



## INOX LEASING AND FINANCE LIMITED

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 Twentieth Annual General Meeting of the Members of **INOX LEASING AND FINANCE LIMITED** will be held on Monday the 28<sup>th</sup> day of September, 2015 at 10.00 a.m. at Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400 018 to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, the reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the report of the Auditors thereon.
2. To take note of payment of interim dividend and declare final dividend on equity shares for the year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Shri D.K. Jain (DIN: 00029782) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Statutory Auditors to hold office from the conclusion of this meeting up to the conclusion of the Twenty-Second Annual General Meeting and to fix their remuneration.

#### SPECIAL BUSINESS

5. To consider and if thought fit, to amend the Articles of Association of the Company by inserting Article 16A after the existing Article 16 and pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 14, 114 and 117 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company be amended by inserting the following Article as Article 16A:

##### Article 16A - Buyback of securities

Notwithstanding anything contained in these Articles, the Company shall have power, subject to and in accordance with all applicable provisions of the Act and Rules made thereunder, to purchase any of its own fully paid up shares whether or not they are redeemable, and may make payment out of capital in respect of such purchase and that, the Board of Directors may, if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions and subject to such approvals, as may be required by the Act.

Subject to confirmation by the Court, the Company may, by Special Resolution reduce its share capital in any way; and in particular and without prejudice to the generality of the foregoing power may:

- (a) Buy-back its shares in the manner as specified in Section 68 or other relevant provisions of the Companies Act, 2013.
- (b) Reduce its share premium account, if any, in the manner as specified in the Act;
- (c) extinguish or reduce the liability of any of its shares in respect of share capital not paid up;



## INOX LEASING AND FINANCE LIMITED

(d) either with or without extinguishing or reducing liability on any of its shares, cancel any paid up share capital which is lost or un-represented by any assets or,

(e) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the requirements of the Company.

and may if and when necessary, alter its Memorandum by reducing the amount of its Share Capital and of its shares accordingly.

By Order of the Board of Directors

**D.K. JAIN**  
Chairman

**P.K. JAIN**  
Managing Director

Mumbai, 13<sup>th</sup> August, 2015

### REGISTERED OFFICE:

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

### NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
- 3) The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as set out above is annexed hereto.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2015 to 28<sup>th</sup> September, 2015 (both days inclusive).
- 5) Members who have not received /encashed interim dividend and / or final dividend from 2009-10 or any of the subsequent years , are requested to make their claim to the company for issue of duplicate dividend warrants.
- 6) In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility to all members through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. **E-voting is optional.** The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 21<sup>st</sup> September, 2015.

**The process and instructions for e-voting are as under:****In case of Members receiving e-mail:**

- (i) The voting period begins on 25<sup>th</sup> September, 2015 at 9.00 am and ends on 27<sup>th</sup> September, 2015 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 (21<sup>st</sup> September, 2015), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 (refer serial no. printed on the name and address sticker) 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)	<p>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.</p> <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 (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for **Inox Leasing and Finance Limited**.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, 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 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.
  - 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).
- I. The voting period begins on 25<sup>th</sup> September, 2015 at 9:00 am and ends on 27<sup>th</sup> September, 2015 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - II. 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 of 21<sup>st</sup> September, 2015.
  - III. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
  - IV. M/s P. Naithani & Associates, Practicing Company Secretary (Certificate of Practice Number 3389) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
  - V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make' not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast In favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the samewithin a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
  - VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ilfl.co.in](http://www.ilfl.co.in) and on the website of CDSL.
7. Members holding shares in physical form are requested to intimate to the company changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
  8. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
  9. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
  10. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
  11. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office's on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 01.00 p.m. upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Registered Office of the Company situated at 69, Jolly Maker Chambers 2, Nariman Point, Mumbai - 400021.
  12. The Chairman shall, at the Meeting, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.



**ANNEXURE TO THE NOTICE**

**STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

Item No. 6.

**STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

Section 68 of the Companies Act, 2013 (Act) read with Rule 17 of The Companies (Share Capital and Debentures) Rules, 2014 authorises a company may purchase its own Shares or other specified Securities (hereinafter referred to as buy-back) out of its free reserves; the securities premium account ; or out of the issue of any shares or other specified securities subject to the compliance of provisions of the Act and Rules made thereunder. Considering the above, it is proposed to insert an enabling Article no 16A in the Articles of Association of the Company authorizing the Company and its Board of Directors to Buy back its Securities, as and when they may deem fit.

All the Directors of the Company either themselves or through their relatives may be deemed to be concerned or interested in the proposed Resolution to the extent of their Shareholding in the Company.. None of the Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

By Order of the Board of Directors

**D.K. JAIN**  
Chairman

**P.K. JAIN**  
Managing Director

Mumbai, 13<sup>th</sup> August, 2015

**Registered Office:**  
69, Jolly Maker Chambers II,  
Nariman Point, Mumbai – 400 021.