

P.K LEASING & FINANCE LIMITED
Regd. Off.: P-36, India Exchange place, Kolkata – 700001
Tel. No.: 033-4004 8969
E-mail: anilpklf@gmail.com, website: www.pkleasing.in
CIN: L65910WB1992PLC055895

NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that **31st Annual General Meeting** of members of P.K. Leasing & Finance Limited will be held on **Monday, 18th September 2023 at 10:00 a.m. through Video Conferencing ('VC')/ other Audio-visual means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1-Adoption of financial Statements for the financial year ended 31st March 2023:

To receive, consider and adopt the Audited Financial Statements (Balance Sheet, Statement of Profit & Loss, Cash Flow Statements and other financial Reports) of the company for the financial year ended March 31, 2023 and the report of the Board of Directors ("the Board") and Auditors thereon.

Item No. 2-Retirement by Rotation of Director:

To appoint a director in the place of Mrs Ruchi Agarwal (DIN-06942318), who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS

ITEM NO. 3 RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provision of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), approval of the members of the Company be and is hereby accorded for reappointment of M/s. JSGA & Associates (Registration Number 016078C with ICAI) as Statutory Auditors of the Company to hold office for further consecutive term of five years until the conclusion of Annual General Meeting of the Company to be held in the year 2028 on such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of audit as may be decided by the Board/ Audit Committee

ITEM NO. 4 To consider and approve payment of remuneration to Non-Executive Director, and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with the Articles of Association of the Company and pursuant to the approval of the Board on the basis of recommendation of Nomination & Remuneration Committee, the consent

of the members of the Company be and is hereby accorded for payment of remuneration to Non-Executive Directors in case of no profits / inadequate profits in accordance with the provisions of Schedule V of the Act or such other sum as may be permitted under the applicable provisions, as mentioned herein below, for the period of three years starting from financial year 2023-24 to 2025-26:

Non-executive Directors on Board

Annual Compensation (In rupees)

Mrs. Ruchi Agarwal

12 Lakhs

RESOLVED FURTHER THAT the amount of total compensation to be paid to Non -Executive Director as above shall be exclusive of following:

- 1) Re-imburement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

RESOLVED FURTHER THAT any of the director of the Company be and are hereby severally authorized to do all the act, deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies, West Bengal.”

**By order of the Board
For P.K.LEASING & FINANCE LTD**

**Anil Kumar Agarwal
Managing Director
DIN: 00315722**

**Add: P-36, India Exchange Place,
4th Floor, Kolkata-700001**

**Place: Kolkata
Date: 11.08.2023**

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has *vide* its General Circular dated May 5, 2022 read with General Circulars dated January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 ('MCA Circulars') permitted holding of the AGM through VC/OAVM for Calendar Year 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act') read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company will be held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mseema8@gmail.com
4. The Members can join the Annual General Meeting in the VC/OAVM mode 30 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 Annual General Meeting through VC/OAVM will be made available for at least 150 members on first come first served basis. This will 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 Annual General Meeting without restriction on account of first come first served basis.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **12th September, 2023 to 18th September 2023**.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed company's shares can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.
7. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company in case the shares are held by them in physical form.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company in case the shares are held in physical form.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders, the Member 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.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.pkleasing.in and websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India at www.msei.in and on the website of CDSL.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
15. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONICS MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences on **Friday, September 15, 2023 (9:00 a.m. IST) and ends on Sunday, September 17, 2023 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Monday, September 11, 2023** i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
3. The Board of Directors has appointed **Ms. Seema Manglunia (Membership No. FCS 9390) of Practicing Company Secretaries** as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending request at anilpklf@gmail.com However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at anilpklf@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at anilpklf@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility 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.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Login method for e-Voting and joining virtual meetings:

Type of Shareholders	Login Method (Please refer the detailed e-Voting instruction mentioned in the Notice)
Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL.	<p style="text-align: center;"><u>Login access through CDSL Depository system</u></p> <p style="text-align: center;">CDSL EASI/EASIEST USERS: https://web.cdslindia.com/myeasitoken/Home/Login</p> <p style="text-align: center;">NON EASI/EASIEST USERS: https://evoting.cdslindia.com/Evoting/EvotingLogin If You have any queries or issues regarding Login access through CDSL Depository system, you can write an email to helpdesk.evoting@cdslindia.com</p>
Shareholders who are holding shares in “Physical Form” and “Non- Individual Shareholders holding shares in Demat form”.	<p style="text-align: center;"><u>Login access through respective evoting service providers (ESPs) system</u></p> <p style="text-align: center;">If You have any queries or issues regarding Login access through evoting service providers (ESPs) system, you need to contact respective ESPs.</p>

Please refer the Notice for detailed instructions for e-Voting and joining the AGM.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, **the detailed login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL.**

1. Users who have already 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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasinew/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
2. Alternatively, the user can directly access e-Voting page by providing Demat Account Number (BOID) and PAN No. from a e-Voting Tab available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
3. After successful login, 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 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 i.e., CDSL/NSDL/KFINTECH/LINKINTIME/BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.
4. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

If You have any queries or issues regarding Login access through CDSL Depository system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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

ITEM NO. 4

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have approved the payment of remuneration to Non-Executive Director of the Company in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013, for the period of three years starting from financial year 2023-24 to 2025- 26.

The Ministry of Corporate Affairs has on March 18, 2021 notified the amendments to Sections 149(9) and 197(3) of the Act by the Companies (Amendment) Act, 2020 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their Non-Executive Directors ('NEDs') and Independent Directors ('IDs'), in accordance with the provisions of Schedule V to the Act

To give effect to the amendments made to Sections 149(9) and 197(3), a concurrent amendment was also made to Schedule V to the Act through Notification No. S.O. 1256(E), issued by the Ministry of Corporate Affairs on March 18, 2021. This notification has prescribed the limits of the remuneration payable to NEDs and IDs, in the event of no profits or inadequate profits. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits NEDs and IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

In case the Company proposes to make payment of remuneration in excess of the limit prescribed under the schedule V of the Companies Act, the approval shareholders vide special resolution is required.

Your Company basis the current Committee membership and composition of Board, proposes to make payment of remuneration to Non-Executive Director, as mentioned herein below, which is in excess of the limit prescribed under the Act:

Non-executive Directors on Board	Annual Compensation (In rupees)
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Mrs. Ruchi Agarwal	12 Lakhs
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Total compensation to be paid to Non -Executive Director as above shall be exclusive of following:

1) Re-imburement of expenses w.r.t. attending Board/ Committee meetings - Flight, Transportation, Hotel stays, etc.

Accordingly, the consent of the members of the Company is being sought for approval of payment of remuneration to Non-Executive Directors.

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the Directors and their relative (to the extent of their shareholding in the Company, if any). The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

(Annexure to Item No 2 of the Notice)

Brief Profile of the Directors seeking re-appointment in the 31st Annual General Meeting on 18th September, 2023

Name of Director	Smt Ruchi Agarwal
Director Identification Number	DIN-06942318
Date of Birth	10 th December 1976
Date of First Appointment	6 th August 2014
Educational Qualification	BCOM
Expertise/Experience in specific functional areas	Business and Corporate Advisory, Taxation and NBFC financial activities
Chairmanship/Membership of Committees in this Company	Member in Nomination and Remuneration Committee and Risk Management Committee
Present Status of directorship in this Company	Director
Directorship in other Public Limited Companies	None
Chairmanship/Membership of Committees in other Public Limited Companies	None
Shareholding as on 31st March 2023	39000 Shares
Seeking appointment/re-appointment	Retire by rotation and Seeking re-appointment
Rotational Status	Retire by Rotation

Brief resume of Smt. Ruchi Agarwal

Smt Ruchi Agarwal (DIN: 06942318) is a non-Executive director of the company pursuant to the provisions of section 149 (1) of the companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modifications or reenactments thereof for the time being in force read with Chapter XI to the Companies Act, 2013