



UNITED LEASING & INDUSTRIES LIMITED

Regd. Office : Plot No. 66, Sector-34, EHTP, Gurgaon-122001 (Haryana)
E-mail id : teamunited83@gmail.com, website : www.uliltd.com
CIN : L17100HR1983PLC033460

CERTIFIED TRUE COPY OF RESOLUTIONS PASSED IN THE 36th ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED LEASING & INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, THE 16th DAY OF DECEMBER, 2020 AT 14 KMS, GURUGRAM PATAUDI ROAD, VILLAGE JHUND SARAI VEERAN, DISTT. GURUGRAM, SECTOR-95, HARYANA AT 12:00 NOON.

Item No. 2 Appointment of Mr. Anil Kumar Khanna (DIN: 00207839) as Managing Director of the Company:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in their meeting and subject to such sanctions as may be necessary, the consent of the members be and are hereby accorded for appointment of Mr. Anil Kumar Khanna (DIN: 00207839) as Managing Director ('MD') of the Company for the period of three years i.e. till year 2023 or whichever is AGM held in 2023, as well as payment of salary, commission and perquisites (hereinafter referred to as "remuneration") under the Companies Act, 2013 on terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT Mr. Anil Kumar Khanna, in the capacity of Managing Director will be entrusted with powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time and the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No. 3 Appointment of Mr. Suman Kapur (DIN: 00590936) as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Independent Director Committee, Nomination & Remuneration Committee and approval





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of the Board of Directors for appointment of **Mr. Suman Kapur (DIN:00590936)** as an Additional Director of the Company w.e.f. 9th September, 2020, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years effective till 8th September 2025 or date of AGM held in 2025.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4

Appointment of Ms. Rekha Sharma (DIN: 06987967) as Woman Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Independent Director Committee, Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Ms. Rekha Sharma (DIN:06987967)** as an Additional Director of the Company w.e.f. 9th September, 2020, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Woman Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years till 8th September 2025 or whichever AGM held in 2025."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 5

Appointment of Mr. Pravin Raja DIN: 07564476) as an Additional Non-Executive Director of the Company:

"RESOLVED THAT Mr. Pravin Raja (DIN:07564476) who was appointed as an Additional Director (Non-executive Director) of the Company w.e.f. November 11, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, be and is hereby appointed as a Non-executive Director of the Company, with effect from the date of this Meeting.

