

HELPAge FINLEASE LIMITED

CIN: L51909DL1982PLC014434

Regd. Office: S-191/c, 3rd Floor

Manak Complex, School Block

Shakarpur, Delhi-110092

Tel: +91-1122481711

NOTICE

NOTICE is hereby given that Extra-Ordinary General Meeting (EGM) of the Members of **Helpage Finlease Limited** will be held on Thursday, 15th March, 2018 at 11:00 AM at S-191/c, 3rd Floor, Manak Complex, School Block, Shakarpur Delhi-110092 to transact the following business (es):

SPECIAL BUSINESS:

1. ADOPTION OF A NEW SET OF ARTICLES OF ASSOCIATION (TABLE F) OF THE COMPANY

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 14 of the Companies Act, 2013 and other applicable provisions or Rules if any, the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification and also being circulated along with this notice, be and is hereby approved and adopted as new Articles of Association of the Company in the place of and exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including to agree to such amendments and modifications in the aforesaid clause as may be required by any competent authority or as may otherwise be deemed fit by the Board."

2. DELETION OF THE OTHER OBJECTS CLAUSE (C) OF MEMORANDUM OF ASSOCIATION

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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the Clause III (C) (1) to III (C) (39).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things that may be necessary or incidental for the purpose of giving effect to the aforesaid Resolution."

3. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to Sections 13 and 61 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and provisions of Articles of Association of the Company and other applicable provisions, the existing Authorized Share Capital of the Company be and is hereby increased from Rs. 5,00,00,000/- (Rupees Five Crore only) to Rs. 11,00,00,000/- (Rupees Eleven Crore

only) by creation of another 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each aggregating Rs. 6,00,00,000 (Rupees Six Crore only).

RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company be substituted with the following New Clause:

V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including to agree to such amendments and modifications in the aforesaid clause as may be required by any competent authority or as may otherwise be deemed fit by the Board."

4. ISSUE OF SHARE ON PREFERENTIAL BASIS

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 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum & Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended (the **"ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended and other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Government of India ("GOI"), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary (including approval from RBI) and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Director of the Company (hereinafter referred to as **"the Board"** which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution); the consent, authority and approval of the members of the Company be and is hereby given to the Board to create, issue and allot, upto **67,30,000 (Sixty Seven Lakhs and Thirty Thousand) Equity Shares** of Rs. 10 each (hereinafter referred to as **"Equity Shares"**), on preferential basis to the following persons at an **issue price of Rs. 12.50 (Rupees Twelve and Paise 50 only) per Equity Share** (including a premium of Rs. 2.50 each) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and guidelines of the stock exchange, as per the terms and conditions given in the explanatory statement annexed to this notice, which, inter-alia, include:

a. Issue of upto **67,30,000** Equity Shares to the following person:

Name and Address of Allottees	Category	Proposed Allotment of Equity Shares
Mr. Sidharth Goyal Mohalla Silakhana Mehta Chowk, Distt. Mohindergarh Narnaul 123001	Promoter	3,00,000
Ms. Kusum Goyal S-191/C, 3 rd Floor, School Block, Shakarpur, New Delhi-110092	Promoter	3,00,000
G2 Consultants Private Limited S - 191/C, 2nd Floor, Manak Complex School Block, Shakarpur, East Delhi 110092	Promoter	4,00,000
Mr. Hemant Goyal	Promoter	9,80,000

Mohalla Silakhana Mehta Chowk, Distt. Mohindergarh Narnaul 123001		
Vedya Realtors Private Limited Plot No. C-10, Flat No. 105, 1 st Floor, A Block, Gardenia Greens, Sector 18 Ghaziabad UP 201012	Non promoter (Public)	5,00,000
Shekhar Vishwash Dharampur, Chhatarpur, Udham Singh Nagar, Chattarpur, Uttarakhand 263153	Non promoter (Public)	5,00,000
Aloukik Real Estate and Builders Private Limited 1/11093B, Street No.7 Subhash Park, Shahdara New Delhi 110032	Non promoter (Public)	12,00,000
Accufox Enterprises Private Limited 3, Third Floor, Main Vikas Marg, Shankar Vihar New Delhi 110092	Non promoter (Public)	12,00,000
Mayank Gupta F-25, Lajpat Nagar I, Delhi-110024	Non promoter (Public)	1,00,000
Singhania Capital Private Limited Flat No. 107 Ganpati Heights Apartment Gurgaon 122001	Non promoter (Public)	4,00,000
SS Energy Ventures Private Limited 6-200/2/1, Plot No.98P & 100P, Boudha Nagar, Jeedimetla Village, Hyderabad 500055	Non promoter (Public)	8,50,000
Total		67,30,000

- b. The Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- c. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is **12th February, 2018**.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

For **Helpage Finlease Limited**

Sidharth Goyal
Managing Director
DIN: 02855118

Date: 12-02-2018
Place: Delhi

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. Electronic copy of the Notice of the Extra Ordinary 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 Extra Ordinary General Meeting 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.
3. 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, Sundays and Public Holidays during the Business hours up to the date of the Meeting.
4. Members are requested to bring their Attendance Slip to the meeting.
5. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
6. **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 Extra Ordinary General Meeting (EGM) 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 EGM (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 EGM, 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
- The remote e-voting period commences on 12.03.2018 at 9.00 AM to 14.03.2018 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 08.03.2018, 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 "HELPAE 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	<p>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.</p>
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 **"HELPPAGE 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 Monday, 12.03.2018 at 9.00 AM and ends on Wednesday, 14.03.2018 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 (record date) of 08th March, 2018 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 Extra- Ordinary General Meeting.
- C. Ms. Anita Aswal, Practicing Company Secretary, S-191/C, School Block, Manak Complex, Shakarpur, Delhi-92, 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, Sundays and Public Holidays between 11 A.M. and 2 P.M. up to the date of Extra- Ordinary General Meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

1. ADOPTION OF A NEW SET OF ARTICLES OF ASSOCIATION (TABLE F) OF THE COMPANY

The existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard.

Approval of the members of the Company is sought under Companies Act, 2013 for the aforesaid matters.

Your Board recommends the resolution for adoption by members of the Company by requisite majority.

None of the Directors of the Company may be deemed to be concerned or interested in the proposed resolution except to the extent of shares held by them or their relatives.

2. DELETION OF THE OTHER OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION

"In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed completely by deleting the Clause III (C) (1) to III (C) (39)." The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

Approval of the members of the Company is sought under Companies Act, 2013 for the aforesaid matters.

Your Board recommends the resolutions for adoption by members of the Company by requisite majority.

None of the Directors of the Company may be deemed to be concerned or interested in the proposed resolution except to the extent of shares held by them or their relatives.

3. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Your Board has proposed to issue equity shares on preferential issue basis. Accordingly, to accommodate the additional capital proposed to be issued, it is proposed to enhance the Authorized Share Capital of the Company from Rs. 5 Crore to Rs. 11 Crore. Consent of the members by way of a special resolution is required for amendment in Memorandum of Association of the Company and increase in authorized share capital. Your Directors recommend the resolution.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution.

4. ISSUE OF SHARE ON PREFERENTIAL BASIS

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of equity shares. Your Board proposes to issue upto 67,30,000 equity shares at a price of Rs. 12.50/- (Rupees Twelve and Fifty Paise only) per share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and guidelines of the stock exchange.

S N	Name & Address	PAN	Catego ry	Identity of the natural persons who are the	No. of Equity Shares propose d to be	Pre-issue Shareholding		Post-issue Shareholding	
						No. of Shares	%	No. of Shares	%

				ultimate beneficia l owners of the shares of the propose d allottee and/or who ultimatel y control the propose d allottee	allotted				
1	Mr. Sidharth Goyal MohallaSil akhana Mehta Chowk, Distt. Mohinder garhNarna ul 123001	AMCPG5670J	Promot er	Mr. Sidharth Goyal	300,000	215,000	6.68	515,000	5.18
2	Ms. Kusum Goyal S-191/C, 3 rd Floor, School Block, Shakarpur , New Delhi- 110092	AUGPG6614A	Promot er	Ms. Kusum Goyal	300,000	200,000	6.22	500,000	5.03

3	G2 Consultants Private Limited S - 191/C, 2nd Floor, Manak Complex School Block, Shakarpur DELHI East Delhi DL 110092 IN	AACCG8042P	Promoter	Mr. Hemant Kumar Goyal Mr. Sidharth Goyal	400,000	800,000	24.86	1,200,000	12.06
4	Mr. Hemant Goyal Mohalla Silakhana Mehta Chowk, Distt. Mohinder garh Narnaul 123001	AIEPK1202E	Promoter	Mr. Hemant Goyal	980,000	0	0	980,000	9.85
5	Vedya Realtors Private Limited Plot No. C-10, Flat No. 105, 1st Floor, A Block, Gardenia Greens, Sector 18 Ghaziabad UP 201012	AASCS5568A	Non promoter (Public)	1 Ms Monika Bansal 2 Ms Saroj Goyal	5,00,000	0	0	5,00,000	5.03
6	Shekhar Vishwash Dharampur,	AUJPB1232C	Non promoter (Public)	Mr. Shekhar Vishwash	5,00,000	0	0	5,00,000	5.03

	Chhatarpur, Udham Singh Nagar, Chhatarpur, Uttarakhand 263153)						
7	Aloukik Real Estate and Builders Private Limited 1/11093B, Street No.7 Subhash Park, Shahdara New Delhi 110032	AALCA9516F	Non promoter (Public)	Mr. Jaidev Yadhuwanshi	1,200,000	0	0	1,200,000	12.06
8	Accufox Enterprises Private Limited 3, Third Floor, Main Vikas Marg, Shankar Vihar New Delhi 110092	AAPCA8891B	Non promoter (Public)	Ms. Mohani Devi	1,200,000	0	0	1,200,000	12.06
9	Mayank Gupta F-25, Lajpat Nagar I, Delhi-110024	AALPG0484H	Non promoter (Public)	Mr. Mayank Gupta	100,000	0	0	100,000	1.01
10	Singhania Capital	AAWCS3187M	Non promoter	Mr. Vishal Singhania	400,000	80,631	2.51	480,631	4.83

	Private Limited Flat No. 107 Ganpati Heights Apartment Gurgaon 122001		er (Public)						
1 1	SS Energy Ventures Private Limited 6-200/2/1, Plot No.98P & 100P, Boudha Nagar, Jeedimetla Village, Hyderabad 500055	AAOCS2811G	Non promoter (Public)	1 Subba Rao Pampana 2 Sreedevi Rao Pampana	850,000	0	0	850,000	8.54

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date upto a period of six months from the date of trading approval for the stock exchange. Further, none of the promoter group person and none of the proposed allottee has not sold any shares of the Company during the six months period prior to the Relevant Date. All the pre-preferential shareholding has been held in demat form.

None of the proposed allottee is debarred or prohibited to access the capital market. Further, none of the proposed allottee is a willful defaulter.

Proposed change in control upon preferential issue: Consequent to the proposed preferential issue of Equity Shares; there shall not be any change in control of the Company.

Lock-in Period: The Equity Shares issued to Promoter and Promoter Group shall be locked-in for a period of three years from the date of trading approval by the stock exchange.

Provided that not more than twenty percent of the total capital of the issuer shall be locked-in for three years from the date of trading approval by the stock exchange:

Provided further that equity shares allotted in excess of the twenty percent shall be locked-in for one year from the date of trading approval by the stock exchange.

The Equity Shares issued to the non-promoter allottee shall be subject to a lock-in period of one year or such other period as may be prescribed in accordance with the SEBI regulations.

Intention of promoters/directors/key management persons to subscribe: No promoters/directors/key management persons intend to subscribe to the present preferential issue except to the extent of shares issued to the following promoter group persons:

- a) Mr. Sidharth Goyal (Promoter Group, Director & KMP)
- b) Mrs. Kusum Goyal (Promoter Group)
- c) Mr. Hemant Goyal (Promoter Group)
- d) G2 Consultants Private Limited (Promoter Group)

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

SN	Category of Shareholders	Pre Issue Shareholding		Post Issue Shareholding	
		Number of Shares	%	Number of Shares	%
A	Promoter and Promoter Group	1265000	39.32	3245000	32.62
B	Public	1952500	60.68	6702500	67.38
C1	Shares underlying Depository Receipts	0	0	0	0
C2	Shares held in Employees Trust	0	0	0	0
C	Non Promoter Non Public (C1+C2)	0	0	0	0
	Total (A+B+C)	3217500	100.00	9947500	100.00

Objects and purpose of the Preferential Issue: Funds raised through the proposed preferential issue will be utilized for the purpose of meeting fund requirement for expansion of business activities, meeting working capital requirements and other general corporate purposes.

Proposed time of Allotment: The allotment of Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary statutory approvals.

Undertaking in terms of Regulation 73 read with Regulation 76(2) & (3) of the SEBI (ICDR) Regulations, 2009: The Company shall re-compute the price of the equity shares, in terms of the provision of the SEBI (ICDR) Regulations, 2009, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

Auditor's Certificate: The Statutory Auditors of the Company has certified that the present preferential issue is being made in accordance with the requirements contained the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, as amended up to date. The Auditors' Certificate shall be laid before the general meeting.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the directors, the Key Managerial Personnel and their relatives are deemed to be interested/ concerned in the proposed resolution except that to the extent of their respective shareholding in the Company.

HELPAE 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 Extra- Ordinary 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 Thursday, the 15th Day of March 2018 at 11:00 A.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)

HELPAE 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 Extra- Ordinary General Meeting of the Company will be held on Thursday, 15th day of March, 2018 at 11:00 A.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.	Adoption of a New Set of Articles of Association(Table F) of the Company		
2.	Deletion of the Other Objects Clause (C) of Memorandum of Association		
3.	Increase in Authorised Share Capital of the Company		

4.	Issue of Share on Preferential Basis		
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Signed this _____ day of _____ 2018

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

