

DEVKI LEASING AND FINANCE LTD

CIN: L65921MP1993PLC007522

Registered office: "VELOCITY", 18-A SCHEME NO 94 C, RING ROAD INDORE MP 452008
Email Id: dflindore@gmail.com website: www.devkileasing.com Contact: 91-731-2555041

NOTICE

NOTICE is hereby given that 30th Annual General Meeting of the Members of the **DEVKI LEASING AND FINANCE LIMITED** will be held on **Thursday, 25th August, 2022** at **1:00 P.M.** through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") on account of **COVID-19** (Corona virus) pandemic and in accordance with the relevant circulars Issued by The Ministry Of Corporate Affairs to transact the following business:-

ORDINARY BUSINESS:

ITEM 1: ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements (Standalone) of the Company for the Financial Year ended 31st March 2022, along with the Reports of the Board of Directors and the Auditors thereon.

ITEM 2: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), **M/S Jethani and Associates, Chartered Accountants, Jaipur (Firm Registration Number: 010749C)** who are eligible to be appointed as Statutory Auditors of the Company and who have given their consent to act as Statutory Auditors of the company and, approval of members be and are hereby accorded for appointment as the Statutory Auditors of the Company for a term of one year from the conclusion of this 30th Annual General Meeting ("AGM") till the conclusion of the 31st AGM to be held in the year 2023, at such remuneration plus out- of-pocket expenses and applicable taxes etc., as may be mutually agreed between the Board of Directors on recommendation of Audit Committee of the Company and the Auditors."

"RESOLVED FURTHER THAT Ms. Komal Ghughytl, Company Secretary & Compliance officer of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution."

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SPECIAL BUSINESS:

ITEM 3: REGULARISATION OF MR. MAHESH KUMAR AGARWAL (DIN: 02806108) AS EXECUTIVE DIRECTOR OF THE COMPANY

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 Section 149 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), 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 are hereby given to the appointment of Mr. Mahesh Kumar Agarwal (DIN : 02806108), who was appointed as an Additional Director of the Company by the Board w.e.f. 25th February, 2022 to hold the office till the ensuing Annual General Meeting, be and is hereby appointed as Executive Director of the Company, in terms of Section 161 of the Companies Act, 2013."

"RESOLVED FURTHER THAT Ms. Komal Ghughthyal, Company Secretary & Compliance officer of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this resolution."

ITEM 4: CHANGE OF DESIGNATION OF MR. MAHESH KUMAR AGARWAL AS MANAGING DIRECTOR OF THE COMPANY

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 Section 196, 197 and 203 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 V 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 are hereby given to the appointment of Mr. Mahesh Kumar Agarwal (DIN : 02806108), who was appointed as a Managing Director of the Company, in terms of the Companies Act, 2013 in board meeting dated 22th July 2022, for a period of five years, subject to the approval of the shareholders. Accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, He is liable to retire by rotation, for a term upto five consecutive years commencing from 22nd July, 2022 to 21st July, 2027."

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"RESOLVED FURTHER THAT Ms. Komal Ghughytl, Company Secretary & Compliance officer of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution."

ITEM 5: REGULARISATION OF MRS. SHARDA AGARWAL (DIN: 09520743) AS NON EXECUTIVE WOMEN DIRECTOR OF THE COMPANY

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 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 are hereby given to the appointment of Mrs. Sharda Agarwal (DIN: 09520743), who was appointed as an Additional Director of the Company by the Board w.e.f. 25th February, 2022 to hold the office till the ensuing Annual General Meeting, be and is hereby appointed as a Non-Executive Women Director of the Company in terms of the Companies Act, 2013. Accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, She is liable to retire by rotation, for a term upto five consecutive years commencing from 25th August, 2022 to 24th August, 2027."

"RESOLVED FURTHER THAT Ms. Komal Ghughytl, Company Secretary & Compliance officer of company be and is hereby authorized to sign and file e-form with the concerned Registrar of Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution."

ITEM 6: REGULARISATION OF MRS. ARCHANA GUPTA (DIN: 09520661) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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 Section 149 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 are hereby given to the appointment of Mrs. Archana Gupta (DIN: 09520661), who was appointed as an Additional Director in the Capacity of Non-Executive Independent Director of the

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Company by the Board w.e.f. 25th February, 2022 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 she 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 a Non-Executive Independent Director of the Company, not liable to retire by Rotation, for a term upto five consecutive years commencing from 25th August, 2022 to 24th August, 2027."

"RESOLVED FURTHER THAT Ms. Komal Ghughthyal, Company Secretary & Compliance officer of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution."

ITEM 7: REGULARISATION OF MRS. NEHA SAINI (DIN: 09534523) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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 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 are hereby given to the appointment of Mrs. Neha Saini (DIN: 09534523), who was appointed as an Additional Director in the Capacity of Non-Executive Independent Director of the Company by the Board w.e.f. 11th March, 2022 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 she 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 Non Executive Independent Director of the Company, not liable to retire by rotation, for a term upto five consecutive years commencing from 25th August, 2022 to 24th August, 2027."

"RESOLVED FURTHER THAT Ms. Komal Ghughthyal, Company Secretary & Compliance officer of company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution."

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ITEM 8: APPROVAL OF NAME CHANGE OF THE COMPANY FROM "DEVKI LEASING & FINANCE LIMITED" TO "AGARWAL FORTUNE INDIA LIMITED" AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION 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 pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as applicable, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs, Stock Exchanges, and any other appropriate Regulatory and Statutory Authorities, as may be necessary, consent of the Members of the Company be and are hereby accorded for change of name of the Company from **"DEVKI LEASING & FINANCE LIMITED"** to **"AGARWAL FORTUNE INDIA LIMITED"**.

"RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents shall stand altered as below:

"RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

The name of the company is AGARWAL FORTUNE INDIA LIMITED"

"RESOLVED FURTHER THAT Article 2 of the Articles of Association of the Company be substituted by the following:

"The company" means AGARWAL FORTUNE INDIA LIMITED".

"RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company."

"RESOLVED FURTHER THAT Ms. Komal Ghughthyal Company Secretary and compliance officer of the Company be and is hereby authorized to apply to the CRC, Ministry of Corporate Affairs or any other concerned authority for ascertaining the availability of the name mentioned aforesaid and to prepare, file and submit the necessary e-forms, application, documents, declaration, undertaking, fees and other documents for the purpose of giving effect to this resolution."

ITEM 9: CHANGE IN THE MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

The Company has adequate resources for undertaking new business activities instead of its existing

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business, it is in the interest of the Company and its Shareholders that the activities of the Company be diversified. The alteration of the main objects clause of the MOA as set out in the resolution is to facilitate enlarging the Company's scope of operations. The proposed amendment will enable the Company to carry on its business efficiently.

Amendments to Clause III (a) of the Memorandum of Association, the Main Objects Clause of the Company are proposed to be made to enable the Board of Directors to consider from time to time proposals for diversification and expansion of the Company's business which would be profitable for the Company.

The proposed amendment(s) to Clause III (a) are in line with the Company's competencies and business and to enable future expansion plans.

Therefore, the Memorandum of Association of the Company is also required to be re-aligned as per the new proposed business activities. Accordingly, the existing Clause III A of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III (A) with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting.

According, taking into consideration the above mentioned facts, the object clause of the MOA of the company are proposed to be amended as under:

A. Part A of Clause III of the Object Clause of the existing Memorandum of Association which is currently titled as "**THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE (TO BE PURSUED BY THE COMPANY) ON ITS INCORPORATION**" shall be altered by replacing and substituting the same with the new Clause III (a) with the new heading titled as "**THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**"

The proposed amendment to MOA requires the approval of Shareholders by means of Special Resolution(s) pursuant to the provision of Companies Act 2013, and relevant rules made thereunder and accordingly, the approval of the Member of the Company is being sought through electronic means. The Board of Director in its meeting 22nd July, 2022 has accorded its approval for amendment to MOA as aforesaid.

1. To carry on the business of buying, selling, processing, crafting, importing, manufacturing, exporting, and/or otherwise dealing in different types or grade quality of glasses and mirror, i.e. float glasses, toughened glasses, safety glasses, processed glasses, architectural glasses, stain glasses, screen glasses, beveled glasses, antique glasses, reflective glasses, lead crystal glasses, cast glasses, decorative mirrors, cut glasses, curved (Bend) glasses, layered glasses, fuced glasses, insulating glasses, fiber glasses, glass-bricks, gift articles of glass accessories, flat glasses and mirrors and decorative glasses products, glass wares, automobile glasses, sheet float and plate glasses, welding glasses, coloured glasses, glass doors and fittings, scraps of all types of glasses and other powders, pastes, and all types of glasses articles or products.

2. To carry on the business as traders, distributors, agents, manufacturers, , importers and exporters of or dealers in products, goods, articles, items, accessories, of whatsoever kind, nature or description, and further whether of commercial, industrial or household use or purpose, made of glasses, mirror, float glasses, toughened glasses, safety glasses, processed

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glasses, stain glasses, screen glasses, beveled glasses, antique glasses, reflective glasses, lead crystal glasses, cast glasses, decorative mirrors, cut glasses, curved (Bend) glasses, layered glasses, fused glasses, insulating glasses, fiber glasses, glass-bricks, all types of glass articles or products.

3. To carry on the business of providing technical consultancy services, advisory services and undertake erection, maintenance overhauling of all types of glasses, various flat glasses and mirrors and decorative glass products, glass wares, automobile glasses, sheet float and plate glass, welding glass, coloured glasses, glass doors and fittings and all types of glass articles or products.

4. To carry on the business as transporters, Providing transporting vehicles for goods, articles or things on routes and lines subject to law in force through all sorts of carries like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxis, and so on.

"RESOLVED FURTHER THAT, the objects wherever it occurs in the Memorandum and Articles of Association of the Company be amended."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 15 of the Companies Act 2013, Memorandum of association of the company be and is hereby noted."

"RESOLVED FURTHER THAT Ms. Komal Ghughytl, Company Secretary and compliance officer of the Company be and is hereby authorized to apply to the Ministry of Corporate Affairs (Registrar of Companies) or any other concerned authority for approval in change of Main object mentioned aforesaid and to prepare, file and submit the necessary e-forms, application, documents, declaration, undertaking, fees and other documents for the purpose of giving effect to this resolution."

ITEM 10: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MADHYA PRADESH TO THE STATE OF RAJASTHAN

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act, 2013") read with the rules framed thereunder ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and are hereby accorded for shifting the Registered Office of the Company from the "State of Madhya Pradesh" to the "State of Rajasthan".

"RESOLVED FURTHER THAT consent of the Members of the Company be and are hereby accorded for shifting the Registered Office of the Company from **VELOCITY", 18-A SCHEME NO 94 C, RING ROAD INDORE MP 452008** IN to **S-9-A, 2ND FLOOR, GOPALPURA BYPASS ROAD JAIPUR 302019 RJ**

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IN, a place falling under the jurisdiction of **GOPALPURA POLICE CHOWKI**, Situated at **6, GOPALPURA BYPASS RD, MUKTANAND NAGAR, DURGAPURA, JAIPUR, RAJASTHAN 302018."**

"**RESOLVED FURTHER THAT** upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

II. The Registered Office of the Company will be situated in the State of Rajasthan."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 15 of the Companies Act 2013, Memorandum of association of the company be and is hereby noted."

"**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized Ms. Komal Ghughthyal, Company Secretary & Compliance officer of company to sign the petition, application, affidavits, undertaking, and file necessary form(s), and any other documents as may be necessary in relation to the shifting of the Registered Office of the Company".

"**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby appoint and authorized SKMG & Co. a Practicing Company Secretaries firm to represent, make such statement, furnish such information and do such things, as may be required on behalf of the Company before the Regional Director, Ministry of Corporate Affairs, Government of India, the Registrar of Companies and any other Government authorities in the matter of the petition to be filed by the company for shifting of the Registered Office and proposed alteration of the situation clause of the Memorandum of Association of the Company".

PLACE: INDORE

DATE: 22-07-2022

REGISTERED OFFICE:

**VELOCITY", 18-A SCHEME NO 94 C,
RING ROAD INDORE MP 452008**

**By the order of the Board of Directors
DEVKI LEASING & FINANCE LIMITED
CIN: L65921MP1993PLC007522**

**Sd/-
KOMAL GHUGHTYAL
(COMPANY SECRETARY)
Membership No. - A64440**

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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 April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, 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 there at 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. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of 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 Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting during the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.devkileasing.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
9. Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 19th August, 2022 to Thursday, 25th August, 2022** (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.
10. Availability The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested shall also be kept open for inspection at annual general meeting of the company and shall be made accessible to any person attending the meeting.
11. 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 18th August, 2022.
12. CS Monika Gupta, On behalf of SKMG & Co., Practicing Company Secretary (M.No. FCS 8208 & C.P. No. 8551), 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.
13. 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 so that the information required may be made available at the Meeting.
14. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
15. 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 Friday, 19th August, 2022 to Thursday, 25th August, 2022 (both days inclusive).
16. The Company has fixed Tuesday, 18th August, 2022 as the cut-off date for determining entitlement of Members for attending and voting at the Meeting. Members whose name appears on the Company's Register of Members on the cut-off date shall be entitled to attend and vote at the Meeting.
17. 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 Beetal Financial & Computer Services (P) Ltd., BEETAL House, 3 rd Floor, 99 Madangir, Behind Local Shopping Complex, New Delhi – 110062.

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18. 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 Beetal Financial & Computer Services (P) Ltd, RTA of the Company for consolidation into a single folio.
19. 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.
20. 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.
21. Dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Beetal Financial & Computer Services (P) Ltd to enable the Company to send all communications electronically.
22. 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.
23. Members may also note that the Annual Report for FY 2021-22 is also available for downloading on Company's website <http://www.devkileasing.com/Annual-Report.php>
24. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins Monday, 22nd August, 2022 at 9:00 A.M. and ends on Wednesday, 24th August, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 18th August 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th August 2022.

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Registered office: "VELOCITY", 18-A SCHEME NO 94 C, RING ROAD INDORE MP 452008
Email Id: dflindore@gmail.com website: www.devkileasing.com Contact: 91-731-2555041

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

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'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered

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	Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and

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a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skmgcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to dflindore@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to dflindore@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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25. **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
26. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. 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.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at dlflindore@gmail.com. The same will be replied by the company suitably.
 6. Speaker (for members) shall required to registered themselves with company with their concern query and questions.

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27. 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 favor 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.
28. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.devkileasing.com/Scrutinizers-Report.php> and on the website of NSDL 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.

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NOTES OF EXPLANATORY STATEMENTS:

There are some material facts relating to ordinary business/Special Business which will be discussed in the 30th Annual General Meeting of the Company.

1. **ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**
2. **ITEM: 2 APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23**
3. **ITEM 3: REGULARISATION OF MR. MAHESH KUMAR AGARWAL (DIN: 02806108) AS EXECUTIVE DIRECTOR OF THE COMPANY**
4. **ITEM 4: CHANGE OF DESIGNATION OF MR. MAHESH KUMAR AGARWAL (DIN: 02806108) AS MANAGING DIRECTOR OF THE COMPANY**
5. **ITEM 5: REGULARISATION OF MRS. SHARDA AGARWAL (DIN: 09520743) AS NON EXECUTIVE WOMEN DIRECTOR OF THE COMPANY**
6. **ITEM 6: REGULARISATION OF MRS. ARCHANA GUPTA (DIN: 09520661) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**
7. **ITEM 7: REGULARISATION OF MRS. NEHA SAINI (DIN: 09534523) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**
8. **ITEM 8: APPROVAL OF NAME CHANGE OF THE COMPANY FROM "DEVKI LEASING & FINANCE LIMITED" TO "AGARWAL FORTUNE INDIA LIMITED" AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.**
9. **ITEM 9: CHANGE IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**
10. **ITEM 10: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MADHYA PRADESH TO THE STATE OF RAJASTHAN**

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ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

S.N.	Name of Directors	MR. MAHESH KUMAR AGARWAL	MRS. SHARDA AGARWAL	MRS. ARCHANA GUPTA	MRS. NEHA SAINI
1.	DIN	02806108	09520743	09520661	09534523
2.	Date of Birth	08/01/1977	02/07/1982	01/03/1989	06/08/1985
3.	Date of first appointment	25/02/2022	25/02/2022	25/02/2022	11/03/2022
4.	Qualification	B.Com	B.Com	B.Com	B.Com
5.	Expertise/Experience in specific functional areas	He has good experience of managing skills and handling team and having rich knowledge in supervising and coordinating.	She is having rich knowledge in supervising and coordinating	She is having experience in the overall management of business enterprise.	She possesses rich experience in Finance & Accounts, business planning and analysis, and other financial matters
6.	Terms and conditions of appointment/ re-appointment	Appointed as Managing Director liable to retire by rotation	Appointed as Non-Executive Woman Director liable to retire by rotation	Appointed as Non-Executive Independent Director not liable to retire by rotation	Appointed as Non-Executive Independent Director not liable to retire by rotation
7.	Details of remuneration of last drawn (2020-21)	NIL	NIL	NIL	NIL
8.	Details of remuneration proposed to be paid	NIL	NIL	NIL	NIL
9.	No. & % of Equity Shares held	16,94,357	NIL	NIL	NIL
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Mrs Sharda Agarwal.	Spouse of Mr Mahesh Kumar Agarwal.	--	----
11.	Number of Meetings of the Board attended during the year	02	02	02	01
12.	List of outside Company Directorship held	1.AGARWAL TOUGHENED GLASS INDIA	1.AGARWAL FLOAT GLASS INDIA LIMITED	NIL	NIL

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		PRIVATE LIMITED 2. AGARWAL FLOAT GLASS INDIA LIMITED			
13.	Chairperson / Member of the Committees of the Board of Directors of the Company	Member a. Audit Committee	Member/ Chairperson a. Nomination and Remuneration Committee b. Stakeholder Relationship Committee (Chairperson)	Member/ Chairperson a. Audit Committee (Chairperson) b. Nomination and Remuneration Committee (Chairperson) c. Stakeholder Relationship Committee	Member a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholder Relationship Committee
14.	Chairperson / Member of the Committees of the Board Directors of other Companies in which he is director	NIL	NIL	NIL	NIL

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Ordinary Business:

ITEM 2: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23

The Board of director of the Company at their Meeting held on 22nd July, 2022, had approved the appointment of **M/s JETHANI AND ASSOCIATES, Chartered Accountants, Jaipur (Firm Registration Number: 010749C)** as the Statutory Auditors of the Company to hold office from conclusion of this 30th Annual General Meeting ("AGM") till the conclusion of the 31st Annual General Meeting ("AGM") to be held in the year 2023.

M/s Jethani and Associates, Chartered Accountants is a well-known firm situated at Jaipur. The firm also holds a Peer Review Certificate No. 011796 dated 08th August 2019 issued by the Peer Review Board of the Institute of Chartered Accountants of India valid till 07th August 2022.

The Board of Directors of the Company on the recommendation of the Audit Committee also recommend the appointment of M/s Jethani and Associates as the Statutory Auditors of the Company to hold office for a period of one years, from the conclusion of this 30th AGM, till the conclusion of the 31st Annual General Meeting ("AGM") of the Company to be held in the year 2023, subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Company has received the consent letter and eligibility certificate from M/s Jethani and Associates, to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Special Business:

ITEM 3: REGULARISATION OF MR. MAHESH KUMAR AGARWAL (DIN: 02806108) AS EXECUTIVE DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mr. Mahesh Kumar Agarwal to the Board as additional director at the Board Meeting held on 25th February, in terms of Section 161(1) of the Companies Act, 2013. Mahesh Kumar Agarwal can hold office only up to the date of the ensuing Annual General Meeting. The Company has also received consents in writing from proposed appointee to act as Executive Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and

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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.

ITEM 4: CHANGE OF DESIGNATION OF MR. MAHESH KUMAR AGARWAL AS MANAGING DIRECTOR OF THE COMPANY

Mr. Mahesh Kumar Agarwal has good experience of managing skills and handling team and having rich knowledge in supervising and coordinating.

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 and accordance with the pursuant to the provisions of Section 196, 197 of Companies act 2013, Mr. Mahesh Kumar Agarwal (DIN : 02806108) who was appointed as a Managing Director of the Company subject to approval of shareholder's, for a period of five years. Accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, He is liable to retire by rotation, for a term up to five consecutive years commencing from 22nd July, 2022 to 21st July, 2027.

The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Mahesh Kumar Agarwal by the Company. The Board is of the opinion that the appointment and presence of Mr. Mahesh Kumar Agarwal on the Board as the Managing will be desirable, beneficial and in the best interest of the Company.

ITEM 5: REGULARISATION OF MRS. SHARDA AGARWAL (DIN: 09520743) AS NON EXECUTIVE WOMEN DIRECTOR OF THE COMPANY

Considering the enormous diversified experience of Mrs Sharda Agarwal, the Board recommends the continuation of Mrs Sharda Agarwal as a Non-Executive Women Director for a further term of 5 year.

Mrs. Sharda Agarwal's in depth knowledge of overall business functioning will enlighten the company in core decision makings. Her experience in manufacturing industry will become the asset for company.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mrs. Sharda Agarwal as an Additional Director (under category of non executive women director) of the Company, whose regularization is subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). As prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Mrs. Sharda Agarwal fulfils the conditions for appointment as a Non-Executive Women Director as specified in the Act and the Listing Regulations and they are independent of the management. 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 she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013.

DEVKI LEASING AND FINANCE LTD

CIN: L65921MP1993PLC007522

Registered office: "VELOCITY", 18-A SCHEME NO 94 C, RING ROAD INDORE MP 452008
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Accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, She is liable to retire by rotation, for a term upto five consecutive years commencing from 25th August, 2022 to 24th August, 2027."

ITEM 6: REGULARISATION OF MRS. ARCHANA GUPTA (DIN: 09520661) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To bring more experience on the Board, your Board had appointed MRS. ARCHANA GUPTA as an Additional Director (Category- Non- Executive Independent Director) on 25th February 2022 for a term of 5 (Five) consecutive years.

She Possess great amount of experience in Risk management, Price controlling and product marketing. Apart from that she is also having experience in the overall management of business enterprise.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mrs. Archana Gupta as an Additional Director (in the category of Non Executive Independent Director) of the Company, whose regularization is 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 she 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 she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. She is eligible for appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term up to five consecutive years commencing from 25th August, 2022 to 24th August, 2027."

In the opinion of the Board Mrs. Archana Gupta fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act and the Listing Regulations and they are independent of the management. Mrs. Archana Gupta 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.

ITEM 7: REGULARISATION OF MRS. NEHA SAINI (DIN: 09534523) AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To appoint Mrs. Neha Saini as a Non- Executive Independent Director Board expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.

Mrs. Neha Saini has vast experience in Management controlling and supply chain management. Her rich experience in commerce background will guide company in Finance & Accounts, business planning and analysis, and other financial matters

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Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mrs. Neha Saini as an Additional Director (in the category of Non Executive-Independent Director) of the Company, whose regularization is 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 she 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 she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. She is eligible for appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term upto five consecutive years commencing from 25th August, 2022 to 24th August, 2027."

In the opinion of the Board Mrs. Neha Saini fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act and the Listing Regulations and they are independent of the management. Mrs. Neha Saini 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.

ITEM 8: APPROVAL OF NAME CHANGE OF THE COMPANY FROM "DEVKI LEASING & FINANCE LIMITED" TO "AGARWAL FORTUNE INDIA LIMITED" AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

The Members may note that the Board of Directors of the Company at its meeting held on 22nd July, 2022 had approved the proposal for change of name of the Company from 'DEVKI LEASING & FINANCE LIMITED' to AGARWAL FORTUNE INDIA LIMITED", subject to the approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs, Stock Exchanges, and any other appropriate Regulatory and Statutory Authorities. Application for approval of desired name i.e 'AGARWAL FORTUNE INDIA LIMITED' in under process to The CRC/Registrar of Companies. The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

The proposed change of name of the Company would not result in change of the legal status or constitution of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

ITEM 9: CHANGE IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company has adequate resources for undertaking new business activities in addition to its existing business, it is in the interest of the Company and its Shareholders that the activities of the Company be diversified. The alteration of the main objects clause of the MOA as set out in the resolution is to facilitate enlarging the Company's scope of operations. The proposed amendment will enable the Company to carry on its business efficiently.

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Amendments to Clause III (a) of the Memorandum of Association, the Main Objects Clause of the Company are proposed to be made to enable the Board of Directors to consider from time to time proposals for diversification and expansion of the Company's business which would be profitable for the Company.

The proposed amendment(s) to Clause III (a) are in line with the Company's competencies and business and to enable future expansion plans.

Therefore, the Memorandum of Association of the Company is also required to be re-aligned as per the new proposed business activities. Accordingly, the existing Clause III A of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III (A) with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting.

ITEM 10: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MADHYA PRADESH TO THE STATE OF RAJASTHAN

Presently, Registered Office of the Company is situated in the State of MADHYA PRADESH at "VELOCITY", 18-A SCHEME NO 94 C, RING ROAD INDORE MP 452008 IN. As per Provision of the Companies act 2013, shifting the registered office of the company from VELOCITY", 18-A SCHEME NO 94 C, RING ROAD INDORE MP 452008 IN to S-9-A, 2ND FLOOR, GOPALPURA BYPASS ROAD JAIPUR 302019 RJ IN, a place falling under the jurisdiction of GOPALPURA POLICE CHOWKI, Situated at 6, GOPALPURA BYPASS RD, MUKTANAND NAGAR, DURGAPURA, JAIPUR, RAJASTHAN 302018.

The Board of Directors of the Company at their meeting held on 22nd July, 2022 has approved to shift the Registered Office of the Company from the "State of MADHYA PRADESH" to the "State of RAJASTHAN" considering, inter alia, the following reasons:

- a) To exercise the better administrative and economic control over the Company;
- b) To encourage the shareholders' participation in the general meetings of the Company;
- c) To increase operational and management efficiency;
- d) To integrate business functions, and optimization of administrative expenses.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders. In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members for shifting of the Registered Office of the Company from the State of Madhya Pradesh to the State of Rajasthan and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the State of Rajasthan.

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The Board of Directors recommends the resolution set forth in item no. 10 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

PLACE: INDORE
DATE: 22-07-2022
REGISTERED OFFICE:
VELOCITY", 18-A SCHEME NO 94 C,
RING ROAD INDORE MP 452008

By the order of the Board of Directors
DEVKI LEASING & FINANCE LIMITED
CIN:L65921MP1993PLC007522

Sd/-
KOMAL GHUGHTYAL
(COMPANY SECRETARY)
Membership No.- A64440

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DEVKI LEASING AND FINANCE LTD-30th ANNUAL GENERAL MEETING

MECHANISM IN CASE A PERSON HAS BECOME A MEMBER OF THE COMPANY AFTER DISPATCH OF AGM NOTICE BUT ON OR BEFORE THE CUT OFF DATE FOR E-VOTING

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

Any person holding shares in physical form and non individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in with their DP ID and Pan card number.

POST YOUR QUESTION BY THE SHAREHOLDER TO THE COMPANY

The board is keen to maintain engagement with shareholders. If you are a shareholder unable to attend the meeting and would like to ask the board a question on the business of the AGM, please submit your questions through email. Please note that questions should only relate to the Resolutions and where information is not readily available in the Annual Report. Responses will be made via return of email as deemed appropriate by the board.

The Company must give an answer to any such question relating to the business being dealt with except if:

- a) To do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b) The answer has already been given on a website in the form of an answer to a question; or
- c) It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

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DEVKI LEASING AND FINANCE LTD-30th ANNUAL GENERAL MEETING

SPEAKER REGISTRATION

Event: 30th Annual General Meeting through Video Conferencing / Other Audio Visual Means (OAVM)

Day and Date: Thursday, 25th August 2022

Time: 01.00 P.M.

Registration period: on or before 18th August, 2022

The members may register themselves as speaker by sending their request from the registered email IDs to the Company's email id dlflindore@gmail.com and provide the following details on or before 18th August, 2022.

1. DP and Client Id / Folio no.
2. Name of the Member
3. No. of shares
4. PAN number
5. Mobile number

Company's representatives would connect with the shortlisted prospective Speakers to check the Infrastructure, bandwidth and internet connectivity (upload and download speed) available at the Speaker's location and to guide them on the further process.

Selection criteria

Shareholders are advised to read the following selection criteria carefully before registration:

- Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM.
- The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
- Infrastructure, connectivity and speed available at the Speaker's location are essential to ensure smooth interaction.;
- In the interest of time, speakers are requested to express their views in 2 minutes.