

## NOTICE OF 37<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, 25<sup>th</sup> day of September, 2019 at 3:00 P.M. at The Golden Palms Hotel & Spa, B-1, C6 Opp. East Delhi Police Headquarter, Patparganj, New Delhi, 110092, India to transact the following business: -

### ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2019 and cash flow for the year ended 31<sup>st</sup> March, 2019, together with the Reports of Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Ms. Ananyaa Pandey (DIN: 06966851), who retires from office by rotation and, being eligible offer herself for re-appointment.

### SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, in accordance with the provisions of Sections 196, 197 and 203 read with schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment of Mr. Sidharth Goyal (DIN: 02855118 as Managing Director and CFO of the Company for a period of five years with effect from 1<sup>st</sup> September, 2019 in terms of section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the office of the Managing Director shall be liable to retire by rotation, in terms of the provisions of Companies Act, 2013 and the provisions of Articles of Association of Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

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

Sd/-  
**Charu Chawla**  
Company Secretary and  
Compliance officer  
M. No.: 58817

Place: Delhi  
Date: 14<sup>th</sup> August, 2019

### **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 COMMENCEMENT OF 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 17.09.2019 to 24.09.2019 (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 his/ her appointment/re- appointment.
4. Electronic copy of the Annual Report for 2018-19 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 2018-19 are being sent in the permitted manner.

5. Electronic copy of the Notice of the 37th 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 37th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.helpagefinlease.com](http://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](mailto: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 37th 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 22.09.2019 at 9.00 AM to 24.09.2019 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 18.09.2019, 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.

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

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" tab.
3. Now, select the name of the company "HELPAGE FINLEASE LIMITED" from the drop-down menu and click on "SUBMIT".
4. 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.

5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. 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"> <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 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. e.g., If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field</li> </ul>
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"> <li>• 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).</li> </ul>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for "**HELPPAGE FINLEASE LIMITED**" on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. 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.

## 18. Note for Non-Individual Shareholders &amp; 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 Corporate 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](mailto: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](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.

**General Instructions:**

- A. The e-voting period commences on Sunday, 22.09.2019 at 9.00 AM and ends on Tuesday, 24.09.2019 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 (record date) of 18th September, 2019 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. Mrs. Anita Aswal, Practicing Company Secretary, S-191/C 3rd Floor, Manak Complex, School Block, Shakarpur, Delhi-110092 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](http://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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

**Explanatory Statement Pursuant to section 102 of the Companies Act, 2013 and Pursuant to Regulation 36 (3) of the Listing Regulations**

**Item No. 3**

Mr. Sidharth Goyal had been appointed as Managing Director of the Company with effect from September 2nd, 2014 for a period of 5 years and his term of office will expire on 1st September, 2019.

The Board of Directors of the Company (the 'Board'), at its meeting held on August 14, 2019 has, subject to the approval of the Shareholders, re-appointed Mr. Sidharth Goyal for a further period of 5 years from 1st September, 2019.

The Board of Directors recommends the re-appointment of Mr. Sidharth Goyal as the Managing Director of the Company for Shareholder's Approval.

None of the Directors, key Managerial Personnel or their relatives, except Mr. Sidharth Goyal, to whom the resolution relates, are interested or concerned in the resolution.

**Details of Director Seeking Appointment / Re-Appointment at the 37th Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

1.

<b>Name of the Director</b>	<b>Mr. Sidharth Goyal</b>
<b>Director Identification Number</b>	02855118
<b>Date of Birth</b>	28/07/1984
<b>Date of Appointment on the Board</b>	23/12/2009
<b>Nationality</b>	Indian
<b>Designation</b>	Managing Director
<b>Qualification</b>	LL.B.
<b>Experience</b>	15
<b>List of Directorships held in other Companies</b>	5
<b>Chairman/Member of the Committees of the Boards of other companies in which he is director as on 31.03.2019</b>	None
<b>Shareholding in Helpage Finlease Limited</b>	5.1772%
<b>Relationship with other director</b>	None

2.

<b>Name of the Director</b>	<b>Ms. Ananyaa Pandey</b>
<b>Director Identification Number</b>	06966851
<b>Date of Birth</b>	30-01-1989
<b>Date of Appointment on the Board</b>	30-09-2014
<b>Nationality</b>	Indian
<b>Designation</b>	Non- Executive and Non-Independent Director
<b>Qualification</b>	Management of Business Administration (MBA).
<b>Experience</b>	10 Years
<b>List of Directorships held in other Companies</b>	NA
<b>Chairman/Member of the Committees of the Boards of other companies in which She is director as on 31.03.2019</b>	NIL
<b>Shareholding in Helpage Finlease Limited</b>	NIL
<b>Relationship with other director</b>	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 37th Annual General Meeting of the Company to be held at The Golden Palms Hotel & Spa, B-1, C6 Opp. East Delhi Police Headquarter, Patparganj, New Delhi, 110092, India on Wednesday, 25th Day of September, 2019 at 3:00 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:

- |          |            |
|----------|------------|
| Name:    | Email id.: |
| Address: | Signature: |

Or failing him/her
- |          |            |
|----------|------------|
| Name:    | Email id.: |
| Address: | Signature: |

Or failing him/her
- |          |            |
|----------|------------|
| 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 37th Annual General Meeting of the Company will be held on Wednesday, 25th day of September, 2019 at 3:00 P.M. at The Golden Palms Hotel & Spa, B-1, C6 Opp. East Delhi Police Headquarter, Patparganj, New Delhi, 110092, India and any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For*	Against*

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder(s) \_\_\_\_\_

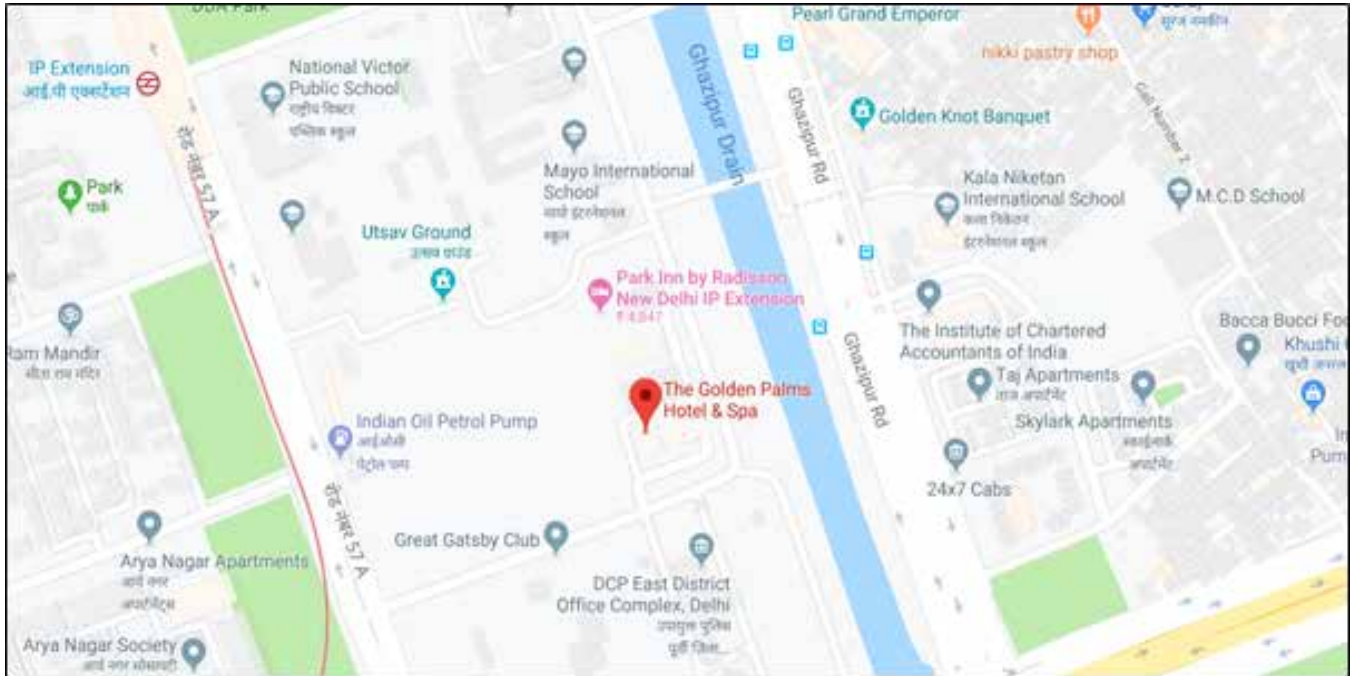
Signature of Proxy Holder(s) \_\_\_\_\_

Affix INR 1 Revenue Stamp
---------------------------------

**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



## BOOK POST

*If undelivered please return to*

S-191/c, 3<sup>rd</sup> Floor, Manak  
Complex, School Block,  
Shakarpur, Delhi-110092