



INOX LEASING AND FINANCE LIMITED

INOX LEASING AND FINANCE LIMITED

Regd. Office: 69, Jolly Maker Chambers No. 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 Twenty Third Annual General Meeting of the Members of **INOX LEASING AND FINANCE LIMITED** will be held on Saturday , the 29th day of September, 2018 at 10.00 a.m. at Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018 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 31st March, 2018, 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 31st March, 2018 and the report of the Auditors' thereon.
2. To appoint a Director in place of Mr. D.K. Jain (DIN: 00029782) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.C. Bandi & Co., Chartered Accountants (Firm Registration No. 130850W), be and are hereby appointed as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of the 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. 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 Section 185 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other permissions, consents and approvals, if any, and any other conditions which may be necessary or desirable in the opinion of the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent, authority and approval of the Members of the Company (the "Members") be and is hereby accorded to the Board to provide from time to time in the ordinary course of business loans including inter corporate deposits or give guarantees, including standby letter of credit, or provide any security in connection with any loans taken by the below named company:

Name of the Company	Amount (in crores)
Inox India Private Limited	50.00

provided that the following terms and conditions are followed:

1. all such actions involving loans, the interest amount charged to Inox India Private Limited shall not be at a rate lower than the prevailing yield of one year, three year, five year or ten year of Government Security closest to the tenure of the loan ; and
2. all such actions are negotiated at arm's length;
3. all such actions are in the strategic and in the best interest of the Company (as conclusively determined by the Board in its sole discretion); and
4. all such actions are in compliance with the applicable laws."



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"Resolved further that the Board of Directors be and are hereby authorized, in its discretion, to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto to give effect to this resolution."

By Order of the Board of Directors

Vijay Saxena
Company Secretary

Mumbai, 09th August, 2018

REGISTERED OFFICE:

69, Jolly Maker Chambers II,
Nariman Point, Mumbai – 400 021.
CIN No. U65910MH1995PLC085703
E-mail: info@ilfl.co.in
Website: ilfl.co.in.

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.**
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 10% of the total share capital of the Company. However, a member holding more than Ten (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 (i) of the Companies Act, 2013 in respect of the Special Business as per Item No. 4 of the Notice is annexed hereto.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 29th September, 2018 (both days inclusive).
- 5) Under the Companies Act, 2013 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF).

In compliance with the provisions of Section 124 and Section 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 29th September, 2017 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <http://www.ilfl.co.in> Investor Relations/Unclaimed Dividend . The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.



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Members who have not encashed their dividend warrants for the financial year ended 31st March, 2011 or any subsequent financial year(s) are requested to make their claims to the Company for issue of duplicate dividend warrants.

6. In compliance with various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.ilfl.co.in> Investor Relations/Transfer of Shares to IEPF. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html>.
7. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 as amended, Annual Report for Financial Year 2017-18 of the Company has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses were made available to us by the Depository Participants and the members. We request the Members to register / update their e-mail address with their Depository Participants in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Company.

Mandate Form for Electronic Communication and Direct Credit of Dividend in Bank Account is attached to this Annual Report.

- 8) 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 19th September, 2018.

The process and instructions for e-voting are as under:

In case of Members receiving e-mail:

- (i) The voting period begins on 26th September, 2018 at 9.00 a.m. and ends on 28th September, 2018 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 (19th September, 2018), 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
- (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 their six digit Folio Number registered with the Company, prefixed by ILFL e.g. ILFL000001.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> 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 (your six digit folio number) in the PAN field. 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.
Dividend Bank Details Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the number of shares held by you in the Dividend Bank details field as mentioned in instruction (iv).

(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** on which you choose to vote.
- (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 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.
- 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 and on approval of the accounts they would be able to cast their vote.



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- 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 under help section or write to helpdesk.evoting@cdslindia.com.
- I. The voting period begins on 26th September, 2018 at 9:00 am and ends on 28th September, 2018 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 19th September, 2018, 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 19th September, 2018.
 - 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 & Co. , 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 same. 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 and on the website of CDSL .
 9. Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
 10. 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.
 11. Members holding shares in single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
 12. 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 No. 2, Nariman Point, Mumbai - 400021.
 13. 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The recently amended Section 185 of the Companies Act, 2013 by the Companies Amendment Act, 2017 read with the amended rules made thereunder, states that a company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security to any person in whom any of the director of the company is interested, subject to the condition that a Special Resolution has been passed by the company in general meeting.

The Company may be required to advance loan including loan represented by a book debt, or give any guarantee or provide any security to the below mentioned company, in which the directors of the company are interested:

Sr. No.	Name of the Company to whom loan is to be given in which director(s) is/ are interested	Amount of Loan to be given (Rs. in crores)	Purpose
1.	Inox India Private Limited	50.00	Principal Business activities

Accordingly, consent of the Members is being sought for by way of a Special Resolution as set out at Item No.4 of the Notice in terms of the provisions of Section 185 of the Companies Act, 2013.

All the Directors of the company are interested in the proposed resolution to the extent of the loan given to Inox India Private Limited or guarantee or security provided on account of their exercise or control of more than twenty five percent of voting power due to their shareholdings in Inox India Private Limited.

The Directors recommend the Resolution as stated at Item No. 4 of the Notice for approval of the Members.

By Order of the Board of Directors

Vijay Saxena
Company Secretary

Mumbai, 09th August, 2018

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ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

