

INOX LEASING AND FINANCE LIMITED

(CIN: U65910DL1995PLC397847)

Registered Office: 612-618, Narain Manzil, 6th Floor,
23, Barakhamba Road, New Delhi – 110001.

Website: ilfl.co.in E-mail: inoxgflgroup@gfl.co.in

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **INOX LEASING AND FINANCE LIMITED** will be held on Monday, the 21st day of October, 2024 at 11.00 a.m. at 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi 110001 to transact the following business:

SPECIAL BUSINESS

1. TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY AND CONSEQUENT AMENDMENT OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Incorporation) Rules, 2014 (the “Act”) and subject to the approval of the Regional Director or Central Government and/ or other authorities, institutions or bodies (“Appropriate Authorities”), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the shareholders be and is hereby accorded for shifting the registered office of the Company from the National Capital Territory of Delhi to the State of Himachal Pradesh within the jurisdiction of Registrar of Companies, Himachal Pradesh.

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to such other approvals/ sanctions as may be required, the existing Clause II of the Memorandum of Association of the Company be substituted by the following:

“II. The Registered Office of the Company will be situated in the State of Himachal Pradesh.”

RESOLVED FURTHER THAT Mr. Devendra Kumar Jain (DIN: 00029782), Mr. Vivek Kumar Jain (DIN: 00029968) and Mr. Devansh Jain (DIN: 01819331), the Directors of the Company, along with Mr. Mukesh Patni, Mr. Vijay Saxena and Ms. Sapna Jain, Authorized personnels of the Company, be and are hereby jointly and severally authorized to sign, execute, file requisite letter(s)/ application(s)/ petition(s)/ affidavit(s)/ notice(s) and any other document(s) and appear before any authority, finalize list of creditors, or to appoint any counsel(s)/ personnel/

consultant(s)/Power of Attorney(s) to represent the Company before any authority including preparation/ signing/ submission of any document/ information to any authority, accepting any modification and to collect any document/ information/ order from any authority in relation to shifting of registered office of the Company and alteration of Clause II of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any Director of the Company be forwarded to whomsoever concerned or interested in this regard.”

By Order of the Board
For Inox Leasing and Finance Limited

Vivek Kumar Jain
Director
DIN: 00029968
Add: 47, Golf Links,
New Delhi-110003

Place: New Delhi.
Date : 20th September, 2024

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. A person can act as a 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. However, a member holding more than Ten (10%) 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 14th October, 2024 to 21st October, 2024 (both days inclusive).
4. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 as amended, Notice of the Extra-ordinary General Meeting has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses were made available to us by the Depositories and by the members holding shares in physical mode.

Members holding shares in demat mode who have not registered their e-mail address, please register/ update your e-mail id and mobile number with your respective Depository Participants. Members holding shares in physical form, please provide details of your shareholdings by e-mail to the company at inoxgflgroup@gfl.co.in.

5. Corporate Members intending to send their Authorised Representative(s) to attend the Extra-ordinary General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Extra-ordinary General Meeting.
6. The relevant documents referred to in the accompanying Notice of Meeting are open for inspection by the Members of the Company at the Registered Office's on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 01.00 p.m. up to the date of this Meeting.
7. A Route Map showing directions to the venue of the meeting and nearby prominent landmark is annexed herewith.
8. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting

facility to all members through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. **E-voting is optional.** The e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on 14th October, 2024.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 18nd October, 2024 at 09.00 a.m. and ends on 20th October, 2024 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 14th October, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed/unlisted entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
- 6) If you are a first-time user follow the steps given below:

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter their 6 digit Folio Number registered with the Company prefixed by ILFL e.g. ILFL000001.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

	For Physical shareholders and other than individual shareholders holding Shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Shareholders 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 (your six digit folio number) in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL LETTERS Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **Inox Leasing and Finance Limited** on which you choose to vote.
- (x) 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.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; inoxgflgroup@gfl.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate

(front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

9. The voting rights of 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 14th October, 2024. For all others who are not holding shares as on cut-off date and receive the Annual Report of the Company, the same is for their Information.
10. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
11. M/s Amarendra Rai & Associates, Practicing Company Secretary (Certificate of Practice No. 9373) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
12. The Chairman, shall, at the Meeting, at the end of discussions 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 Meeting but have not cast their votes through remote e-voting facility.
13. The Scrutinizer shall, immediately after the conclusion of voting at the Extra-ordinary general meeting, first count the votes cast at the meeting , 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 make not later than 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person

authorised by him in writing shall declare the result of the voting forthwith.

14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ilfl.co.in and on the website of CDSL.

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

ITEM NO. 1

The Board of Directors of the Company after due consideration and with a view to improve the overall operational efficiency and achieve overall effectiveness are of the opinion to shift the registered office of the Company which is currently located in the National Capital Territory of Delhi to the State of Himachal Pradesh, within the jurisdiction of Registrar of Companies, Himachal Pradesh.

Accordingly, the Memorandum of Association of the Company is required to be amended to reflect the change of registered office of the Company from the National Capital Territory of Delhi to the state of Himachal Pradesh, within the jurisdiction of Registrar of Companies, Himachal Pradesh. The existing Clause II of the Memorandum of Association of the Company be substituted by the following:

"II. The Registered Office of the Company will be situated in the State of Himachal Pradesh."

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members for

alteration of its memorandum of association by way of a special resolution.

The resolution as set out at item no. 1 under **Special Business** is placed for your approval, and the Board of Directors of the Company recommends the resolution in the notice to be passed as **Special Resolution**.

None of the Directors/Managers/Key Managerial Person and relatives of Directors/Mangers/ Key Managerial Person of the Company are interested or concerned in the proposed resolution, except to the extent of their shareholding.

A copy of the amended memorandum of association of the Company is available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 05:00 p.m.

By Order of the Board
For Inox Leasing and Finance Limited

Vivek Kumar Jain
Director
DIN: 00029968
Add: 47, Golf Links,
New Delhi-110003

Date: 20th September, 2024
Place: New Delhi.

INOX LEASING AND FINANCE LIMITED
(CIN: U65910DL1995PLC397847)
Registered Office: 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road,
New Delhi – 110001.
Website: ilfl.co.in E-mail: inoxgflgroup@gfl.co.in

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)

Dp Id*	
Client Id*	

Folio No.	
No. of Shares	

Name and address of the shareholder

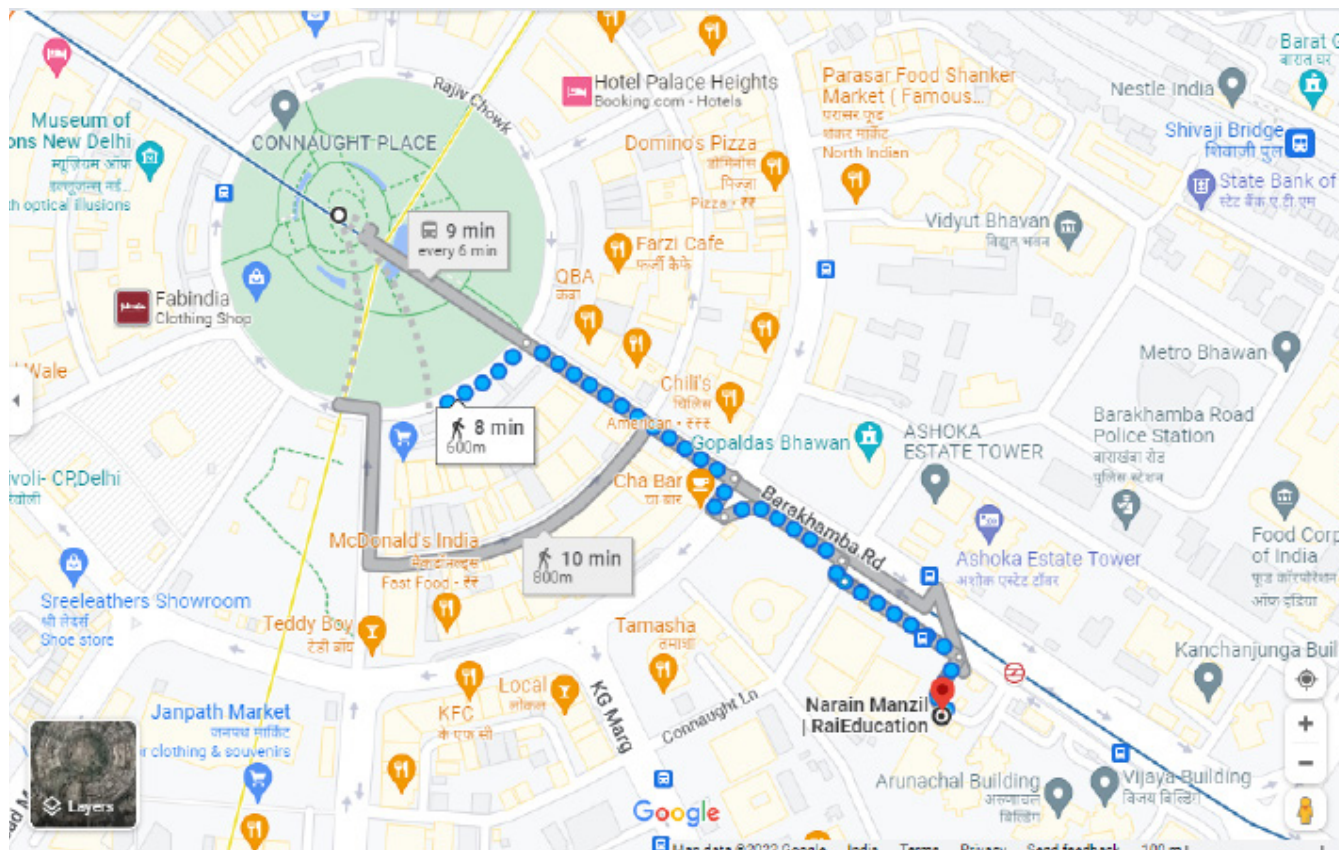
I hereby record my presence at the Extra-ordinary General Meeting of the Company on Monday, 21st October, 2024 at 11 a.m. at 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110001.

Full name of the Proxy, if attending the meeting:

Signature of the Shareholder or Proxy

*Applicable for members holding shares in electronic form.

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING



FORM 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]

INOX LEASING AND FINANCE LIMITED

(CIN: U65910MH1995PLC085703)

Registered Office: INOXGFL Group, 612-618, Narain Manzil, 6th Floor,
23, Barakhamba Road, New Delhi – 110001.

Website: www.ilfl.co.in, Email id: inoxgflgroup@gfl.co.in

Extra-Ordinary General Meeting, Monday, 21st October, 2024 at 11.00 a.m.

Name of the Member(s)	:	
Registered Address	:	
E mail ID	:	
Folio No./ Client ID	:	
DP ID	:	

I/ We, being the Member(s) holding _____ shares of the above-named Company, hereby appoint

Name _____ E-mail ID _____

Address: _____

Signature _____ or failing him/her

Name _____ E-mail ID _____

Address: _____

Signature _____ or failing him/her

Name _____ E-mail ID _____

Address: _____

Signature _____ or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, 21st October, 2024 at 11.00 a.m. at 612-618, Narain Manzil, 6th Floor, 23, Barakhamba Road, New Delhi – 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special Business:				
1	Shifting of Registered Office of the Company from the National Capital Territory of Delhi to the State of Himachal Pradesh.			

Signed this _____ day of _____ 2024.

Affix Re 1/-
Revenue Stamp

Signature of Shareholder

Signature of Proxy Holder(s)

Notes:

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. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.