

K.Z. LEASING & FINANCE LTD.

REGD. OFFICE : DESHNA CHAMBERS, B/H. KADVA PATIDAR VADI, USMANPURA,
ASHRAM ROAD, AHMEDABAD-380014.(GUJARAT) PHONE : 079-27543200
CIN L 65910 GJ 1986 PLC 008864

21st August, 2018.

To,
The Deputy Manager,
Department of Corporate Secrvices,
Bombay Stock Exchange Limited
Dalal Street, Fort
Mumbai 400 001.

BSE Company Code: **511728**

Dear Sir,

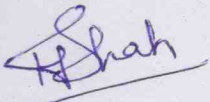
Sub.: Notice of 32nd Annual General Meeting of the Company

It is hereby informed that the 32nd Annual General Meeting of the Company will be held on Saturday, 29th September, 2018 at 10.00 am. In relation to it, the Company has herewith enclosed the Notice of the Annual General Meeting.

Kindly take note of the same in your record.

Thanking you,

Yours Faithfully,
For, K Z LEASING AND FINANCE LIMITED



Hinal Shah
Company Secretary
(ACS: 37104)



Notice to the Shareholders

NOTICE is hereby given that the **32nd Annual General Meeting** of the Members of K Z Leasing And Finance Limited will be held on Saturday, 29th September, 2018 at 10.00 a.m. at the registered office of the Company at 1st Floor, Deshana Chamber, B/h. Kadva Patidar Wadi, Ashram Road, Ahmedabad -380014, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on March 31, 2018, the Balance Sheet as at that date and Cashflow together with the Auditor and Directors' Report thereon.
2. To appoint a director in place of Mrs. Chaitali Patel (holding DIN 06957559), Director who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To consider Regularisation of Mr. Kantibhai Sendharam Patel (holding DIN: 08077956) and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 149, 152, 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Kantilal Sendharam Patel (DIN: 08077956), who was appointed as Additional Director on 9th March, 2018, be and is hereby appointed as an Independent Director of the Company who is not liable to retire by rotation.

REGISTERED OFFICE:

1st Floor, Deshna Chamber,
B/h, Kadva Patidar Wadi,
Ashram Road,
Ahmedabad -380014.



ON BEHALF OF THE BOARD
FOR, K Z LEASING AND FINANCE LTD.

A handwritten signature in blue ink, appearing to read "Hinal A. Shah".

HINAL A. SHAH
(Company Secretary)
(ACS: 37104)

Date: 03/08/2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten(10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 10.00 a.m. on Thursday, 27th September, 2017. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
2. The relevant details as stipulated under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking re-appointment as directors - Item Nos. 2 above and regularisation of Independent director seeking reappointment Item No. 3, is also annexed hereto.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Thursday, 20th day of September, 2018 to Saturday, 29th day of September, 2018 (both days inclusive).
5. Members are requested to contact Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikrohli (W), Mumbai-400083 Phone No. 022-49186000, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.

6. The equity shares of the Company are available for dematerialization, as the Company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
7. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
10. Members / Proxies are requested to bring with them the attendance slip duly filled in and hand it over at the entrance.
11. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. Link Intime (India) Pvt. Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

13. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2018 at 9.00 a.m. and ends on 28th September, 2018 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 (record date) of 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (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.
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said

	demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (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 K Z Leasing And Finance 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.
- (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 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 Corporate.
 - 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 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.
- (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. The Name , Designation , Address , E Mail ID and Phone no. of official responsible for grievances connected with facility of e voting is given below :

Name of Official – Mr. Rakesh Dalvi

Designation – Manager

Address - 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013

E Mail ID -helpdesk.evoting@cdslindia.com

Phone No. - 1800225533

- (xx) M/s G R Shah & Associates, Practicing Company Secretary (C.O.P – 14446) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner
- (xxi) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than 48 hours of the

conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- (xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Explanatory Statements pursuant to section 102[1] of the Companies Act, 2013.

Item No. 2 :

Profile of Retiring Directors:

Name	Mrs. Chaitali Patel
Qualification	Bcom, MBA
Experience	Over 8 years of wide experience in Finance field
Other Directorship	K Z Warehousing Logistics LLP
Chairman / Member of the Committees of the Board of the other companies on which she is a director	None
No. of shares held in the company	9500 Equity shares of Rs. 10 each
Disclosure of the relationships	Mrs. Chaitali Patel is the wife of Mr. Ankit Patel, Director and CFO of the Company, and daughter in law of Mr. Pravinkumar Patel, Managing Director of the Company

The following statements set out all material facts relating to Special Business mentioned in the accompanying Notice.

Item No. 3

Regularize the Appointment of Kantibhai Sendharam Patel (holding DIN: 08077956) as the Independent Director of the Company:

Mr. Kantibhai Sendharam Patel (holding DIN: 08077956) who was appointed as an Additional director on 09th March, 2018 is hereby presented for Regularization as the Director of the Company.

Further, the provisions of The Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Kantibhai Sendharam Patel (DIN: 08077956) as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from 09th March, 2018.

Mr. Kantibhai Sendharam Patel, aged 64 years, living in Ahmedabad, Gujarat is a Govt. Registered Valuer, Civil Engineer and ex-assistant Valuation Officer in I.T. Department. He possesses vast experience and sound knowledge in varied fields. His expert advice will become useful for the Company's growth and development. Considering his vast experience, his presence on the Board will be of immense value to the Company and he also fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. The Company has received requisite deposit under Section 160 of the Act, proposing candidature of Mr. Babulal Patel for the office of Director.

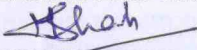
REGISTERED OFFICE:

1st Floor, Deshna Chamber,
B/h, Kadva Patidar Wadi,
Ashram Road,
Ahmedabad -380014.

Date: 03/08/2018



BY ORDER OF THE BOARD
FOR, K Z LEASING AND FINANCE LTD.


HINAL A. SHAH
(Company Secretary)
(ACS: 37104)