



INDIA LEASE DEVELOPMENT LIMITED

Regd Office: MGF HOUSE, 4/17-B, ASAF ALI ROAD, NEW DELHI-110002

Phone Nos.: 011-41519433, 41520070, Fax: 011-41503479,

Website: www.indialease.com, E-mail: info@indialease.com

CIN: L74899DL1984PLC019218, GSTIN: 07AAACI0149R1ZB

NOTICE

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting of the members of India Lease Development Limited will be held on Wednesday, the September 29, 2021 at 12.30 P.M. through Video Conferencing ("VC") Other Audio Visual Means ("OAVM") facility to transact the following business and shall be deemed to be conducted at Registered Office of the Company i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.

ORDINARY BUSINESS

To receive consider and adopt:

1. Standalone Audited IND AS Financial Statements of the Company for the financial year ended March 31, 2021, the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Sh. Rajiv Gupta (DIN:00022964) who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in the place of Ms. Sumana Verma (DIN:01448591) who retires by rotation and is eligible for re-appointment.
4. To authorize the Board to fix the remuneration of Statutory Auditors, M/s Jagdish Chand & Co. (ICAI FRN No.000129N) in terms of provisions of Section 142 of the Companies Act, 2013, for the financial year ending 2021-2022.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following resolutions as a Special Resolution:

5. **Re-appointment of Sh. Rohit Madan, Manager & Company Secretary.**

Resolved that the Board on the recommendation of Nomination & Remuneration Committee do approve the re-appointment of Sh. Rohit Madan as Manager within the meaning of Section 2(53) of the Companies Act, 2013, designated as 'Manager & Company Secretary' under the provisions of Section 196, 197, 198 & 203 read with Part II of Section II of Schedule V & other applicable provisions of Companies Act, 2013 for a period of three years i.e. from April 1, 2021 to March 31, 2024 on the terms and conditions as set out in the agreement with Sh. Rohit Madan, including any statutory modifications or re-enactment thereof for the time being in force & subject to approval of the shareholders in the ensuing Annual General meeting.

6. **Insertion of new clauses in the Articles of Association**

Resolved that pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), after existing Article 48(h) of the Articles of Association, the following clauses be inserted:-

Clause 48 (i)

The registers and indices maintained pursuant to Section 88 and copies of returns prepared pursuant to Section 92, shall be opened for inspection during business hours, at such reasonable time on every working day as the Board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of fee not exceeding fifty rupees for each inspection.

Clause 48 (ii)

Any such member, debenture holder, security holder or beneficial owner or any other person may require a copy of any such register or entries therein or return on payment of such fee not exceeding ₹ 10/- (Ten Rupees) for each page. Such copy or entries or return shall be supplied within the period as stated in the Companies Act.

By order of the Board
For India Lease Development Limited

Rohit Madan
Manager, Company Secretary & CFO
ACS No.:13636

Place: New Delhi

Date : August 26, 2021

Registered Office

MGF House, 4/17-B, Asaf Ali Road

New Delhi-110002.

Tel Nos.: 011-41519433, 41520070

email: info@indialease.com Website: www.indialease.com

CIN: L74899DL1984PLC019218

GSTIN: 07AAACI0149R1ZB

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated

April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Statement as required under Section 102 of the Companies Act 2013, relating to the Special Business at Item No. 5 and 6 to be transacted at the AGM is annexed hereto.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.indialease.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The Company has appointed Ms. Anjali Yadav, Practising Company Secretary as the Scrutinizer for scrutinizing the Remote e-voting and E-voting process to ensure that the process is carried out in a fair and transparent manner.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members/Beneficial Owners maintained by the Depositories as on the **cut-off date** i.e. **Tuesday, the September 21, 2021**.
10. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. A person who is not Member as on the **cut-off date** i.e. **Tuesday, the September 21, 2021** should treat this Notice for information purpose only.
12. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Alankit Assignment Limited. Further, members desirous of canceling/ varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH-14 to RTA of the Company. These forms will be made available on request.
13. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective from April 01, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per the Listing Regulations. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
14. SEBI has mandated the registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, advised to send duly signed letter including Folio No., Bank Account Details (account number, 9 digit MICR code and 11 digit IFSC), e-mail IDs and mobile number along with self-attested copy of PAN Card and original cancelled cheque to RTA/Company through e-mail at **M/s Alankit Assignments Limited**. The Original cancelled cheque should bear the name of the Member. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

15. **Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed to this Notice.**

Voting Results:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the chairman of the AGM or to any other person authorized by the Chairman of the company.
2. Based on the Scrutinizer's Report, the Company will submit within two working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
3. The result declared along with Scrutinizer's Report will be placed on the website of the Company at www.indialease.com and on the website of CDSL at www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

I INSTRUCTIONS FOR REMOTE E-VOTING.

The detailed process, instructions and manner for availing Remote e-voting facility is provided herein below:

- (i) The remote e-voting period commences on Sunday the September 26, 2021 at 9.00 a.m. and ends on Tuesday the September 28, 2021 at 5.00.p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 21, 2021 may cast their vote electronically. The remote 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Equity Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both i.e. for equity shareholders holding shares in Demat Form and Physical Form) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence No. is printed on the Proxy Form. • In case the sequence number is less than 8 digits either the applicable number of 0 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.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 mandatory 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant India Lease Development limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **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 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.
 - 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 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.
 - Alternatively Non Individual shareholders are required to sent 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 **MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002**, if they have voted from individual tab & not uploaded same in the CDSL E-voting system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

15. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL. Members are requested to keep the same updated.
16. To receive faster communication of all members, including annual reports, the members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.
17. The entire Annual Report is also available at the company's website www.indialease.com.

I. INSTRUCTIONS FOR E-VOTING DURING THE AGM:

- 1 The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- 2 Only those Members, who are present in the AGM through VC/OAVM and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 3 Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

36th Annual General Meeting ("The AGM") of the Company will be held on Wednesday, the September 29, 2021 at 12.30 P.M. at the Registered Office of the company situated at MGF House, 4/17B, Asaf Ali Road, New Delhi-110002 through **Video Conferencing/ Other Audio Visual Means ("the VC/OAVM")** to transact the business enlisted in the Notice of AGM and is providing a web link/members whose email-IDs updated with their Depository Participants or with the Registrar and Transfer Agents of India Lease Development Limited (ILD), viz. Alankit Assignments Limited.

Further, the company would like to mention that the AGM which is to be held on Wednesday, the September 29, 2021 at 12.30 P.M. to kindly follow instructions/guidelines/steps as provided in the Notice of AGM, on remote as well as E-voting during the AGM.

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the E-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders / members login tab by using the Remote e-voting credentials. The link for VC/OAVM will be available 15 minutes before the scheduled time of AGM in shareholder / members login tab where the EVSN of Company will be displayed.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.
This will not include large shareholder (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Members are encouraged to join the AGM through Laptops/IPads for better experience.
5. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. The Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at info@indialease.com up to **Tuesday, the September 21, 2021**. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
8. The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at info@indialease.com up to **Tuesday, the September 21, 2021**. These queries will be replied by the Company appropriately during the AGM. Alternatively, members can also put question on the Q&A box available at the time of AGM.
9. Members who need technical assistance before or during the AGM can send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Instructions for Shareholders for Registration of E-Mail Address

I. Temporary Registration of Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with the Company by sending the mail to the Company at info@indialease.com. The Members are requested to provide details such as Name, DP ID, Client ID/PAN, mobile number and e-mail id.

II. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect to demat holding with the respective Depository Participant ("DP") by following the procedure prescribed by in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

III. Registration for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail address registered with RTA of the Company i.e. M/s Alankit Assignments Limited by sending the request they can also send the same via email i.e. info@indialease.com or send the request at Registered office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and the image of share certificate in PDF or JPEG format. (up to 1 MB).

By order of the Board
For India Lease Development Limited

Rohit Madan
Manager, Company Secretary & CFO
ACS No.:13636

Place: New Delhi
Date : August 26, 2021

Registered Office

MGF House, 4/17-B, Asaf Ali Road
New Delhi-110002.
Tel Nos.: 011-41519433, 41520070
email: info@indialease.com Website: www.indialease.com
CIN: L74899DL1984PLC019218
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE AGMAS SET OUT IN THE NOTICE IS ANNEXED HERETO:-

Item No. 5

RE-APPOINTMENT OF SH. ROHIT MADAN

The matter regarding the re-appointment of Sh. Rohit Madan as Manager to be designated as 'Manager, Company Secretary & CFO' was discussed. The Board on the recommendation of Nomination & Remuneration Committee do approve the re-appointment of Sh. Rohit Madan as Manager designated as 'Manager, Company Secretary & CFO' under the provisions of Section 196, 197, 198 & 203 read with Part II of Section II of Schedule V & other applicable provisions of Companies Act, 2013 for a period of three years i.e. from April 1, 2021 to March 31, 2024 on the terms and conditions as set out in the agreement with Sh. Rohit Madan, including any statutory modifications or reenactment thereof for the time being in force & subject to approval of the shareholders in the ensuing Annual General meeting. On the recommendation of Nomination & Remuneration Committee an agreement was entered into between the company and Sh. Rohit Madan subject to the condition that the Board of Directors of the company be and are hereby authorised to vary/amend/alter the terms and conditions of his re-appointment as they may deem fit and which is acceptable to Sh. Rohit Madan. A copy of the agreement was placed before the Board & for the sake of identification it was signed by Sh. Arun Mitter, Director. Terms & Conditions of the agreement, for the re-appointment of Sh. Rohit Madan, 'Manager, Company Secretary & CFO' are reproduced.

Remuneration including perquisites:

SALARY

Basic Salary of ₹. 53,500/- with an annual increment as may be determined by Board of Directors of the company or ₹. 3,750/- every year or as may be determined by the Board of Directors of the Company (which expression shall include a Committee thereof) from time to time.

Other allowances: 20% of Basic Salary (Not to be calculated for the purpose of PF)

Medical expenses of the 'Manager, Company Secretary & CFO' and his family calculated at one month's salary in a year or three month's salary over a period of three years.

Personal Accident Insurance premium not to exceed ₹. 4,000/- per annum.

Explanations:

Family shall mean the spouse, dependent children and dependant parents of Sh. Rohit Madan.

For the purpose of Computation of Medical Expenses it includes Basic Salary and House Rent Allowance.

PERQUISITES

In addition to salary, Sh. Rohit Madan, 'Manager, Company Secretary & CFO' shall be entitled to the following perquisites:

Category 'A'

Free unfurnished residential accommodation at the expense of the Company, the monetary value of which as evaluated under Rule 3 of the Income Tax Rules, 1962 shall not exceed 20% of the Basic salary per month.

OR

In case the accommodation is owned by the company, 20% of the Basic Salary of Manager or as may be permissible according to law amended from time to time shall be deducted by the company.

OR

In case, no accommodation is provided by the company, 'Manager, Company Secretary & CFO' shall be entitled to House Rent Allowance @ 60% of basic salary in lieu of residential accommodation at the expense of the company.

Other Perquisites

Earned Leave: On basic pay and as per the rules of the Company.

Provision of car(s) for use on Company's business. Telephone, including mobile phone, internet and other communication facilities at the residence for discharge of his required official duties.

Category 'B'

The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites:-

Company's contribution to Provident Fund @ 12% of the basic salary or at such other rate as per the laws applicable in this behalf from time to time and further Superannuation Fund or Annuity Fund, if applicable, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity and Leave Encashment in accordance with the rules of the company as applicable to the Executives of the company for each completed year of service.

Gross salary including perquisites, as stated above, payable to Manager, shall not exceed ₹.18,00,000/ per annum.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee may vary/ or revise the remuneration and perquisites including the monetary value thereof to Sh. Rohit Madan, 'Manager, Company Secretary & CFO' within the permissible limits under the provisions of the Companies Act, 2013 or any statutory amendments thereof from time to time and settle any question or difficulty in connection therewith or incidental thereto.

MINIMUM REMUNERATION

If in any financial year, during the currency or tenure of the appointee as Manager, 'Company Secretary & CFO', the company has no profits or its profits are inadequate, it may pay remuneration by way of salary, allowances not exceeding limits as stated above and as is prescribed under Part II of Section II of Schedule V of the Companies Act, 2013 or as may be amended by the Central Government from time to time.

Other Conditions:

He will be discharging the functions as 'Manager, Company Secretary & CFO' of the company within the meaning of Section 2(53) of the Companies Act, 2013. He will also be responsible for the efficient working of the company which is and subject to supervision, control and direction of the Board.

Notwithstanding anything to contrary contained above, either party shall be entitled to terminate appointment giving not less than one calendar month's notice in writing, in this behalf to the other party without the necessity of showing any cause, and on the expiry of the period of such notice the appointment shall stand terminated.

Resolved further that the Board of Directors ("the Board", which term shall be deemed to mean and include any Committee Constituted by the Board) be and is hereby authorised to take such steps as may be necessary, proper and expedient. The secretary be and is hereby advised to file necessary form with the MCA portal within the stipulated time period to give effect to this resolution.

Accordingly, the Board recommends the resolution set out in Item No. 5, of the notice for approval of the members.

DISCLOSURE OF INTEREST

None of the Directors or Key Managerial Personnel (KMP) except other than Sh. Rohit Madan, 'Manager, Company Secretary & CFO' of the Company, or their relatives is concerned or interested (financial and otherwise) in the resolution.

Item no.6

Your Directors have decided to make amendments in the Article by inserting two new clauses in the Articles of Association of the company and as such, shareholders are requested to approve the amendments now being sought by the company.

None of the Directors, Key Managerial Personnel and relatives thereof, in any way, concerned or interested financial or otherwise in this Special Resolution except as members of the company.

The Board recommended the resolution set out in item No. 6 to the Members for their approval.

A copy of the Articles of Association of the company is available for inspection at the Registered Office of the Company during 11.30 p.m. to 1.00 p.m. on the working days.

ANNEXURE TO THE NOTICE

Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, and Secretarial Standards issued by The Institute of Company Secretaries of India, following information is furnished about the Director's proposed to be appointed/re-appointed.

A Re-appointment of Sh. Rajiv Gupta, Non-Executive Director retiring by rotation (Resolution at item no. 2) Ordinary Resolution

Name of the Director	Sh. Rajiv Gupta
DIN	00022964
Date of Birth	13.08.1946
Age	75 years
Qualification	B.E. (IIT, Delhi)
Experience in specific functional area	Sh. Rajiv Gupta is a Engineering Graduate from IIT, Delhi. He has been associated with the Company since incorporation and was duly designated as Chairman w.e.f. May 21, 2005. He has over 40 years of experience in the financial sector. He has worked in various capacities and has remained at the helm of affairs of the company ever since he was inducted on the Board. He has been appointed on various committees relating to policy making and regularly developments.
Other Directorship	The Motor & General Finance Limited, Jayabharat Credit Limited, Associated Traders & Engineers Private Limited, Cards Services India Private Limited, MGF Securities Pvt Ltd, Ram Prakash & Company Private Limited, MGF Estates Private Limited, Grosvenor Estates Private Limited, Gee Gee Holdings Private Limited, Bahubali Services Private Limited, MGF Market Place Mall Management LLP.
Committee Memberships	<u>The Motor & General Finance Limited</u> Stakeholders Relationship Committee Nomination & Remuneration Committee <u>India Lease Development Limited</u> Audit Committee Stakeholders Relationship Committee Nomination & Remuneration Committee <u>Jayabharat Credit Limited</u> Audit Committee Stakeholders Relationship Committee Nomination & Remuneration Committee Risk Management Committee Corporate Social Responsibility (CSR) Committee
No. of Equity Shares held in the Company (as on March 31, 2021)	8,59,578 Equity Shares (5.85%)*

B. Appointment of Ms. Sumana Verma, Non Executive Independent Director retiring by rotation (Resolution at item no. 3) - Ordinary Resolution.

Name of the Director	Ms. Sumana Verma
DIN	01448591
Date of Birth	02.10.1980
Age	41 years
Qualification	Graduate
Experience in specific functional area	Ms. Sumana Verma is a graduate and has rich & varied business experience. The Directors are confident that her presence on the Board will be quite useful to the company.

Other Directorship	Sewa Apparels Private Limited, Akshar Foundries Private Limited, Sewa Buildwell Private Limited, Weststar Constructions Private Limited, Four Star Constructions Private Limited, Lotus Pond Constructions Private Limited, Gold Cause Constructions Private Limited, Blue Ocean Constructions Private Limited, ASV Family Infrastructure Private Limited, Sewa Buildcon Private Limited, Sunshine Telecom Services Private Limited, Teletech Industries Private Limited, SAZ International Private Limited. Sea Green Constructions Private Limited, Bahubali Services Private Limited.
Committee Membership	<u>India Lease Development Limited</u> Stakeholders Relationship Committee Nomination and Remuneration Committee
No. of Equity Shares held in the Company (as on March 31, 2021)	75,350 Equity Shares (0.51%)*

None of the directors or Key Managerial Personnel of the company except Ms. Sumana Verma and Shri Rajiv Gupta being daughter & father are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any in the company.

GENERAL SHAREHOLDERS INFORMATION

Head Office & Registered Office	:	MGF HOUSE 4/17-B, Asaf Ali Road, New Delhi-110002
CIN	:	L74899DL1984PLC019218
GSTIN	:	07AAACI0149R1ZB
E-mail	:	info@indialease.com
Company Website	:	www.indialease.com
Tel Nos.	:	011-41519433, 41520070
Fax No.	:	011-41503479
Date of Annual General Meeting	:	September 29, 2021
Time	:	12.30 P.M.
Day	:	Wednesday
Mode of Meeting	:	VC/OAVM MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002
Day and Date of Book Closure	:	Wednesday, the September 22, 2021 to Wednesday, the September 29, 2021 (both days inclusive)
Shares listed at	:	Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001

The Company confirms that it has paid the Annual Listing Fees to the above Stock Exchange for the financial year ending 2021-22