



INOX LEASING AND FINANCE LIMITED

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Regd. Office: 69, Jolly Maker Chambers 2,
Nariman Point, Mumbai – 400021.

CIN: U65910MH1995PLC085703 . Web site: www.ilfl.co.in. E-mail: info@ilfl.co.in.

NOTICE

NOTICE is hereby given that the Ninteenth Annual General Meeting of the Members of **INOX LEASING AND FINANCE LIMITED** will be held on Friday, the 26th day of September, 2014 at 10.00 a.m. at 69, Jolly Maker Chambers II, Nariman Point, Mumbai - 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Profit and Loss Account for the year ended 31st March, 2014, the Balance Sheet and Cash Flow Statement as at that date, the report of the Auditors thereon and the report of the Board of Directors for the said year.
2. To take note of payment of Interim Dividend and declare Final Dividend for the year ended 31st March, 2014.
3. To appoint a Director in place of Shri Vivek Kumar Jain (DIN: 00029968) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Shri Siddharth Jain (DIN: 00030202) who retires by rotation and being eligible offers himself for reappointment.
5. To appoint Auditors to hold office from the conclusion of this meeting up to the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. 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 198, 269 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 Shri Deepak Asher (DIN: 00035371), be and is hereby re-appointed as Whole-time Director of the company for a period of three months with effect from 1st January, 2014 on the terms and conditions including remuneration of up to Rs. 10 lacs for the said period and that the aforesaid remuneration be bifurcated by way of salary, allowance, perquisites, incentive bonus, and gratuity as per the rules and regulations of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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

“RESOLVED THAT, in compliance Section 188 of the Companies Act, 2013 (hereinafter referred to as “Act”) read with Rule (15) of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Act, and subject to other approvals, consents, permissions and sanctions of authorities as may be necessary, consent of the Company be and is given to the Board of Directors to enter into the following transactions continuing as on date and also to renew these transactions from time to time at anytime in future, with the Related Parties as defined under Section 2 of the Act:

Name of Related Party	Nature of relationship as defined under the Companies Act, 2013	Nature and Particulars of Contract	Amount per annum (Rs in lacs)
Gujarat Fluorochemicals Limited	2 (76) (viii) – Subsidiary Company.	Giving office premises on lease at Mumbai (Receipt of lease rent).	68.00
Rajni Farms Private Limited	2 (76) (iv) – Shri Devendra Kumar. Jain, Shri Pavan Kumar Jain, Shri Vivek Kumar Jain and Shri Siddharth Jain are Directors and Members.	Taking premises on lease at Delhi (Payment of lease rent).	12.00



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters and things to give effect to this resolution.”

By Order of the Board of Directors

D.K. JAIN
Chairman

P. K. JAIN
Managing Director

Mumbai, 18th August, 2014

REGISTERED OFFICE:

69, Jolly Maker Chambers II,
Nariman Point, Mumbai – 400 021.

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- 2) The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as set out above is annexed hereto.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2014 to 26th September, 2014 (both days inclusive).
- 4) Those Members who have not received /encashed interim dividend and / or final dividend for 2009-10 and / or 2010-11 and/or 2011-12 and / or 2012-13 and / or 2013-14 declared and paid by the Company, are requested to write to the company for issue of duplicate dividend warrants.



INOX LEASING AND FINANCE LIMITED

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6.

At the Annual General Meeting of the Company held on 30th September, 2013, the Members had re-appointed Shri Deepak Asher (DIN: 00035371), as Whole-time Director for a period of one year with effect from 1st January, 2013. Subsequently, the Board of Directors of the Company at its meeting held on 3rd February, 2014 has, subject to approval of the members, re-appointed Shri Deepak Asher as Whole-time Director of the Company for a period of three months with effect from 1st January, 2014 to 31st March, 2014 on the terms and conditions contained in the resolution.

Shri Deepak Asher has since resigned as a Director and Whole-time Director of the company with effect from 31st March, 2014.

Members are requested to approve/ratify the re-appointment of Shri Deepak Asher as Whole-time Director and the remuneration paid to him for the period from 1st January, 2014 to 31st March, 2014.

None of the Directors /Key Managerial Personnel of the Company/their relatives are concerned or interested in the resolution.

Item No 7

Section 188 of the Companies Act, 2013 (Act) states that no company shall enter into transactions with Related Party as defined under Section 2 (76) of the said Act except with the consent of the Board and Shareholders of the Company which are either not (a) in Ordinary Course of Business or (b) on arm's length basis or otherwise.

The Company had entered into the transactions with Related Parties as mentioned in Item no 7 of the Notice prior to commencement of the Act which are continuing as on date. In view of the requirements of the referred Section, the Company is required to obtain approval of the Shareholders in respect of Related Party transactions which are continuing one prior to the commencement of the Act.

The Directors commend that the proposed resolution as stated No. 7 of the Notice be approved.

All the Directors of the Company are concerned or interested in the proposed Resolution. None of the Key Managerial Personnel of the Company/their relatives are concerned or interested in the resolution.

By Order of the Board of Directors

D.K. JAIN
Chairman

P. K. JAIN
Managing Director

Mumbai, 18th August, 2014

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