

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 26th Annual General Meeting of the Members of NALIN LEASE FINANCE LIMITED will be held on **Friday the 11th day of AUGUST, 2017 at 04:00 P.M.** at GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dilipkumar N. Gandhi (DIN: - 00339595) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint new Auditors and fix their remuneration 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 other applicable Provisions, if any, of the Companies Act, 2013, M/s. PARESH THOTHAWALA & CO., Chartered Accountants (Firm Registration No. 114777W), be and are hereby appointed as New Statutory Auditors of the Company to hold office for a period of 1 years from the conclusion of 26th Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company subject to ratification by members of the Company at every Annual General Meeting at such remuneration to be decided by and between the Statutory Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

4. Re- appointment of Smt. Pallaviben Dilipkumar Gandhi (DIN:- 00339639) as a Whole-Time Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:-**

"**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the company (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 Company be and is hereby accorded the reappointment and remuneration of Smt. Pallaviben Dilipkumar Gandhi, Whole Time Director for the period from 01.08.2017 to 31.07.2022 on the following terms and

conditions (including the remuneration to be paid in the event of loss or inadequacy of profit or in any financial year during the aforesaid period) and subject to the approval in the meeting of the shareholders of the Company with a liberty to directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Directors and Smt. Pallaviben Dilipkumar Gandhi.”

Her existing terms as a Whole- time director of the Company completes on 31st July, 2017. Therefore her appointment as the Whole-time director of the Company with effect from 01st August, 2017 for a period of five years i.e. up to 31st July, 2022

The remuneration / perquisites/ benefits payable to Smt. Pallaviben Dilipkumar Gandhi as a Whole Time Director of the Company and other terms and conditions set out in the following manner;

A. Tenure of appointment

The Re-appointment of the Whole Time Director is with effect from 01st August, 2017 to 31st July, 2022.

B. Nature of Duties

The Whole Time Director shall devote her whole time to the business of the Company. She will look after day to day affairs of the Company and shall carry out such other duties as may be entrusted to her by the Board of Directors. She will perform her duty as a Whole Time director of the Company, subject to superintendence, control and directions of the Board of Directors. She will perform her duty in the best interest of the Company and the business of the Company.

A. Remuneration

Salary Rs. 100000 per month in the scale of 100000-10000 -150000

And the perquisites will be provided as under;

- 1) House Rent allowance at the rate of 25% of the salary per month.
- 2) The expenditure incurred on Gas Electricity water and furnishing shall be paid by the company shall not be exceed to 10% of salary.
- 3) The reimbursement of the medical expenses of self and her family subject the ceiling of one month's salary in a year or three months salary over a period of three years.
4. Leave Travel concession for self and family once in a year as per rules specified by the Company.
5. Fees of club and other admission and life membership fees maximum of two clubs.
6. Personal accident insurance premium not to excess Rs. 4,000/- per month.

CATEGORY B:

1. Contribution to the Provident Fund, Super Annuation Fund, Annuity Fund as per the rules of the Company.
2. Gratuity not exceeding half a month salary for each completed year of service subject to a ceiling of Rs. 10,00,000/-.

CATEGORY C:

1. A car with Chauffeur will be provided for the company's business.
2. Telephone facility shall be provided at residence.
3. Personal long distance calls on telephone and use of car for private purpose shall be borne by her.

D. The Whole -Time Director is appointed as a Director by virtue of her employment in the Company and her appointment shall be subject to the provisions of the Companies Act, 2013.

Registered Office:-

Ground Floor,
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar - 383001.
CIN:- L65910GJ1990PLC014516

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, NALIN LEASE FINANCE LTD.**

**NARENDRAKUMAR D SHAH
CHAIRMAN**

Place:- Himatnagar

DIN : 00314044

Date: 29/05/2017

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act 2013, relating the special business Members are requested to send their queries, if any at least 10 days before the date of the meeting so that to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The members are requested to intimate their change of address, if any, immediately to the Company & its Registrar And Transfer Agent (RTA) Viz. **Link Intime India Pvt. Ltd.**, C-101,247, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Phone No- 022 - 49186000, quoting their Folio No. or Client ID No..
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice. The Director has furnished the requisite declaration for her re-appointment.

Name of the Director	Relationship between director inter-se	Brief details of Educational Qualification & Experience in Functional area.	List of other Directorship/ Committee membership in other Public Companies as on 31 st March, 2017
Mr. Dilipkumar Nalinkant Gandhi (DIN:-00339595) (Shares:-6,20,500)	Promoter	Education Qualification: B.Sc. Experience : 39 Years	<ul style="list-style-type: none"> ➤ Nalin Services Limited ➤ Nalin Consultancy Services Limited ➤ Ameer Finance Limited
Mrs. Pallavi Dilipkumar Gandhi (DIN:- 00339639) (Shares:1,80,000)	Wife of Promoter	Education Qualification: B.A. Experience : 26 Years	<ul style="list-style-type: none"> ➤ Nalin Services Limited ➤ Nalin Consultancy Services Limited ➤ Ameer Finance Limited

8. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) to every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Link Intime.
10. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Pursuant to the Provisions of Section 91 of Companies Act, 2013 and as per Clause 16 of Listing Agreement, The Register of Members and Share Transfer Books of the Company will remain closed from 08th August, 2017 to 11th August, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
12. The process and manner for **remote e-voting** are as under:-
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :-
 - I. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - II. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - III. Click on "Shareholder - Login".
 - IV. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - V. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - VI. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - VII. Select "EVEN" of NALIN LEASE FINANCE LTD. Members can cast their vote online from 08th AUGUST, 2017 (9:00 am) till 10th AUGUST, 2017 (5:00 pm). **Note: e-Voting shall not be allowed beyond said time.**
 - VIII. Now you are ready for remote e-voting as Cast Vote page opens.

- IX. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- X. Upon confirmation, the message “Vote cast successfully” will be displayed.
- XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XII. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail amrishgandhi72@gmail.com with a copy marked to evoting@nsdl.co.in.

B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	User Id	Password/Pin
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- (ii) Please follow all steps from Sr. No. (ii) To Sr. No. (xii) Above, to cast vote.

- I. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 04th August, 2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 04th August, 2017., may obtain the login ID and password by sending a request at:-
evoting@nsdl.co.in Or nalinlease@yahoo.co.in / santosh.jaiswal@linkintime.co.in

- vi. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mr. Amrish N Gandhi, Practicing Company Secretary [FCS No. 8193] and failing him Mr. Samsad A Khan, Practicing Company Secretary [ACS No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of www.nalinfco.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange (BSE Limited).
- XIII. 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.evoting.nsdl.com under help section or write an email evoting@nsdl.co.in.

Contact Details

Company	NALIN LEASE FINANCE LIMITED Regd. Office: Ground Floor, Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001. (Sabarkantha) Gujarat CIN: L65910GJ1990PLC014516
Registrar and Transfer Agent	LINK INTIME INDIA PVT. LIMITED, C-101,247 Park, L.B.S.Marg, Vikhroli(West), Mumbai 400 083 Phone: +91-22-49186000 Fax: +91-22-49186060
E-Voting Agency	NSDL E-mail ID: evoting@nsdl.co.in . Toll Free No.:- 1800-222-990
Scrutinizer	CS Amrish N Gandhi, Practicing Company Secretary Phone No.: 9825654756, 079-40323014 Email : amrishgandhi72@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 of the accompanying Notice dated 29th May, 2017.

ITEM NO. 5

Mrs. Pallavi Dilipkumar Gandhi is re-appointed as a Whole-time Director (Executive Director) by the Board of Directors on 14th July, 2017. Her re-appointment as the Whole-time director of the Company with effect from 01st August, 2017 is for a period of five years i.e. up to 31st July, 2022. Pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the company (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 Company is hereby accorded.

Mrs. Pallavi Dilipkumar Gandhi is not disqualified from being re-appointed as a Whole-time Director in terms of Section 196, 197 and 203 of the Act and has given her consent to act as a Whole-time Director.

Mrs. Pallavi Dilipkumar Gandhi is concerned and interested in the proposed resolution as this agenda item pertains to her reappointment as a Whole Time director of the Company and the payment of remuneration to her.

Registered Office:-

Ground Floor,
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar - 383001.

CIN:- L65910GJ1990PLC014516

Place:- Himatnagar

Date: 29/05/2017

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, NALIN LEASE FINANCE LTD.**

**NARENDRAKUMAR D SHAH
CHAIRMAN**

DIN : 00314044

NALIN LEASE FINANCE LTD.

CIN: L65910GJ1990PLCO14516

GROUND FLOOR, GANDHI NURSING HOME BLDG., DR.NALINKANT GANDHI ROAD,
HIMATNAGAR, SABARKANTHA, GUJARAT – 383001.

TEL NO.: +91 2772 241264, 242264

Web: nalinfin.com, E-mail: nalinlease@yahoo.co.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

26th Annual General Meeting on 11th Day of August, 2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No/Client ID No _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 26th Annual General Meeting of the Nalin Lease Finance Limited, Gandhi Nursing Home Bldg Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat, India-380001, on day, the 11th August'17

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Form No. MGT-11

Proxy form

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

Name of the Member(s)		
Registered Address		
E-mail Id	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	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on the 11th Day of August, 2017 at 04: 00 p.m. at **Nalin Lease Finance Limited, Gandhi Nursing Home Bldg Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat, India-380001** and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2017		
2.	To appoint a Director in place of Dilipkumar Nalinknat Gandhi who retires by rotation and being eligible offers himself for reappointment		
3.	Appointment of M/s. Paresh Thothawala & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Re-appointment of Smt. Pallaviben Dilipkumar Gandhi as Whole time Director for a period of five years with effect from 01-08-2017		

Signed this ____ day of ____ 20__

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder

-across Revenue Stamp

Affix Revenue Stamps

Note:

- 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) The proxy need not be a member of the company.

NALIN LEASE FINANCE LTD.

CIN: L65910GJ1990PLCO14516

GROUND FLOOR, GANDHI NURSING HOME BLDG., DR.NALINKANT GANDHI ROAD,
HIMATNAGAR, SABARKANTHA, GUJARAT – 383001.

TEL NO.: +91 2772 241264, 242264

Web: nalinfin.com, E-mail: nalinlease@yahoo.co.in

**ANNEXURE TO THE NOTICE FOR THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 11TH
DAY OF AUGUST, 2017**

1. Name of the sole/first named member:
2. Address of sole/first named member:
3. Name (s) of joint member(s) if any:
4. Registered folio no. /DP ID No. /Client ID NO.
5. Number of shares held:

Subject: - Process and manner for availing E-voting facility

Pursuant to 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 **Clause 31(1)(B) of SEBI (LODR) Regulations, 2015**, the business to be transacted at the Annual General Meeting of the company to be held on Friday , August 11,2017 at 4.00 may be transacted through electronic voting system and the company is providing facility for voting by electronic means. The Company has engaged the services of National Securities Depository limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN E-VOTING EVENT NUMBER	USER ID	PASSWORD / PIN
106478		

The e-voting facility will be available during the following voting period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
08 th August, 2017 (9.00 a.m. onwards)	10 th August, 2017 (5.00 p.m. onwards)

E-voting shall not be allowed beyond 5:00 p.m. of 10th August, 2017. During the e-voting period, shareholders of the company holding shares either in physical form or in dematerializes form, as on cut – off date may cast their vote electronically. The Company has fixed 04th August, 2017 as the cut-off date for determining voting rights of shareholders entitled to participating in the e-voting process.

Please read the instructions mentioned in the Notice of Annual General Meeting.

These details and instructions form internal part of the Notice for the Annual General Meeting to be held on 11th August, 2017.