

HELPAGE FINLEASE LIMITED

Regd. Office : S-191/c, 3rd Floor
Manak Complex, School Block
Shakarpur, Delhi-110092
Tel : +91-1122481711

03.09.2016

To,

Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Sub: Notice of 34th Annual General Meeting

Ref: BSE Code: 539174 ISIN: INE738P01015

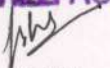
Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice for convening the 34th Annual General Meeting of the Company to be held at S-191/C, 3rd Floor, Manak Complex, School Block Shakarpur, Delhi-110092 on Friday, 30th September, 2016 at 3:00 P.M.

Thanking you

For HELPAGE FINLEASE LIMITED

For HELPAGE FINLEASE LIMITED


Isha Malik
Company Secretary
ACS 36252

Encl: A/a

NOTICE OF 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the Company will be held on Friday, the 30th day of September, 2016 at 3:00 P.M. at registered office of the Company situated at S-191/C, 3rd Floor, Manak Complex, School Block Shakarpur, New Delhi-110092, India to transact the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended 31st March, 2016 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Ananyaa Pandey (DIN: 06966851), who retires by rotation and being eligible offer herself for re-appointment.
3. To appoint Auditors and in this regard 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 139 and 142 of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment thereof), the reappointment of the Statutory Auditors of company M/s K R A & Co (Firm registration No: 020266N), Chartered Accountants, Delhi be and is hereby ratified by the members of the company for the financial year 2016-2017 at such remuneration as may be determined by the Board of Directors of the Company."

By the order of the Board
For **Helpage Finlease Limited**

Place: Delhi
Date: 13th August, 2016

Sidharth Goyal
Managing Director
DIN: 02855118

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of Himself/ Herself. Such a Proxy/ Proxies need not be a member of the Company. The Proxy form should be deposited at the registered office of the Company not less than 48 Hours before the time for holding the meeting. A person can act as 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. Proxies submitted on behalf of Corporate Members must be supported by an appropriate Resolution/ Authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2016 to 30.09.2016 (both days inclusive) for the purpose of Annual General Meeting.
3. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director, seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for her appointment/ re- appointment.
4. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 are being sent in the permitted manner.
5. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.helpagefinlease.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the members may also send requests to the Company's email id: **info@helpagefinlease.com**.
6. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in Delhi for inspection during normal business hours on all working days, except Saturdays, during the Business hours up to the date of the Meeting.
7. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
8. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.

9. Voting through electronic means

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The Facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services Limited (CDSL).
- The facility for voting through poll paper shall be made available at the AGM, and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The remote e-voting period commences on 27.09.2016 at 9.00 AM to 29.09.2016 at 5.00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2016, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the member shall not be allowed to change it subsequently.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

A. **The procedure for the same is as under:**

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the name of the company "HELPAGE FINLEASE LIMITED" from the drop down menu and click on "SUBMIT"
- (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 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 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (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 "**HELPAGE FINLEASE 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 & Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians respectively.
 - 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 they should create compliance user 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.

General Instructions:

- A. The e-voting period commences on Tuesday, 27th September, 2016 (09.00 a.m. IST) and ends on Thursday, 29th September, 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- B. Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- C. Ms. Anita Aswal, Practicing Company Secretary, H. No. 308-A, Part-2, Pratap Vihar, Delhi-110086, has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.
- D. The Scrutinizer shall within 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 of the Company.
- E. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date.
- F. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.helpagefinlease.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.
- G. 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 an email to helpdesk.evoting@cdslindia.com.
- H. Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- I. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors proposed to be appointed/ reappointed is enclosed herewith.

Details of Director Seeking Appointment / Re-Appointment at the 34th Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Ms. Ananyaa Pandey
Director Identification Number	06966851
Date of Birth	30/01/1989
Date of Appointment on the Board	30/09/2014
Nationality	Indian
Designation	Director
Qualification	MBA
Experience	6 years
List of Directorships held in other Companies	None
Chairman/Member of the Committees of the Boards of other companies in which she is director as on 31.03.2016	None
Shareholding in Helpage Finlease Limited	Nil
Relationship with other director	None

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434

Regd. Off: S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092

Email Id: info@helpagefinlease.com, Website: www.helpagefinlease.com

Tel: 011-22481711

ATTENDANCE SLIP

DP ID No. _____

Client ID No. _____

Folio No. _____

No. of Shares held _____

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company to be held at its Registered Office situated at S-191/c, 3rd floor, Manak Complex, School Block, Shakarpur, Delhi-110092, India on Friday, the 30th Day of September 2016 at 03:00 P.M. or at any adjournment thereof.

Name of Shareholder (In Block Letters) _____

Father's/ Husband's Name of the Shareholder _____

Name of Proxy _____

(To be filled only when shareholder is appointing Proxy)

(Signature of the Shareholder/Proxy)

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434

Regd. Off: S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092

Email Id: info@helpagefinlease.com, Website: www.helpagefinlease.com

Tel: 011-22481711

Form MGT-11

Proxy Form**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)**

Name of the member(s):	Folio No./ DP Id-Client Id.:
Registered Address:	Email id.:

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

1.

Name:	Email id.:
Address:	Signature:

Or failing him/her

2.

Name:	Email id.:
Address:	Signature:

Or failing him/her

3.

Name:	Email id.:
Address:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company will be held on Friday, 30th day of September, 2016 at 03:00 P.M. at Registered Office of the Company situated at S-191/C, 3rd Floor, Manak Complex, School Block Shakarpur, Delhi-110092, India and any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For*	Against*
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2016, the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms. Ananyaa Pandey (DIN: 06966851), who retires by rotation and being eligible offer herself for re-appointment.		
3.	To re-appoint Statutory Auditors of the Company for the financial year 2016-17 and to fix their remuneration. M/s K R A & Co (Firm registration No: 020266N) Delhi, the retiring auditors are eligible for re-appointment.		

Signed this _____ day of _____ 2016

Signature of Shareholder(s) _____

Affix INR 1 Revenue Stamp

Signature of Proxy Holder(s) _____

Notes:

- Please put a cross (x) in the box in the appropriate column against the respective resolutions. If you leave the 'For' and 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.
- This form of proxy, to be effective should be deposited at the registered office of the Company as per details given herein above, not later than 48 hours before the commencement of the aforesaid meeting.

Route Map of AGM Venue

