

## NOTICE

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting of **Golden Legend Leasing and Finance Limited (CIN: L65990MH1984PLC033818)** will be held on Monday, 30<sup>th</sup> September, 2019 at 11.00 a.m. at 202-203, 2<sup>nd</sup> Floor, Ramkrishna Chambers, Plot No. 67B, TPS-IV, Linking Road, Khar West, Mumbai – 400052. (within local limits of registered address), to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Board of Directors and the Auditors' thereon.
2. Appointment of Statutory Auditor.

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

**“RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s Goenka Mehta & Associates, Chartered Accountants (Firm Registration No. 129445W) represented by Mr. Gaurav Mehta, be and are hereby appointed as Statutory Auditors of the Company for the period of 5 years, on account of casual vacancy, and eligibility of the firm, to hold office from the conclusion of this Annual General Meeting until the conclusion of 40<sup>th</sup> Annual General Meeting of the Company, on such remuneration to be fixed by the Board of Directors.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** subject to the provisions of sections 2(94), 161, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, approvals and permissions and as are agreed to by the Board of Directors (Hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded to appoint Mr. Lalit Singh (DIN: 07282811), as a “Whole-time Director” of the Company upon the terms and conditions as set out herein below:

Period: 3 years with effect from 25<sup>th</sup> June, 2019 with liberty to either party to terminate by giving Three month notice in writing to the other.

A. Salary: Rs. 25,000/- p.m.

B. Perquisites: In addition to salary the Whole-time Director shall also be entitled to following perquisites and allowances:

- a. Medical Reimbursement: For self and family in accordance with the rules of the Company, and shall further also includes reimbursement of Life insurance, accidental insurance and Mediclaim Insurance for self and family.
- b. Leave: Leave on full pay as per rules of the Company
- c. Insurance: Personal Accident insurance of an amount for self and family

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1<sup>st</sup> April each year from time to time at a rate not exceeding Rs.0.50 Lacs p.m., subject to financial conditions of the Company.

**RESOLVED FURTHER THAT** during the currency of tenure of the Whole-time, if the company has no profits or its profits are inadequate in any financial year, Mr. Lalit Singh shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, in the event of any statutory modification or of relaxation by the Central Government in Schedule V to the Companies Act, 2013, to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

4. Appointment of Mr. Pradyuman Vaghasiya (DIN: 03488693) as Whole-time director

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

**“RESOLVED THAT** subject to the provisions of sections 2(94), 161, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, approvals and permissions and as are agreed to by the Board of Directors (Hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded to appoint Mr. Pradyuman Vaghasiya (DIN: 03488693), as a “Whole-time Director” of the Company upon the terms and conditions as set out herein below:

Period: 3 years with effect from 24<sup>th</sup> April, 2019 with liberty to either party to terminate by giving Three month notice in writing to the other.

A. Salary: Rs. 25,000/- p.m.

B. Perquisites: In addition to salary the Whole-time Director shall also be entitled to following perquisites and allowances:

- a. Medical Reimbursement: For self and family in accordance with the rules of the Company, and shall further also includes reimbursement of Life insurance, accidental insurance and Mediclaim Insurance for self and family.

- b. Leave: Leave on full pay as per rules of the Company
- c. Insurance: Personal Accident insurance of an amount for self and family

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1<sup>st</sup> April each year from time to time at a rate not exceeding Rs.0.50 Lacs p.m., subject to financial conditions of the Company.

**RESOLVED FURTHER THAT** during the currency of tenure of the Whole-time Director, if the company has no profits or its profits are inadequate in any financial year, Mr. Pradyuman Vaghasiya shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, in the event of any statutory modification or of relaxation by the Central Government in Schedule V to the Companies Act, 2013, to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

#### 5. Appointment of Ms. Divya Singh Kushwaha as Managing Director

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

**“RESOLVED THAT** subject to the provisions of sections 2(54), 161, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, approvals and permissions and as are agreed to by the Board of Directors (Hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded to appoint Ms. Divya Singh Kushwaha (DIN: 07286908), as a “Managing Director” of the Company upon the terms and conditions as set out herein below:

Period: 3 years with effect from 8<sup>th</sup> March, 2019 with liberty to either party to terminate by giving Three month notice in writing to the other.

- A. Salary: Rs. 25,000/- p.m.
- B. Perquisites: In addition to salary the Managing Director shall also be entitled to following perquisites and allowances:
  - a. Medical Reimbursement: For self and family in accordance with the rules of the Company, and shall further also includes reimbursement of Life insurance, accidental insurance and Mediclaim Insurance for self and family.
  - b. Leave: Leave on full pay as per rules of the Company
  - c. Insurance: Personal Accident insurance of an amount for self and family

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1<sup>st</sup> April each year from time to time at a rate not exceeding Rs.0.50 Lacs p.m., subject to financial conditions of the Company.

**RESOLVED FURTHER THAT** during the currency of tenure of the Managing Director, if the company has no profits or its profits are inadequate in any financial year, Ms. Divya Singh Kushwaha shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, in the event of any statutory modification or of relaxation by the Central Government in Schedule V to the Companies Act, 2013, to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

6. Authority to borrow funds

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

“RESOLVED THAT in supersession of all earlier resolutions passed by the shareholders of the Company in this respect and pursuant to clause (c) of sub-section (1) of section 180 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the “Act”), or any statutory modification or re-enactment thereof, the Board of Directors of the Company (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other Securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether share holder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 20 Crores(Rupees Twenty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.”

7. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

**RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.

By order of the Board  
For and on behalf of  
Golden Legand Leasing and Finance Limited

Sd/-  
Divya Singh Kushwaha

Place: Jaipur  
Regd. Office:  
506, 5<sup>th</sup> Floor, Ramkrishna Chambers, Plot No. 67B,  
TPS-IV, Linking Road, Khar West, Mumbai – 400052

Date: 22.08.2019

**NOTES:**

A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) 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 proxy for any other person or Member.

B. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement

of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

C. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

D. Statement as required under section 102 (1) of the Companies Act, 2013, in respect of special business is annexed hereto.

E. The Register of Members and the share transfer books of the Company will remain closed from **24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019** both days inclusive.

F. The Registrar and Transfer Agent of the Company M/s. Satellite Corporate Services Pvt. Ltd. is handling registry work in respect of shares held both in physical form and in electronic / demat form.

G. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

H. Electronic copy of the 35<sup>th</sup> Annual Report (including the Notice) 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 E-mail Ids are registered with the Company/Depository Participant(s) for communication purposes. For Members other than the above, physical copies of the Annual Report are being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

I. Members may also note that an electronic copy of the 35<sup>th</sup> Annual Report including Notice along with attendance slip and proxy form will be available on the Company's website at [www.gllfl.com](http://www.gllfl.com). Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making such a request for the same free of cost. For any communication, the shareholders may also send their request to the Company's investor E-mail Id: [cs@gllfl.com](mailto:cs@gllfl.com) / [contact@gllfl.com](mailto:contact@gllfl.com)

J. 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.

K. Non-Resident Indian Members are requested to inform Satellite Corporate Services Pvt. Ltd, immediately of change in their residential status on return to India for permanent settlement.

L. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

M. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.

N. 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.

O. Relevant documents referred to in the accompanying Notice and the Statement are 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.

**P. Voting through electronic means**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) of the Company by 'remote e-voting' (e voting at a place other than the venue of the AGM). The business may be transacted through remote e-voting services provided by the National Securities Depository Limited.

2. The facility for voting through polling paper shall also be made available to those shareholders who are present at the 35<sup>th</sup> AGM, but have not cast their votes by availing the remote e-voting facility. The Members who have exercised their voting through the remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

3. The Company has appointed K.G Patel and Associates, Chartered Accountants as Scrutinizer for conducting the remote e- voting and voting process at the AGM in a fair and transparent manner.

4. The instructions to members for voting electronically are as under:

(i) The remote e-voting period begins on **27<sup>th</sup> September, 2019 at 09.00 a.m. (IST) and ends on 29<sup>th</sup> September, 2019 at 5.00 p.m. (IST)**. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23<sup>rd</sup> September, 2019** 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 <https://www.evoting.nsdl.com>  
**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote,



to the Scrutinizer by e-mail [cakalpesh001@gmail.com](mailto:cakalpesh001@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

**General:**

(a) During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2019 may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

(b) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2019

(c) K.G Patel And Associates, Chartered Accountants, Membership No:- 165740 has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(d) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

**ANNEXURE TO THE NOTICE**

**Statement pursuant to section 102 of Companies Act, 2013 in respect of special business and details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:**

**ITEM NO. 3: APPOINTMENT OF MR. LALIT SINGH AS WHOLE-TIME DIRECTOR**

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> September, 2018 has been appointed as additional director designated as Independent Director of the Company to hold the office till the ensuing general meeting of the Company. Further in the Board Meeting held on 25<sup>th</sup> June, 2019 Mr. Lalit, being related to Ms. Divya Singh Kushwaha, Singh had change in designation as Whole-time Director of the Company in order to avoid conflict of interest and violation under Section 149(6) of the Companies Act, 2013. The appointment is been made for a period of 3 (three) years with effect from 25<sup>th</sup> June, 2019 at the remuneration decided by the Board (Nomination and Remuneration Committee not been in proper constitution under the regulation of SEBI (LODR) Regulations, 2015 and Companies Act, 2013, the Board has taken all the powers in its hand until the proper Board is been constituted)

In accordance to the provisions of Section 2(94), 196,197,198 and 203 read with schedule V and other applicable provisions including rules, regulations made there under, if any, of the Companies Act, 2013, ("the Act"), that the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by shareholders at ensuing general meeting.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Lalit Singh as Whole-time Director are more specifically mentioned in the Resolution.

The said Director will perform such duties as shall from time to time be entrusted to him by the Board of Directors and subject to superintendence, guidance and control of the Board. The appointment may be terminated by giving the other 3 (three) months' prior notice in writing. Mr. Lalit Singh satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The statement as required under Part II of Section II, of the Schedule V of the Companies Act, 2013 with reference to:

- i. Payment of Remuneration is approved by the Board of the Company.
- ii. The Company has not made any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person;
- iii. a statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely:—
  - I. General Information:
    - (1) Nature of Industry: NBFC
    - (2) Date or expected date of commencement of commercial production: Existing Company already commenced from 1985.
    - (3) Financial performance based on given indicators

(` In Rupees)

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2019
1	Net sales / Income	0	0
2	Other operating Income	0	95,876
3	Total Expenditure	686014	2057420
4	Finance Cost	0	272434
5	Profit/(loss) before Tax	-686014	-1961544
6	Tax Expenses	0	0
7	Net Profit/(loss): For the year	-686014	-1961544
8	Total comprehensive income for the year	0	0

4. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: NIL

**ITEM NO.4: APPOINTMENT OF MR. PRADYUMAN VAGHASIYA AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

The Board of Directors of the Company at its meeting held on 24<sup>th</sup> April, 2019 has, subject to the approval of members, appointed Mr. Pradyuman Vaghasiya, as Whole-time Director of the Company, for a period of 3 (three) years with effect from 24<sup>th</sup> April, 2019 at the remuneration decided by the Board (Nomination and Remuneration Committee not been in proper constitution under the regulation of SEBI (LODR) Regulations, 2015 and Companies Act, 2013, the Board has taken all the powers in its hand until the proper Board is been constituted)

In accordance to the provisions of Section 2(94), 196,197,198 and 203 read with schedule V and other applicable provisions including rules, regulations made there under, if any, of the Companies Act, 2013, ("the Act"), that the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by shareholders at ensuing general meeting.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Pradyuman Vaghasiya as Whole-time Director are more specifically mentioned in the Resolution.

The said Director will perform such duties as shall from time to time be entrusted to him by the Board of Directors and subject to superintendence, guidance and control of the Board. The appointment may be terminated by giving the other 3 (three) months' prior notice in writing. Mr. Pradyuman Vaghasiya satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The statement as required under Part II of Section II, of the Schedule V of the Companies Act, 2013 with reference to:

- i. Payment of Remuneration is approved by the Board of the Company.
- ii. The Company has not made any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person;

iii. a statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely:—

I. General Information:

(1) Nature of Industry: NBFC

(2) Date or expected date of commencement of commercial production: Existing Company already commenced from 1985.

(3) Financial performance based on given indicators

(` In Rupees)

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2019
1	Net sales / Income	0	0
2	Other operating Income	0	95,876
3	Total Expenditure	686014	2057420
4	Finance Cost	0	272434
5	Profit/(loss) before Tax	-686014	-1961544
6	Tax Expenses	0	0
7	Net Profit/(loss): For the year	-686014	-1961544
8	Total comprehensive income for the year	0	0

4. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: NIL

#### **ITEM NO.5: APPOINTMENT OF MR. DIVYA SINGH KUSHWAHA AS MANAGING DIRECTOR**

The Board of Directors of the Company at its meeting held on 8<sup>th</sup> March, 2019 has, subject to the approval of members, appointed Ms. Divya Singh Kushwaha, as Managing Director of the Company, for a period of 3 (three) years with effect from 8<sup>th</sup> March, 2019 at the remuneration decided by the Board with approval of Nomination and Remuneration Committee.

In accordance to the provisions of Section 2(94), 196,197,198 and 203 read with schedule V and other applicable provisions including rules, regulations made there under, if any, of the Companies Act, 2013, ("the Act"), that the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by shareholders at ensuing general meeting.

Broad particulars of the terms of appointment of and remuneration payable to Ms. Divya Singh Kushwaha as Managing Director are more specifically mentioned in the Resolution.

The said Director will perform such duties as shall from time to time be entrusted to him by the Board of Directors and subject to superintendence, guidance and control of the Board. The appointment may be terminated by giving the other 3 (three) months' prior notice in writing. Ms. Divya Singh Kushwaha satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The statement as required under Part II of Section II, of the Schedule V of the Companies Act, 2013 with reference to:

i. Payment of Remuneration is approved by the Board of the Company.

ii. The Company has not made any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person;

iii. a statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely:—

I. General Information:

(1) Nature of Industry: NBFC

(2) Date or expected date of commencement of commercial production: Existing Company already commenced from 1985.

(3) Financial performance based on given indicators

(` In Rupees)

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2019
1	Net sales / Income	0	0
2	Other operating Income	0	95,876
3	Total Expenditure	686014	2057420
4	Finance Cost	0	272434
5	Profit/(loss) before Tax	-686014	-1961544
6	Tax Expenses	0	0
7	Net Profit/(loss): For the year	-686014	-1961544
8	Total comprehensive income for the year	0	0

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: NIL

#### **ITEM NO.6 : BORROWING POWERS**

The Shareholders of the Company had authorised the Board of Directors of the Company by way of Special Resolution to borrow moneys for the purpose of the Company's business in excess of the paid-up capital of the Company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs20,00,00,000/- (Rupees Twenty Crores only).

However, pursuant to the provisions of clause (c) of sub-section (1) of Section 180 of the Companies Act, 2013 (the 'Act'), the Board can exercise such borrowing powers only with the approval of Members of the Company by way of Special Resolution. The resolution is accordingly recommended for approval as a Special Resolution by the Shareholders of the Company.

In compliance with Companies Act, 2013 the Company applied for Limit in Borrowing, to facilitate the Board to create mortgage / charge on assets and/or undertakings of the Company from time to time, to secure borrowings of the Company, it is recommended that your Board be authorized for the purpose under the provision of Section 180(1) (a) of the Companies Act, 2013.

The Board recommends the Resolutions for your approval. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is deemed to be concerned or interested in the proposed resolution.

**ITEM NO. 7:** As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by

Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting; the Directors accordingly commend the Ordinary Resolution at item no.8 of the accompanying notice, for the approval of the members of the Company. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.8of the accompanying Notice.

By order of the Board  
Golden Legand Leasing and Finance Ltd

Sd/-

Divya Singh Kushwaha  
Managing Director  
DIN: 07286908

Place: Jaipur  
Date: 22.08.2019

Regd. Office:  
Unit 506, Shri Ramakrishna Chambers, Plot No. 67B  
TPS - IV, Linking Road, Khar (W), Mumbai, Maharashtra, 400052

**GOLDEN LEGAND LEASING AND FINANCE LIMITED**

(CIN: L65990MH1984PLC033818)

**Regd. Office:** Unit 506, Shri Ramakrishna Chambers, Plot No. 67B, TPS - IV, Linking Road, Khar (W),  
Mumbai, Maharashtra, 400052

**Tel** :+022 26000457/8 **Website:** www.gllfl.in

**E-mail:** [cs@gllfl.com/contact@gllfl.com](mailto:cs@gllfl.com/contact@gllfl.com)

**ATTENDANCE SLIP**

Reference Folio No./ Client ID \_\_\_\_\_ No. of Shares \_\_\_\_\_

Name of shareholder \_\_\_\_\_

I/We hereby record my/our presence at the 35<sup>th</sup> ANNUAL GENERAL MEETING of the Company held Monday, 30<sup>th</sup> September, 2019 at 11.00 a.m. at 202-203, 2<sup>nd</sup> Floor, Ramkrishna Chambers, Plot No. 67B, TPS-IV, Linking Road, Khar West, Mumbai – 400052. (within local limits of registered address)

\_\_\_\_\_  
Signature of the Shareholder/Proxy

Please fill attendance slip and hand it over at the entrance of the meeting hall.

**GOLDEN LEGAND LEASING AND FINANCE LIMITED**

(CIN: L65990MH1984PLC033818)

**Regd. Office:** Unit 506, Shri Ramakrishna Chambers, Plot No. 67B, TPS - IV, Linking Road, Khar (W),  
Mumbai, Maharashtra, 400052

**Tel** :+022 26000457/8 **Website:** www.gllfl.in

**E-mail:** [cs@gllfl.com](mailto:cs@gllfl.com)/[contact@gllfl.com](mailto:contact@gllfl.com)

**PROXY FORM-MGT-11**

Name of the member(s):

E-mail ID:

Registered address:

Folio No/DP ID-Client ID:

I/We, being the member (s) of .....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	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on the Monday, 30<sup>th</sup> September, 2019 at 11.00 a.m. at 202-203, 2<sup>nd</sup> Floor, Ramkrishna Chambers, Plot No. 67B, TPS-IV, Linking Road, Khar West, Mumbai – 400052. (within local limits of registered address) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
<b>ORD INAR Y BUSINESS</b>			
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March,2019		
2	Appointment of Statutory Auditor of the Company and approval of remuneration to be paid		
3.	Approval to the appointment of Ms. Lalit Singh as Whole-time Director		
4.	Approval to the appointment of Mr. Pradyuman Vaghasiya as Whole-time Director of the Company		



5.	Approval to the Appointment of Ms. Divya Singh Kushwaha as Managing Director of the Company		
6.	Approval /Authority to the Board to Borrow		
7.	Determination of fees to be charged for service of document in a particular mode.		

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

Signature of Shareholder

\_\_\_\_\_

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder.

Affix

Revenue

Stamp of

Rs: \_\_\_\_\_

Notes:

1. 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. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 35<sup>th</sup> Annual General Meeting
3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission

### Route Map to the venue of the AGM

