

GANODAYA FINLEASE LIMITED

CIN: L51226WB1986PLC040287

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **GANODAYA FINLEASE LIMITED** will be held on Monday the 16th May, 2016 at the Registered Office of the Company at Mangalam Appartment, Room No. 402, Block-A, 24/26, Hemanta Basu Sarani, Kolkata-700001 at 1.00 P.M. for transacting the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to sections 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and subject to such other approval/permissions, if any as may be required and as per the recommendation of the Nomination & Remuneration Committee of Directors, subject to the approval of the members, Mrs. Sudha Agarwalla be and is appointed as the Managing Director of the Company for a period of 5 years w.e.f 01.10.2015 on such remuneration and other terms & conditions as set out in the agreement dated 01.10.2015 (a copy of which placed before the meeting) entered into between the Company and Mrs. Sudha Agarwalla.

FURTHER RESOLVED THAT the Board of the Company be and is hereby authorised to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 including any statutory modifications that may hereafter be made thereto from time to time and any amendment thereto as may be agreed to between the Board and Mrs. Sudha Agarwalla.

FURTHER RESOLVED THAT the Board be authorised to take such steps as may be necessary, proper or expedient to give effect to the resolution.”

By order of the Board
For Ganodaya Finlease Ltd.

Regd. Office:

A-402, Mangalam,
24/26, Hemanta Basu Sarani,
Kolkata – 700001
Date:18/04/2016

(Shambhu Nath Modi)
Chairman

Notes:

1. The draft Agreement to be entered into by the Company and Mrs Sudha Agarwalla, Managing Director is available for inspection at the Registered Office of the Company between 10 a.m. to 1 p.m. on any working day.

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2. **A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy so appointed need not be a Member of Company. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the Meeting.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company, carrying voting rights.

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.
4. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.
5. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") **under an arrangement with the Central Depository Services Limited (CDSL)** as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
6. Voting shall be reckoned in relation to a Member's holding of the Paid-up Equity Share Capital of the Company as at close of business on **11th May , 2016(Record Date)**.
7. Members holding shares in physical form are requested to notify change of address, if any, along with address proof i.e. Voter Identity Card, Electric/Telephone Bill, Driving Licence or a copy of passport and Bank Statement to the Share Department of the Company / Registrars and Share Transfer Agents and, in case the shares are held in dematerialized form, then this information should be passed on to the respective Depository Participants and into to the Share Department of the Company/Registrars and Share Transfer Agents.
8. In case the mailing address mentioned on the envelope of this Notice is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code to the Share Department of the Company /Registrars and Share Transfer Agents or the respective Depository Participants(s), as the case may be immediately, for speedier delivery in future.
9. (a)Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email address with their Depository Participants, where shares are held in electronic form or to the Share Department of the Company / Registrars and Share Transfer Agents where shares are held in physical form.

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(b) Email addresses of Members as advised to the Share Department of the Company / Registrar and Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs Members intending to refresh/update their email addresses should do so as soon as possible.

10. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Share Department of the Company / Registrars and Share Transfer Agents enclosing the relevant Share Certificates requesting consolidation of such Folios into one Folio for your own convenience.
11. As per the provisions of the Act, the facility for making / varying/ cancelling nominations is available to individuals holding shares in the Company Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Share Department of the Company / Registrars / Share Transfer Agents or from the Website or the Ministry of the Company Affairs at www.mca.gov.in.
12. Members holding shares in Electronic Form are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
13. Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Till such claim, as per Clause 5A II of the Listing Agreement with the Stock Exchanges, voting rights on such shares shall remain frozen.
14. A member, holding shares in physical form or in dematerialized form, may choose to cast his/her vote electronically, The Company will consider votes casted through the e-Voting system while declaring the results of the voting.
15. **VOTING THROUGH ELECTRONIC MEANS**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an

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electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period commences on **May, 13, 2016 at (10.00 a.m) and ends on May 15, 2016 at (5.00 p.m)**. During this period member’s of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **May, 11, , 2016**, may cast their vote by remote e-voting. . The remote e-voting module shall be disabled by CDSL for voting thereafter. Once a vote on a resolution is cast by the member the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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. <p>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.</p>

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DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member –id / folio number in the Bank Account Number details as mentioned in above instruction (iv)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e **GANODAYA FINLEASE LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create a compliance user which 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 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 the favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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
16. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at akkhandelia@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before **May 15, 2016, upto 5 pm.** without which the vote shall not be treated as valid.
17. 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 (record date) of **11th May, 2016.**
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of **11th May, 2016.** The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

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19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **11th May , 2016**. and not casting their vote electronically, may only cast their vote at the Extra ordinary General Meeting.
20. Notice of the EGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. **11th May , 2016** are requested to send the written / email communication to the Company at ganodayafinlease@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. Shri Anand Khandelia , Practising Company Secretary (Certificate of Practice Number FCS 5803) has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit not later than 3 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing , who shall countersign the same and declare the result of the voting forthwith.
23. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.ganodayafinlease.com and on the website of CDSL. The same shall be communicated to the listed stock exchanges viz. The Calcutta Stock Exchange Limited.

EXPLANATORY STATEMENT PURSUANT TO U/S. 102(1) OF THE COMPANIES ACT, 2013

Mrs Sudha Agarwalla is a highly experienced person in the field of business of investment and finance having experience of over 20 years in all aspects of industry, marketing and finance. She has already been serving the company since the year 2001 as the managing director and is proposed for the same.

The Board of Director hopes that the company will be benefited by her services of the day to day operation and smooth running of the business. Mrs. Sudha Agarwalla has enough experience in the field of business in which your company is presently engaged and it will not only add to the enhancement of the business opportunities of your Company but will also enhance the profit of your company.

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The Board of Directors ('Board') appointed Mrs. Sudha Agarwalla, Director as the Managing Director of the Company with effect from 01.10.2015 for a period of Five years, and the following remuneration is proposed:

REMUNERATION:

(a) Salary :

₹ 2,25,000/- per month (with an annual increment as decided by the Board of Directors, subject to the ceiling as prescribed in Schedule V of the Companies Act, 2013).

(b) Other perquisites:

Subject to overall ceiling on remuneration mentioned the Managing Director may be given any other allowances, benefits and perquisites which will mean and include telephone expenses, club membership fees and or any other allowances as the Board of Directors may from time to time decide.

Re-imburement of entertainment for business, traveling and all other actual expenses incurred for the purpose of company's business shall not be considered as remuneration and/or perquisites

OVERALL REMUNERATION:

The aggregate of salary, commission and perquisites in any one financial year shall not exceed the limits prescribed or to be prescribed from time to time under Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being be in force.

MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, commission, perquisites and other allowances shall be governed by limits prescribed under Schedule V of the Companies Act, 2013.

Except Mrs. Sudha Agarwalla, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

Your Directors recommend the resolution for your approval.

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**Details of Directors Seeking Appointment / Re-appointment
(in pursuance of clause 49 of the listing Agreement)**

a) **Sudha Agarwalla**

Name of the Director	Mrs. Sudha Agarwalla
Father's Name	Sri Bhagwati Prasad Jalan
Director Identification No.(DIN)	00938365
Date of Birth	04.08.1964
Date of Appointment	31.07.2001
Qualifications	B.Com
Experience	Mrs. Sudha Agarwalla is a Commerce Graduate from Guwahati University having experience of over 19 Years in the field of Investment and Finance Business. She is recognized for her experience in the field of Accounts, Investments and Fund Management.
Directorship in other Companies	Saumya Consultants Limited Valley Magnesite Company Limited Dhanverdhi Exports Limited Singhal Towers Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company	NIL
Membership / Chairmanship of Committees of the other public companies in which She is a Director	Saumya Consultants Limited Member: Nomination & Remuneration Committee Audit Committee
No.of Shares held in the Company	150000

By order of the Board
For Ganodaya Finlease Ltd.

Regd. Office:

A-402, Mangalam,
24/26, Hemanta Basu Sarani,
Kolkata – 700001
Date:18/04/2016

(Shambhu Nath Modi)
Chairman

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Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001

Phone:033-22436243, Fax:-033-22310835

Email: ganodayafinlease@gmail.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Folio No./DP ID-Client ID	
E-Mail ID	
No.of Shares	

I/We , being the member(s) of _____ shares of the named company, hereby appoint

1.Name:	
Address:	
Email Id	Signature
or failing him	
2.Name:	
Address:	
Email Id	Signature
or failing him	
3.Name:	
Address:	
Email Id	Signature

as my proxy to attend and vote for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the Company , to be held on Monday , the 16th May , 2016 at 1.00 P.M at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sl.No.	Resolution	For	Against
Special Business:			
1.	Appointment of Mrs. Sudha Agarwalla , Managing Director.		

Signed this ___ day of _____ 2016

Signature of Shareholder(s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes: (a) the form should be signed across the stamp as per specimen signature registered with RTA/DP
(b)the form should be deposited at the registered office of the company at least 48 hours before the time fixed for holding the meeting.

Revenue stamp

Ganodaya Finlease Limited

(CIN:L51226WB1986PLC040287)

Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001

Phone:033-22436243, Fax:-033-22310835

Email: ganodayafinlease@gmail.com

ATTENDANCE SLIP

Extra Ordinary General Meeting to be held on Monday , the 16th May , 2016 at 1.00 p.m at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001

Name of the attending Member(In Block Letters)
Folio /DP ID CLIENT ID No.
No.of Shares Held
Name of PROXY (In Block Letters , to be filled in if Proxy Attends instead of the Member)

I hereby record my presence at the Extra Ordinary General Meeting on 16th May , 2016

Signature of Proxy Holder

Signature of the Member

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