

INOX LEASING AND FINANCE LIMITED

CIN: U65910MH1995PLC085703

Registered Office: 69, Jolly Maker Chambers – 2, Nariman Point, Mumbai 400 021.

Phone:022-40323195 Fax: 022- 4032 3991 Email: info@ilfl.co.in

NOTICE FOR EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **INOX LEASING AND FINANCE LIMITED** will be held on Friday, the 17th day of December, 2021 at 10.00 a.m. at Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business:

SPECIAL BUSINESS:

1. **Ratification of Related Party Transactions**

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, the contracts entered into by the Company with Related Parties as detailed in the explanatory statement annexed to this notice be and are hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto”

2. **To approve the shifting of registered office of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/ or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra to Delhi.”

“RESOLVED FURTHER THAT the Registered Office Clause of Memorandum of Association of the Company, be and is hereby altered by substituting the Word “National Capital Territory of Delhi.” for the word “State of Maharashtra”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/

executive/representative and/or any other person so authorized by the Board, be and are hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/ consultants and advisors and to file applications/ petitions, issue notices, advertisements, obtain orders for shifting of the Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

By Order of the Board of Directors

Sd/-
Vijay Saxena
Company Secretary
ACS-5465

Place: Delhi

Date: 13th November, 2021.

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 Register of Members and Share Transfer Books of the Company will remain closed from 10th December, 2021 to 17th December, 2021 (both days inclusive).
4. 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, Notice of the Extra-Ordinary General Meeting 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.
5. Route Map to the venue of the meeting is annexed herewith for the convenience of the members to attend the meeting. The prominent landmark for the venue of the meeting is Atria Mall, Worli, Mumbai-400018.
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 09th December, 2021.

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

In case of Members receiving e-mail:

- (i) The voting period begins on 14th December, 2021 at 9.00 a.m. and ends on 16th December, 2021 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 (09th December, 2021), 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 OR 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 ccompany 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.
 - 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 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 09th December, 2021.
 - II. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
 - III. 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.
 - IV. 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.
 - V. 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.

7. Members / Proxies are requested to bring their filled in Attendance Slip and copy of the Notice to the Meeting.
8. Corporate Members intending to send their Authorised Representative(s) to attend the Extra-Ordinary General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Extra-Ordinary General Meeting .
9. 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. up to the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Registered Office of the Company.
10. 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

Item No. 1

The Company has entered into some transactions during the year with Related Parties. A statement giving summary of these transactions is given below.

Sr. No.	Name(s) of the related party	Nature of Relationship	Type of contracts/ arrangements/ transactions	Total value of the Contracts/ Arrangements (in crores)
1	Mr. Pavan Kumar Jain	Managing Director (resigned w.e.f. 08 th November, 2021).	Sale of 71,47,316 (6.51%) equity shares of GFL Limited via block deal at prevailing market price.	50.67
2	Mr. Siddharth Jain	Director (resigned w.e.f. 08 th November, 2021)	Sale of 1,47,87,953 (13.46%) equity shares of GFL Limited via block deal at prevailing market price	104.85
3	Mr. Vivek Kumar Jain	Director	Sale of 83,44,019 (7.60%) equity shares of GFL Limited via block deal at prevailing market price.	59.16
4	Mr. Devansh Jain	Director	Sale of 1,45,39,436 (13.24%) equity shares of GFL Limited via block deal at prevailing market price.	103.08
5	Mrs. Nayantara Jain	Relative of Director	Sale of 68,17,877 (6.21%) equity shares of GFL Limited via block deal at prevailing market price.	48.34
6	Mrs. Nandita Jain	Relative of Director	Sale of 65,12,420 (5.93%) equity shares of GFL Limited via block deal at prevailing market price.	46.17
7	Inox Chemicals LLP	Firm in which director is a partner	Purchase of 8,08,330 (0.74%) equity shares of Gujarat Fluorochemicals Limited via block deal at prevailing market price.	135.18
8	Siddho Mal Trading LLP	Firm in which director is a partner	Purchase of 20,19,260 (1.84%) equity shares of Gujarat Fluorochemicals Limited via block deal at prevailing market price.	337.68
9	Siddhapavan Trading LLP	Firm in which director is a partner	Purchase of 44,50,000 (2.01%) equity shares of Inox Wind Limited via block deal .	45.61

10	Inox India Private Limited	Company in which the director of Inox Leasing and Finance Limited is a director	Sale of immovable property of Office at 65,68 and 69, Jolly Maker Chambers II, Nariman Point, Mumbai – 400 021.	10.90
11	Siddharth Jain	Director (resigned w.e.f.08 th November, 2021).	Sale of immovable property of Villa 122, West Sector, Aamby Valley, Lonavala – 410 401.	9.89
12	Pavan Kumar Jain	Managing Director (resigned w.e.f. 08 th November, 2021).	Sale of immovable property of Flat No. 27, SE Level, Palais Royale, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 018.	11.86
13	Siddharth Jain	Director (resigned w.e.f.08 th November, 2021).	Sale of 4,19,186 (4.62%) equity shares of Inox India Private Limited.	20.96

It was informed by the management to the Audit Committee that all the above transactions were on arm's length basis. The above immovable properties sold are non-core assets of the Company having no impact on the overall business of the Company.

The Audit Committee & the Board of Directors of the Company have considered the above Contracts / Arrangement and limits at their respective meetings and approved the Contracts/ Arrangements with the Related Party(s) and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Members are hereby informed that pursuant to second proviso of Section 188 of the Act read with General Circular No. 30 of 2014 dated 17th July 2014 issued by Government of India, Ministry of Corporate Affairs, no member of the Company shall vote on the resolution to approve any contract or arrangement which may be entered into by the Company if such member is a related party to such contract or arrangement.

The Board of Directors of the Company recommends the Resolution as set out at Item No 1 in the accompanying Notice for ratification and approval of the members.

Except as otherwise mentioned, none of the Directors are concerned or interested, financially or otherwise, in the said Resolution at Item No 1 of the Notice.

Item No. 2

Presently, the Registered Office of the Company is situated in Mumbai in the State of Maharashtra. In order to exercise better administrative and economic control and for better management of the Company, the Board of Directors of the Company by way of resolution passed on 13th November, 2021, subject to requisite approvals, approved the shifting of the Registered Office of the Company from the State of Maharashtra to the National Capital Territory of Delhi. The shifting of the Registered Office as aforesaid is in the best interest of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

Pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of the Registered Office Clause (Clause II) of the Memorandum of Association of the Company requires the approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the Members is being sought by way of a Special Resolution for shifting of the Registered Office from the State of Maharashtra to the National Capital Territory of Delhi and consequential amendment to Memorandum of Association.

The Board recommends passing of the aforesaid resolution set out at Item No. 2 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

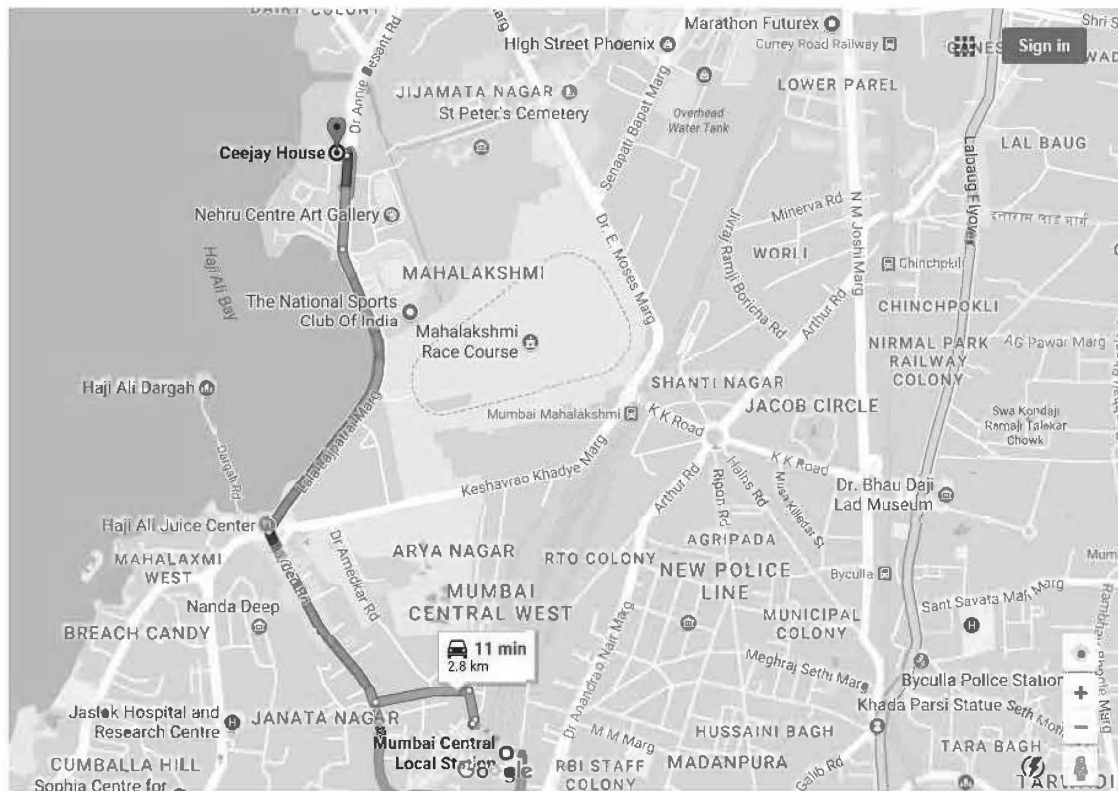
By Order of the Board of Directors

Sd/-
Company Secretary
ACS – 5465

Date: 13th November, 2021.

Place: Delhi.

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING



INOX LEASING AND FINANCE LIMITED**(CIN: U65910MH1995PLC085703)****Registered Office: 69, Jolly Maker Chambers 2, Nariman Point, Mumbai 400 021****PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Dp Id*		Folio No.	
Client Id*		No. of Shares	

Name and address of the shareholder _____

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on 17th December, 2021 at 10 a.m. at 7th Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai 400 018.

Signature of the Shareholder or Proxy

*Applicable for members holding shares in electronic form.

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

INOX LEASING AND FINANCE LIMITED**(CIN: U65910MH1995PLC085703)****Registered Office: 69, Jolly Maker Chambers 2, Nariman Point, Mumbai-400021.****Website: www.ilfl.co.in, Email id: info@ilfl.co.in**Extra-Ordinary General Meeting, Friday, 17th December, 2021 at 10.00 a.m.

Name of the Member(s)	:	
Registered Address	:	
No. of shares held	:	
Folio No./ Client ID	:	
DP ID	:	

I/ We, being the Member(s) of _____ shares of the above-named Company, hereby appoint

Name _____ E-mail ID _____

Address: _____

Signature _____

or failing him/her

Name _____ E-mail ID _____

Address: _____

_____ Signature _____

or failing him/her

Name _____ E-mail ID: _____

Address _____

_____ Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 17th December 2021, at 10:00 a.m. at Ceejay House, 7th Floor, Dr. Annie Besant Road, Worli, Mumbai-400018 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2)(Please mention no. of shares)		
		For	Against	Abstain
Special Business :				
1	Ratification of Related Party transactions pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013.			
2	Shifting of Registered Office of the Company from the State of Maharashtra to the State of Delhi.			

Signed this _____ day of _____ 2021.

Affix Re
1/-
Revenue
Stamp

Signature of Shareholder

Signature of Proxy Holder(s)

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.