



# Mudit Finlease Ltd.

Regd. Office: 17, New Rohtak Road, Karol Bagh, New Delhi-110005  
Tel: 011-23527704-05, E-mail: mudit\_finlease@rediffmail.com  
Website: www.muditfinlease.com,  
[CIN-L65993DL1989PLCO35635]

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **30<sup>th</sup> (Thirtieth) Annual General Meeting (AGM)** of the Members of **Mudit Finlease Limited** will be held on:

Day : Friday  
Date : 28<sup>th</sup> September 2018  
Time : 10.00 A.M  
Venue : 17, New Rohtak Road, Karol Bagh, New Delhi-110005  
to transact the following business :-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 along with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Poonam Garg (DIN – 00085201), who retires by rotation and being eligible offers herself for re-appointment as a Director of the Company.
3. To re-appoint M/s. G. K. Kedia & Co., Chartered Accountants, New Delhi, having Firm registration No. 013016N, as Auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration in consultation with the Auditors.

### **SPECIAL BUSINESS:**

4. **To approve the appointment of Smt. Anjali Prajapati (DIN - 08107519) as the Independent Director of the Company to fill up the casual vacancy caused due to sad demise of Mr. Sushil Chandra Mehrotra**

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 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any modification or re-enactment thereof for the time being in force) and the Rules made thereunder read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable Regulations, if any and in accordance with the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Smt. Anjali Prajapati as an Independent Director of the Company, to fill the casual vacancy caused by death of Sh. Sushil Chandra Mehrotra, whose office shall be liable to vacation upto the date which Mr. Sushil Chandra Mehrotra would have hold office if his office of directorship had not been vacated due to his sad demise.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

*By order of the Board of Director  
For Mudit Finlease Limited*

**Chandra Kishore Aggarwal  
Company Secretary &  
Compliance Officer  
M.No. 5450**

**Date: 10<sup>th</sup> August, 2018  
Place: New Delhi**

## **NOTES:**

- 1) **APPOINTMENT OF PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. PROXY FORM IS ENCLOSED WITH THE ANNUAL REPORT. PROXY FORMS SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

- 2) Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting.
- 3) The route map of the venue of the Annual General Meeting is annexed herewith.
- 4) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to the Special Business stated under item no. 4 is annexed hereto.
- 5) **Corporate Members:** Pursuant to Section 113 of the Companies Act, 2013, the Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- 6) **Queries at the AGM:** In case you have any query relating to the enclosed annual accounts and queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office on email Id [mudit\\_finlease@rediffmail.com](mailto:mudit_finlease@rediffmail.com) at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- 7) Members are requested to notify any change in their address immediately to the share transfer Agent of the Company- M/s Beetal Financial & Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062. If shares are held in electronic form, intimate any change in their addresses/bank details to the concerned Depository Participant.
- 8) **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22<sup>nd</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (both days inclusive).
- 9) **CUT OFF DATE:**
  - a. This Notice is being sent to all the members whose name appears as on Friday, 24<sup>th</sup> August, 2018 in the register of members or beneficial owners as received from M/s Beetal Financial & Computer Services Private Limited, the Registrar and Transfer Agent of the Company.
  - b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, 21<sup>st</sup> September, 2018 (the "Cut- Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
- 10) In terms of the provisions of Section 152 of the Act, Smt. Poonam Garg, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend her re-appointment.

- 11) Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Director seeking Appointment/Re-Appointment at the AGM, is provided in Annexure to the Notice.
- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by 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 / Beetal Financial & Computer Services (P) Ltd.
- 13) Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Beetal Financial & Computer Services (P) Ltd.
- 14) SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
- 15) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company's Registrar and Share Transfer Agent for consolidation into a single folio.
- 16) Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company in the nomination form (SH-13). Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
- 17) Members who have not registered / updated their e-mail addresses with Beetal Financial & Computer Services (P) Ltd., if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
- 18) Non-Resident Indian members are requested to inform Beetal Financial & Computer Services (P) Ltd / respective DPs, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 19) **Inspection of Documents:** Documents referred to in the Annual General Meeting Notice are open for inspection at the registered office of the Company at all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of Annual General Meeting.
- 20) **Communication to Members**
  - a. **Dispatch of Annual Report:** The Annual Report 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
  - b. Members may also note that the Notice of the 30<sup>th</sup> AGM and the Annual Report 2017-18 will be available on the company's website, [www.muditfinlease.com](http://www.muditfinlease.com). The Physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [mudit\\_finlease@rediffmail.com](mailto:mudit_finlease@rediffmail.com)
  - c. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.

- d. The register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013, are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.
- e. For convenience of the members and proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip along with a valid identity proof such as the PAN Card, Passport, Aadhaar Card, Driving License etc and hand it over at the registration counter at the venue.
- f. Only bonafide members of the Company whose name appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members for attending the meeting.
- g. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

21) **Important Communication to Members:** The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company.

22) **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & 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 30<sup>th</sup> 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 (India) Limited (CDSL):

A. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 25<sup>th</sup> September, 2018 at 09:00 A.M. and ends on Thursday, 27<sup>th</sup> September, 2018 at 05:00 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 Friday, 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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 (iv).</li> </ul>

- (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 the relevant <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.

(xx) 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)

- B. The e-voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 21<sup>st</sup> September, 2018.
- C. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- D. The Company has appointed Proprietor of M/s Deepika Rathore & Associates, Company Secretaries, New Delhi (Membership Number: A34331, COP Number: 20292) to act as the Scrutinizer, to scrutinize the entire e-voting / ballot voting process in a fair and transparent manner.
- E. 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 Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- F. The facility for voting through Ballot shall also be made available at the meeting to those Members who have not already cast their vote through remote e-voting.
- G. The Members who have casted their votes through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- H. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 two 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.
- I. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting.
- J. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.muditfinlease.com](http://www.muditfinlease.com) and on the website of CDSL 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 BSE Limited, Mumbai.

*By order of the Board of Director  
For Mudit Finlease Limited*

**Chandra Kishore Aggarwal  
Company Secretary &  
Compliance Officer  
M.No. 5450**

**Date: 10<sup>th</sup> August, 2018  
Place: New Delhi**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ITEM NO. 4**

The Board of directors of the Company express their deep condolences at the untimely and sad demise of Shri. Sushil Chandra Mehrotra, Independent Director of the Company who died on 11<sup>th</sup> January, 2018. The Board of Directors place on record a deep appreciation for the valuable services rendered by Late Shri. Sushil Chandra Mehrotra, who died during his tenure as a Director of the Company.

In 26<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014, Shri Sushil Chandra Mehrotra was appointed as the Independent Director of the Company for a period of 5 years from 01<sup>st</sup> October, 2014 and due to his sad demise his office of Independent Director was become vacant before the expiry of his term of Directorship. Therefore pursuant to recommendation made by the Nomination and Remuneration Committee and provisions of Section 161(4) of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, the Board of Directors in their meeting held on 31<sup>st</sup> March, 2018, proposed and thereafter appointed Smt. Anjali Prajapati as a Independent Director of the Company (with effect from the date, when her DIN get approved by the Central Government) to fill the casual vacancy caused by death of Shri Sushil Chandra Mehrotra, whose office shall be liable to vacation upto the date which Shri. Sushil Chandra Mehrotra would have hold office if his office of directorship had not been vacated due to his sad demise.

As Smt. Anjali Prajapati was not holding the Director Identification Number (DIN) as on date of her appointment, therefore her appointment became effective from the date of allotment of DIN by the Central Government i.e.10<sup>th</sup> April, 2018.

Further it is also informed that between the period of passing the board resolution for her appointment and the effective date of her appointment, there was no meeting of Board of Directors or Committee thereof held, in which Smt. Anjali Prajapati would participate as the Director, furthermore she was not involved in any decision taken between such period and her appointment has become effective within the prescribed time limit as given under the Act and Rules made thereunder.

Now as per provisions of Section 161(4) of the Companies Act, 2013 as amended, the appointment of Smt. Anjali Prajapati is required to be subsequently approved by members in the immediate next general meeting i.e. this Annual General Meeting.

The Board of Directors recommends the resolution in relation to the appointment of Smt. Anjali Prajapati as a Independent Director of the Company, to fill the casual vacancy caused by death of Shri Sushil Chandra Mehrotra, whose office shall be liable to vacation upto the date which Shri. Sushil Chandra Mehrotra would have hold office if his office of directorship had not been vacated due to his sad demise.

Except Smt. Anjali Prajapati and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

*By order of the Board of Director  
For **Mudit Finlease Limited***

**Chandra Kishore Aggarwal**  
**Company Secretary &**  
**Compliance Officer**  
**M.No. 5450**

**Date: 10<sup>th</sup> August, 2018**  
**Place: New Delhi**

**ANNEXURE TO THE NOTICE**

**Profile of Directors seeking Appointment and Re-Appointment at the forthcoming Annual General Meeting**

(in pursuance of Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 on General Meetings)

<b>PARTICULARS</b>	<b>Smt. Poonam Garg</b>	<b>Smt. Anjali Prajapati</b>
DIN	00085201	08107519
Date of Birth	04/12/1969	15/07/1982
Age	48 Years	36 Years
Category of the Director	Promoter – Non Executive Director	Independent – Non Executive Director
Educational Qualifications	Graduate	Graduate
Experience	19 Years	5.6 Years
Expertise in specific functional areas	Investment and Management Consultancy.	Accountancy and Financing Consultancy
Date of Appointment on the Board	30/07/2007	10/04/2018
Terms and conditions of appointment	<p>1. Tenure of her appointment shall be as per the section 152 of the Companies Act, 2013.</p> <p>2.Smt. Poonam Garg, Non Executive Director of the Company shall be liable to retire by rotation.</p> <p>3. At present she is not drawing a salary or enjoying any benefit or perquisite on cost of the Company. In future if any remuneration will be given to her then it shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and shall be subject to the applicable Company's policy.</p>	<p>1. Her Appointment has been made to fill the casual vacancy caused by death of Shri Sushil Chandra Mehrotra, therefore her office of directorship shall be liable to vacation upto the date which Shri. Sushil Chandra Mehrotra would have hold office if his office of directorship had not been vacated due to his sad demise.</p> <p>2. Smt. Anjali Prajapati, Non Executive Director of the Company shall not be liable to retire by rotation.</p> <p>3. Smt. Anjali Prajapati shall only be eligible for getting the sitting fees, if any for attending meeting of Board of Directors and Committees thereof.</p>
Remuneration last drawn	Nil	Nil
Remuneration proposed to be given	Nil	Nil
Number of shares held in the Company as on 31 <sup>st</sup> March, 2018	534200	Nil



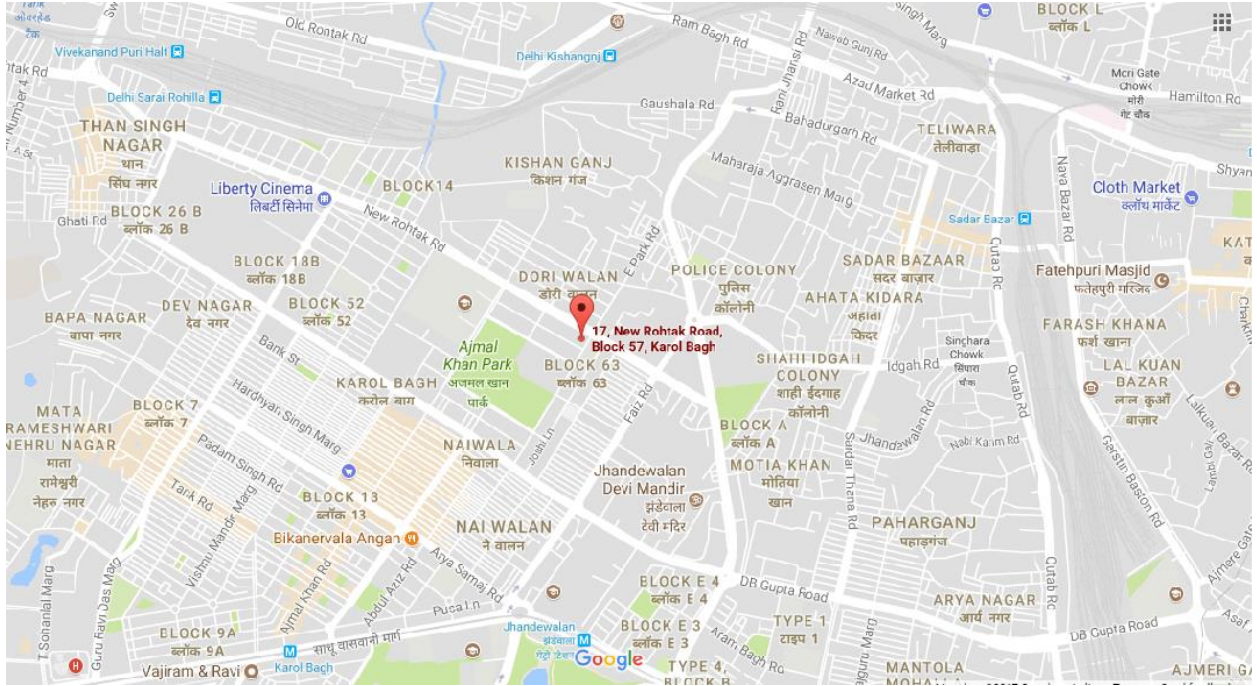
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil	Nil
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies including Mudit Finlease Limited	Audit Committee (Member) Stakeholders' Relationship Committee (Member) (both of Mudit Finlease Limited)	Audit Committee (Member) Stakeholders' Relationship Committee (Member) (both of Mudit Finlease Limited)
Relationship between Directors inter se	Wiwe of Sh. Pavel Garg, Director	Nil
Number of meetings of the Board attended during the financial year 2017-18 (Out of total 6 Board Meetings held)	6	Not Applicable

*By order of the Board of Director  
For Mudit Finlease Limited*

**Chandra Kishore Aggarwal**  
**Company Secretary &**  
**Compliance Officer**  
**M.No. 5450**

**Date: 10<sup>th</sup> August, 2018**  
**Place: New Delhi**

## AGM VENUE ROUTE MAP



**MUDIT FINLEASE LIMITED**  
**CIN: L65993DL1989PLC035635**  
**Regd. Off.: 17, New Rohtak Road, Karol Bagh, New Delhi-110005**  
**E mail- [mudit\\_finlease@rediffmail.com](mailto:mudit_finlease@rediffmail.com); Website: [www.muditfinlease.com](http://www.muditfinlease.com); Tel.: +91-11-23527704-05**

**ATTENDANCE SLIP**  
**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**  
**Joint shareholders may obtain additional Slip at the venue of the Meeting**

DP Id\* \_\_\_\_\_ Folio No. \_\_\_\_\_  
 Client Id\* \_\_\_\_\_ No. of Share \_\_\_\_\_  
 Name and Address of the Member \_\_\_\_\_  
 Name and Address the of Proxy \_\_\_\_\_

I/We hereby record my/our presence at the **30<sup>th</sup> Annual General Meeting** of the members of the Company on **Friday, 28<sup>th</sup> September, 2018 at 10:00 a.m.** at 17, New Rohtak Road, Karol Bagh, New Delhi-110005

\_\_\_\_\_  
**Signature of Shareholder / Proxy**

\*Applicable for investors holding shares in electronic form.

-----TEAR HERE-----

**MUDIT FINLEASE LIMITED**  
**CIN: L65993DL1989PLC035635**  
**Regd. Off.: 17, New Rohtak Road, Karol Bagh, New Delhi-110005**  
**E mail- [mudit\\_finlease@rediffmail.com](mailto:mudit_finlease@rediffmail.com); Website: [www.muditfinlease.com](http://www.muditfinlease.com); Tel.: +91-11-23527704-05**

**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 NO\*: ..... DP ID NO\*: .....

I/We, being the member(s) holding.....Shares of the above named company, hereby appoint:

1. Name: ..... E mail ID:.....  
 Address: .....  
 Signature: .....  
 or failing him

2. Name: ..... E mail ID:.....  
 Address: .....  
 Signature: .....  
 or failing him

3. Name: ..... E mail ID:.....  
 Address: .....  
 Signature: .....  
 or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30<sup>th</sup> Annual General Meeting** of the members of the Company to be held on **Friday, 28<sup>th</sup> September, 2018 at 10:00 a.m.** at 17, New Rohtak Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>ORDINARY BUSINESS</b>	
1	Adoption of Audited Financial Statement for Financial Year 2017-18
2	Re-Appointment of Director liable to retire by rotation.
3	Re-Appointment of Statutory Auditor.
<b>SPECIAL BUSINESS</b>	
4	To approve the appointment of Ms. Anjali Prajapati (DIN - 08107519) as the Independent Director of the Company to fill up the casual vacancy caused due to sad demise of Mr. Sushil Chandra Mehrotra.

Signed this.....day of.....2018

Affix  
Revenue  
Stamp

Signature of Shareholder.....Signature of Proxy Holder.....

\* Applicable for investors holding shares in electronic form.

**NOTES:**

1. This Form in order to be effective should be duly completed and deposited at the Registered office of the Company 17, New Rohtak Road, Karol Bagh, New Delhi-110005 not less than 48 hours before the Commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.