and conditions as detailed in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 as existing or amended, modified or re-enacted from time to time and in such a manner as may be agreed between the Board of Directors and Mr. Sudhir Bindal.

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

**PLACE: INDORE**

**DATE: 27.08.2020**

**SHRADDHA DIYA  
COMPANY SECRETARY**

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) 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 only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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 for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the



Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, 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 reckoning the quorum under section 103 of the Companies Act, 2013.
5. 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 (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 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 made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. This AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - [www.devkileasing.com](http://www.devkileasing.com) as soon as possible after the Meeting is over.
9. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website - [www.devkileasing.com](http://www.devkileasing.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
12. Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive) for the Annual General Meeting whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 21<sup>st</sup> September, 2020.
14. CS Shraddha Jain, Practicing Company Secretary (M. No. ACS 39488 & C.P. No. 14717), Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company



are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [dlflindore@gmail.com](mailto:dlflindore@gmail.com) so that the information required may be made available at the Meeting.

16. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
17. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted *vides* notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 25th Annual General Meeting, held on 26<sup>th</sup> September, 2017 to hold office for the Financial Year 2021-22.
18. Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Company has notified closure of register of members and share transfer books (For the purpose of AGM) from 22nd September 2020 to 28th September 2020 (both days inclusive).
19. The Company has fixed Saturday, 21st September 2020 as the cut-off date for determining entitlement of Members for attending the Meeting. Members whose name appears on the Company's Register of Members on the cut-off date shall be entitled to attend the Meeting.
20. The Members are requested to:
  - a. Intimate changes, if any, in their registered addresses viz. bank account, change of address and Email ID immediately.
  - b. Quote their DP ID, Client ID and ledger folio number in all their correspondence.
21. Members seeking any information are requested to write to the Company by e-mail at [dlflindore@gmail.com](mailto:dlflindore@gmail.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
22. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. Members are requested to notify immediately any change in their address and E - Mail ID to their respective Depository Participants (DPs) in respect of their electronic demat accounts to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Private Limited, 60 Electronic Complex, Pardesipura, Indore (M.P.) 452010.
24. Members who hold shares in physical form in multiple folios in identical names or joint holding in same order of names are requested to send the share certificates to Ankit Consultancy Private Limited, RTA of the Company for consolidation into a single folio.
25. Non- Resident Indian (NRI) members are requested to:
  - a) Change their residential status on return to India permanently.
  - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, IFSC code, MICR code, account number and address of the bank with PIN Code no., if not furnished earlier.
26. 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 Company will send Notices/ Documents/ Annual Reports, etc., to the shareholders through email, wherever the email addresses are available and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's



Registrar and Transfer Agent, Ankit Consultancy Private Limited to enable the Company to send all communications electronically.

27. 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.
28. Members may also note that the Annual Report for FY 2018-19 is also available for downloading on Company's website [www.devkileasing.com](http://www.devkileasing.com).
29. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 has mandated registration of Permanent Account Number (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.
30. Pursuant to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018 it has been mandated by SEBI that, request(s) for effecting transfer of securities, except in case of transmission or transposition of securities, shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company, promptly.
31. 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.
32. **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 Central Depository Services (India) Ltd ("CDSL").
  - (ii) 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.
  - (iii) The Board of Directors has appointed Ms. Shraddha Jain, Practicing Company Secretary (Membership No. ACS 39488 and CP No. 14717) as the Scrutinizer to scrutinize the voting at the meeting and to conduct remote e-voting process in a fair and transparent manner.
  - (iv) **The instructions for shareholders voting electronically are as under:**
    - a) The voting period begins on **Friday, 25<sup>th</sup> September 2020 at 9:00 A.M. and ends on Sunday, 27<sup>th</sup> September 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 (record date) of Monday, 21<sup>st</sup> September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - c) Click on Shareholders.



- d) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>➤ 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.</li> <li>➤ 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).</li> </ul>

- h) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2020 may obtain the login ID and password by sending a request to Ankit Consultancy Private Limited at [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com).
- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the DEVKI LEASING AND FINANCE LIMITED on which you choose to vote.
- m) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r) If a demat account holder has forgotten the 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.
- (v) 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, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.



- (vi) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.
- (vii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (viii) In case you have any grievances pertaining to e-voting, you may contact at below address:  
Name: Mr. Rakesh Dalvi  
Designation: Manager  
Address: A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.  
Email id: [evoting@cdslindia.com](mailto:evoting@cdslindia.com)  
Phone number: 022-23058542/43
- (ix) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **Monday, 21<sup>st</sup> September, 2020**.
- (x) Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (xi) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (xii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (xiii) 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.
- (xiv) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (xv) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (xvi) 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.
- (xvii) The voting results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.devkileasing.com](http://www.devkileasing.com) and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to BSE Limited.

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

S. No.	Name of Directors	Mrs. Sarita Bindal	Mr. Sudhir Bindal	Mr. Ajit Jain
1.	DIN	02194558	00108548	08710306
2.	Date of Birth	14/04/1968	06/04/1964	02/07/1984
3.	Date of first appointment	30/07/2014	01/10/2009	30/06/2020
4.	Qualification	B.Com	B.Com, DCMA	B.E
5.	Expertise / Experience in specific functional areas	Having more than 12 years of experience in business	Having more than 31 years of experience in handling Finance in business	Having good experience of managing skills and knowledge of corporate affairs
6.	Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Promoter Director liable to retire by rotation	Re-Appointed as Managing Director liable to retire by rotation	Appointed as Independent Director not liable to retire by rotation
7.	Details of remuneration of last drawn (2018-19)	NIL	3,72,000/- PA	NIL
8.	Details of remuneration proposed to be paid	NIL	3,72,000/- PA	NIL
9.	No. & % of Equity Shares held	1,74,569 (4.97%)	1, 71,400 (4.88%)	NIL
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Sudhir Bindal and Mrs. Sarita Bindal are spouse.	Mr. Sudhir Bindal and Mrs. Sarita Bindal are spouse.	----
11.	Number of Meetings of the Board attended during the year	05	05	NA
12.	List of outside Company Directorship held	NIL	NIL	NIL
13.	Chairman / Member of the Committees of the Board of Directors of the Company	<b>Member</b> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Nomination and Remuneration Committee</li> </ul>	Stake holder Relationship Committee	<b>Member</b> <ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Nomination and Remuneration Committee</li> <li>▪ Stake holder Relationship</li> </ul>



				Committee
14.	Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL	NIL

### EXPLANATORY STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

#### ITEM NO. 03

Brief Profile of Proposed Appointee: Mr. Ajit Jain DIN (08710306) aged about 36 Years has done graduation in the field of engineering. He is a professional with good experience of managing skills and handling team. He possesses a diverse and wide ranging experience and knowledge of corporate affairs.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mr. Ajit Jain as an Additional Director (Independent) of the Company subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). The Company has also received declarations from proposed appointee confirming that he meet the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has also received consents in writing from proposed appointee to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

In the opinion of the Board Mr. Ajit Jain fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and they are independent of the management. Mr. Ajit Jain is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except proposed appointee and their relatives, are in any way, concerned or interested in the said resolution. The Board recommends passing Ordinary resolution as set out in Item No. 3.

#### ITEM NO. 4

The Company is in view of the future growth plans which would necessitate borrowing from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board. However, as per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot borrow monies in excess of the aggregate of the paid-up capital, free reserves and securities premium of the Company, apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business, except with the consent of the shareholders in General Meeting by way of special resolution.

Hence, the Board of Directors of the Company considered needs to be authorized by the members to borrow monies, whether secured or otherwise (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), from time to time on behalf of the Company not exceeding Rs.5 crores (Rupees five crores).

The Board accordingly recommends the Special Resolution as mentioned in item no. 4 of this notice

for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested in the proposed resolution. However the directors and their relatives being the members may be considered as financially interested to the extent of the interest as may be received by them on the unsecured loan, if any, as may be provided by them. However, they are not interested otherwise in any manner in the aforesaid resolution.

#### ITEM NO. 5

The Company holds 92,500 Equity shares of Rs. 10/- each and 1,25,000 Equity shares of Rs. 10/- each and 7,48,510 Equity Shares of Rs. 10/- each in its related parties viz. Brahma Builders Private Limited, Jupiter Securities and Properties Private Limited and Velocity Private Limited respectively. In the meeting of the Board of Directors held on 27.08.2020, it was decided to sell entire stake of Brahma Builders Private Limited, Jupiter Securities and Properties Private Limited and Velocity Private Limited at book value to any of the related parties of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out as Item No. 5 in the Notice for approval of members, as they feel the same to be in the interest of the Company.

The company has made investments by way of subscribing to the securities of other companies. The company is desirous entering into a transaction or series of transactions involving selling the said investments in ordinary course of business and on arm's length basis to any of the related parties as mention below.

Name of the Related Party	Nature of Relationship	Nature or Transaction	Value up to which the company can enter into contract/arrangement/ transaction with related party(ies) in a financial year
Brahma Builders Private Limited	Director and his relative are the Members in the related party entity	1. Sale, purchase or supply of any goods;	Up-to Rs. 5 Crores (Rupees Five Crores Only)
Jupiter Securities and Properties Private Limited	Director and his relative are the Members in the related party entity	2. Selling or otherwise disposing of, or buying, Property, investment of any kind;	
Velocity Private Limited	Director and his relative are the Members in the related Party entity	3. Any other related party transactions of what so ever nature.	
Mr. Sudhir Bindal	Managing Director		
Mr. Bharat Bindal	Relative of Director		
Mr. Yashveer Bindal	Relative of Director		
Mrs. Sarita Bindal	Relative of Director		
Mrs. Shweta Bindal	Relative of Director		
Mrs. Anju Bindal	Relative of Director		



Pursuant to provision of Section 188(1) of Companies Act, 2013, the company cannot enter into a transaction with its related party which involves selling of any goods amounting to ten percent or more of the turnover of the company, except with the prior approval of the company by a resolution. Thus, the transactions are placed before the members for their approval. The Board recommends the Ordinary resolution as set out in Item No. 5 of this Notice for approval of members.

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

#### **ITEM NO. 6**

Mr. Sudhir Bindal was appointed as Managing Director of the Company for a period of three years commencing from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September, 2020. The tenure of Mr. Sudhir Bindal as Managing Director of the Company is to be expired on 30<sup>th</sup> September, 2020.

Thus upon the recommendation of the Nomination and Remuneration Committee in their meeting held on 27<sup>th</sup> August, 2020, the Board of Directors at their meeting held on 27<sup>th</sup> August, 2020 has re-appointed Mr. Sudhir Bindal as Managing Director of the Company for a further period of three years commencing from 1<sup>st</sup> October, 2020. The Board considered qualification, capabilities, experience, and performance of Mr. Sudhir Bindal and terms of Nomination and Remuneration policy of the Company. The Board considered that during his term, the performance of Mr. Sudhir Bindal, was satisfactory which deserved favorable consideration in the matter of extending him another term as Managing Director of the Company.

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

Mr. Sudhir Bindal is Graduate in Commerce and having a diploma in Costing and Management Accounting. He is associated with the Company since 1993 and having 31 Years' experience of leasing and finance business. His experience, commitment and capabilities are necessary for the growth of the Company.

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

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

The Board commends the Special Resolution as set out in Item No. 6 of the notice.

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

The details of remuneration payable to Mr. Sudhir Bindal and the terms and conditions of the appointment are given below:

- a. **Term of Appointment:** Three (3) years commencing from 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2023.
- b. **Nature of Duties:** As outlined in Section 166 of the Companies Act, 2013.
- c. **Basic Salary:** Rs. 31,000/- (Rupees Thirty One Thousand Only) per month. He may be entitled for annual increment upto 15% p.a., which may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.
- d. **Perquisites and allowances:** Following as per rules of the Company:
  - i. Leave Travel Allowance
  - ii. House Rent Allowances
  - iii. Medical Allowances
  - iv. Provision for use of car with driver may be provided for official business and personal use. If used for personal use, it will be billed to him. If no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
  - v. Provision for telephone and internet may be provided at residence and personal calls will be billed to him.
- e. **Provident Fund:** The Company will make suitable contribution towards Provident Fund, as per the rules of the Company.
- f. **Gratuity:** As per rules of the Company.
- g. **Retirement Benefits:** As per rules of the Company.
- h. **Leave encashment:** Leaves will be provided as per rules of the Company including encashment of unavailed leave at the end of the tenure.
- i. **Other Benefits:** Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business will be provided.

The following additional information as required by schedule V to the Companies Act, 2013 is given below:

**I. General Information:**

- i. **Nature of Industry:** The Company is a Listed Company, having Business of Finance and Leasing non deposit taking Company.
- ii. **Date or expected date of commencement of commercial production:** The Company was incorporated on 15/02/1993 and started working thereafter.
- iii. **Financial performance based on given indicators** – As per Audited Financial Results for the year ended 31st March, 2020:

Particulars	Rs. in Lakhs
Gross Turnover & Other Income	0.21
Net profit as per Statement of Profit & Loss (After Tax)	(36.34)
Net Worth	70.00



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

## II. Information about the appointee:

- i. **Background details:** Refer Explanatory Statement of Item No. 6.
- ii. **Past remuneration:** Rs. 31,000/- (Rupees Thirty one Thousand only) per month.
- iii. **Recognition or awards:** Nil.
- iv. **Job Profile and his suitability:** Mr. Sudhir Bindal is Having more than 31 years of experience in handling finance in business. Taking into consideration his experience, commitment and capabilities he is best suitable for the responsibilities to be assigned under the said designation.
- v. **Remuneration proposed:** Refer Explanatory Statement of Item No. 6. Rs. 31,000/- (Rupees Thirty one Thousand only) per month.
- vi. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of Mr. Sudhir Bindal and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
- vii. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Besides the remuneration proposed to be paid to him and related party transaction with him (Disclosed in the notes to the Financial statement), the Directors do not have any other pecuniary relationship with the Company. Mr. Sudhir Bindal and Mrs. Sarita Bindal are the spouse.

PLACE: INDORE  
DATE: 27.08.2020

DEVKI LEASING & FINANCE LIMITED

SHRADDHA DIYA  
COMPANY SECRETARY

Registered Office:  
"Velocity", 18-A Scheme No 94 C,  
Ring Road, Indore (M.P.) 452008  
CIN: L65921MP1993PLC007522