



## **NALIN LEASE FINANCE LIMITED**

**CIN:** L65910GJ1990PLC014516

**Regd. Off.:** Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road  
Himatnagar- 383001

**Tel No.:** 02772-241264, 02772-242264

**Email:** [info@nalinfm.co.in](mailto:info@nalinfm.co.in) | **Website:** [www.nalinfm.co.in](http://www.nalinfm.co.in)

### **NOTICE OF POSTAL BALLOT**

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot only by voting through electronic means (**'Remote e-Voting'**).

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and MCA Circulars, and in compliance with Regulation 44 of the SEBI Listing Regulations, the

Company shall send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company's Registrar and Transfer Agent ('RTA') or Depository/ Depository Participants ('DPs') and voting by the Members shall be allowed only through the E-voting system. The Notice shall also be available on the Company's website at <https://www.nalinfco.in> and on the website of the Stock Exchange i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and on the website of the Company's RTA - **MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)** at <https://instavote.linkintime.co.in>.

The Company has engaged the services of **MUFG Intime India Private Limited**, the RTA of the Company as the agency to provide remote E-voting facility.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company have appointed Shri Amrish N. Gandhi, Company Secretary in Practice (FCS 8193 and CP No: 5656) ("**Scrutinizer**"), as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice and the manner of voting remotely by members holding shares in dematerialized mode and physical mode is set out in the notes to this Postal Ballot Notice.

The remote e-voting will commence on **Saturday, 15<sup>th</sup> March, 2025 at 9:00 a.m. (IST)** and ends on **Sunday, 13<sup>th</sup> April, 2025 at 5:00 p.m. (IST)**

The result of remote E-voting along with Scrutinizer's report will be published on the website of the Company at <https://www.nalinfco.in> and on the website of **MUFG Intime India Private Limited** at <https://instavote.linkintime.co.in> within 2 (two) working days from the end of remote E-voting and the same will also be simultaneously communicated to BSE and NSE ("hereinafter collectively referred to as the "**Stock Exchanges**").

Members having any queries, issues or requiring any clarifications on remote e-voting may contact MUFG Intime India Private Limited on number **+91 79 26465179** or reach by email:- [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

The Members are hereby requested to consider the following proposed resolutions along with explanatory statements concerning each item, as annexed to this Postal Ballot Notice and thereafter record their assent or

dissent by means of remote E-Voting. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, 13<sup>th</sup> April, 2025 i.e.** the last date specified for the remote e-voting.

**SPECIAL BUSINESS:**

**Item No. 1: To consider and approve appointment of Shri Samsad Alam Khan (DIN: 10591431) as an Independent Non- Executive Director of the Company: In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on the basis of approvals and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Samsad Alam Khan (DIN: 10591431), who was appointed as an Additional Director in the capacity of Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from 12<sup>th</sup> March, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 12<sup>th</sup> March, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 2: To consider and approve re-appointment and remuneration of Shri Dilipkumar Nalinkant Gandhi (DIN: 00339595) as Chairman and Whole-Time Director of the Company: In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment and change in designation of Shri Dilipkumar Nalinkant Gandhi (DIN: 00339595) as Chairman and Whole-Time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 1<sup>st</sup> August, 2025, on the terms and conditions of re-appointment and remuneration as mentioned in the explanatory statement and also contained in the draft agreement, with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to grant increments and to alter and vary the terms and conditions of the said reappointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Shri Dilipkumar Nalinkant Gandhi.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year in the event of inadequacy or absence of profits, Shri Dilipkumar Nalinkant Gandhi shall be entitled to receive and be paid the remuneration in that year as set out in the aforesaid agreement as the Minimum Remuneration, subject to the limits laid down in Schedule V to the Companies Act, 2013 and other provisions or any amendments, variations, modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of re-appointment including salary, commission, perquisites, allowances, etc. payable to Shri Dilipkumar Nalinkant Gandhi within such prescribed limit or ceiling and as agreed by and between the Company and Shri Dilipkumar Nalinkant Gandhi without any further reference to the Company in the General Meeting.

**RESOLVED FURTHER THAT** pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Dilipkumar Nalinkant Gandhi, Chairman and Whole-Time Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution."

**Item No. 3: To consider and approve re-appointment and remuneration of Shri Harsh Dilipkumar Gandhi (DIN: 03120638) as Managing Director of the Company: In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded for the re-appointment and change in designation of Shri Harsh D. Gandhi (DIN: 03120638) as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 1<sup>st</sup> August, 2025, on the terms and conditions of re-appointment and remuneration as mentioned in the explanatory statement and also contained in the draft agreement, with a liberty and power to the Board of Directors of the Company (including its Committee constituted for the purpose) to grant increments and to alter and vary the terms and conditions of the said reappointment so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Shri Harsh D. Gandhi.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year in the event of inadequacy or absence of profits, Shri Harsh D. Gandhi shall be entitled to receive and be paid the remuneration in that year as set out in the aforesaid agreement as the Minimum Remuneration, subject to the

limits laid down in Schedule V to the Companies Act, 2013 and other provisions or any amendments, variations, modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary and alter the terms of re-appointment including salary, commission, perquisites, allowances, etc. payable to Shri Harsh D. Gandhi within such prescribed limit or ceiling and as agreed by and between the Company and Shri Harsh D. Gandhi without any further reference to the Company in the General Meeting.

**RESOLVED FURTHER THAT** pursuant to the prescribed provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015') and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Shri Harsh D. Gandhi, Managing Director, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution."

**For and on behalf of the Board of Directors of  
Nalin Lease Finance Limited**

**Place:** Himatnagar

**Date:** 12<sup>th</sup> March, 2025

**Registered Office:**

Gandhi Nursing Home Bldg.,  
Dr. Nalinkant Gandhi Road  
Himatnagar- 383001

**Nikul Patel**  
Chief Financial Officer

## **NOTES:**

- 1.** The explanatory statement pursuant to Section 102(1) and Section 110 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed thereto and forms part of this Notice.
- 2.** In accordance with the **MCA Circulars**, this Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (**'NSDL'**) / Central Depository Services (India) Limited (**"CDSL"**) and Company's RTA, as on **Friday, 07<sup>th</sup> March, 2025 ('Cut Off Date')** and who have or will register their email address with the **DPs** or with RTA in accordance with the process outlined in this Postal Ballot Notice.
- 3.** Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA/Depositories) shall be entitled to vote in relation to aforementioned Resolutions in accordance with the process specified in this Notice.
- 4.** In compliance with provisions of Section 108 and Section 110 and other applicable provisions, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, SS 2 and MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, The Company has engaged MUFG Intime India Private Limited for facilitating e-voting to enable the members to cast their votes through Remote e-voting.
- 5.** In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of Remote e-voting only.

6. Notice is also placed on the website of the Company i.e. <https://www.nalinfm.co.in> and the website of MUFG Intime India Private Limited i.e. <https://instavote.linkintime.co.in> and shall be available on the websites of the stock exchange on which the shares of the Company are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com). Members who have not received the Notice may download the same from the aforesaid websites.
7. The remote e-voting period commences on **Saturday, 15<sup>th</sup> March, 2025 at 9:00 a.m. (IST)** and ends on **Sunday, 13<sup>th</sup> April, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on Cut-Off Date may cast their vote by electronic means in the manner and the process mentioned in Note No. 14 of this Notice. Once the vote on a resolution(s) is cast by the member, the members shall not be allowed to change it subsequently.
8. The Board of Directors ("**Board**") of the Company at its meeting held on **Wednesday, 12<sup>th</sup> March, 2025** has appointed Shri Amrish N. Gandhi, Company Secretary in Practice (FCS 8193 and CP No: 5656), to act as Scrutinizer for conducting the Postal ballot through remote e-voting process in a fair and transparent manner, who has communicated his willingness to be appointed and will be available for the said purpose.
9. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him within 2 working days from the end of the remote e-voting period. The Scrutinizer's decision on the validity of the Votes cast shall be final. The result of the Postal Ballot will be announced by the Chairman of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting.
10. The result of Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's Website at <https://www.nalinfm.co.in/> in and also on website of MUFG Intime India Private Limited i.e. <https://instavote.linkintime.co.in> and shall be communicated to the stock exchange where the Company's shares are listed.
11. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. **Sunday, 13<sup>th</sup> April, 2025**.



**12.**The vote in this Postal Ballot cannot be exercised through proxy.

**13.**Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form).

Those persons who are Members of the Company as on Cut-off date i.e. Friday, 7<sup>th</sup> March, 2025 and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

- a.** In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b.** In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c.** Alternatively, members may send a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants.

Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e- voting facility.

**14.**The instructions and other information relating to remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

### **Individual Shareholders holding securities in demat mode with NSDL**

#### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

##### **Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - a. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
  - b. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with CDSL**

### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected

to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)  
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

**c)** Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

**d)** Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a)** Visit URL: <https://instavote.linkintime.co.in>
- b)** Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c)** Fill up your entity details and submit the form.
- d)** A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e)** Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

## STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

## STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option *i.e.* Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**OR**

## **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### **Helpdesk:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.

#### **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000



demat mode with NSDL	
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### **User ID:**

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on:

<https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**InstaVOTE**

**Team InstaVote**

**MUFG Intime India Private Limited**

**Formerly Link Intime India Private Limited**

**For and on behalf of the Board of Directors of  
Nalin Lease Finance Limited**

**Place:** Himatnagar

**Date:** 12<sup>th</sup> March, 2025

**Registered Office:**

Gandhi Nursing Home Bldg.,  
Dr. Nalinkant Gandhi Road  
Himatnagar- 383001

**Nikul Patel**

Chief Financial Officer

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

### **Item No. 1**

Pursuant to Section 161 of the Companies Act, 2013 and the Nomination & Remuneration Committee at its meeting held on **12<sup>th</sup> March, 2025** has recommended and the Board at its meeting held on **12<sup>th</sup> March, 2025** has approved the appointment of Shri Samsad Alam Khan as an Additional Director in the capacity of Independent Director, for a term of 5 (five) consecutive years with effect from **12<sup>th</sup> March, 2025**, subject to approval of members of the Company.

Shri Samsad Alam Khan is Practicing Company Secretary from ICSI, India, having 10+ years of experience in the field of Corporate Law Advisory, Compliance under FEMA, Secretarial Audit, Intellectual Property matters, and Corporate Governance. He has also served as a Scrutinizer in various General Meetings and Court-convened Meetings.

Based on his skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Samsad Alam Khan as an Independent Director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

Shri Samsad Alam Khan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2023 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules framed thereunder for appointment as an Independent Director and he is independent of the Management. He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also given his consent to act as a Director.

The brief resume of Shri Samsad Alam Khan and other details as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions, if any, are provided in **Annexure - A** to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, his appointment as a Non-Executive Independent Director is now being placed before the Members for their approval.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Shri Samsad Alam Khan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 1.

A brief profile of Shri Samsad Alam Khan is attached to this notice.

## **Item No. 2**

The Members of the Company had approved the re-appointment of Shri Dilipkumar N. Gandhi as Managing Director for a period of 5 years, effective from August 01, 2020, through Special Resolution passed in 29<sup>th</sup> Annual General Meeting held on September 30, 2020, on the terms and conditions approved by them.

The present term of his appointment will be completed on 31<sup>st</sup> July, 2025. Considering his vast experience and expertise, the Nomination & Remuneration Committee, at its meeting held on March 12, 2025, recommended, and the Board of Directors, at its meeting held on March 12, 2025, approved the re-appointment and re-designation of Shri Dilipkumar Gandhi as Chairman & Whole-Time Director, subject to approval of Members, for a period of 5 years, effective August 1, 2025.

The key terms of his remuneration are as follows:

**Designation & Responsibilities:** As Chairman & Whole-Time Director, he shall be subject to the superintendence, control, and direction of the Board and will be entrusted with substantial powers of Management, along with duties assigned from time to time.

**Period of Appointment:** 5 years, effective August 1, 2025.

### **Remuneration Structure:**

(a) Basic Salary: ₹2,00,000/- per month, with such periodic increases as the Board (or its Committee) may determine.

(b) Perquisites and Allowances:

- Rent-free furnished accommodation, with utilities such as gas, electricity, and water covered by the Company.
- Company-provided car with driver for business use.
- Telephone and other communication facilities for official use.

(d) Sitting Fees: Not entitled to any sitting fees for attending Board or Committee meetings.

(e) Minimum Remuneration: In case of inadequacy of profits, the above remuneration shall be considered minimum remuneration, subject to Schedule V of the Companies Act, 2013.

The Company has received requisite consent and declarations from Shri Dilipkumar Gandhi for his re-appointment, as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

He meets the eligibility criteria under Section 196(3) and Schedule V of the Companies Act, 2013, and is not disqualified under Section 164. Further, SEBI or any other regulatory authority has not debarred him from holding a directorship.

The Company has not defaulted in any payments to banks, financial institutions, debenture holders, or secured creditors.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except Shri Dilipkumar N. Gandhi and their relatives, are interested in this resolution.

### **Item No. 3**

The Members had approved the re-appointment of Shri Harsh Gandhi as Whole-Time Director for a period of 5 years, effective from August 01, 2020, through Special Resolution passed in 29<sup>th</sup> Annual General Meeting held on September 30, 2020, on the terms and conditions approved by them.

The present term of his appointment will be completed on July 31, 2025. Considering his significant contributions and leadership, the Nomination & Remuneration Committee, at its meeting held on March 12, 2025, recommended, and the Board of Directors, at its meeting held on March 12, 2025, approved the re-appointment and re-designation of Shri Harsh Gandhi as Managing Director, subject to approval of Members, for a period of 5 years, effective August 1, 2025.

The key terms of his remuneration are as follows:

**Designation & Responsibilities:** As Managing Director, he shall be subject to the superintendence, control, and direction of the Board and will be entrusted with substantial powers of management, along with duties assigned from time to time.

**Period of Appointment:** 5 years, effective August 1, 2025.

## Remuneration Structure:

(a) Basic Salary: ₹ 1,60,000/- per month, with such periodic increases as the Board (or its Committee) may determine.

### (b) Perquisites and Allowances:

- Rent-free furnished accommodation, with utilities such as gas, electricity, and water covered by the Company.
- Company-provided car with driver for business use.
- Telephone and other communication facilities for official use.

(d) Sitting Fees: Not entitled to any sitting fees for attending Board or Committee meetings.

(e) Minimum Remuneration: In case of inadequacy of profits, the above remuneration shall be considered minimum remuneration, subject to Schedule V of the Companies Act, 2013.

The Company has received requisite consent and declarations from Shri Harsh Gandhi for his re-appointment, as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

He meets the eligibility criteria under Section 196(3) and Schedule V of the Companies Act, 2013, and is not disqualified under Section 164. Further, SEBI or any other regulatory authority has not debarred him from holding a directorship.

The Company has not defaulted in any payments to banks, financial institutions, debenture holders, or secured creditors.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except Shri Harsh Gandhi and their relatives, are interested in this resolution.

**For and on behalf of the Board of Directors of  
Nalin Lease Finance Limited**

**Place:** Himatnagar

**Date:** 12<sup>th</sup> March, 2025

**Registered Office:**

Gandhi Nursing Home Bldg.,  
Dr. Nalinkant Gandhi Road  
Himatnagar- 383001

**Nikul Patel**

Chief Financial Officer

## **ANNEXURE – A**

Details of the Director seeking appointment/re-appointment, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, SS-2 and other applicable provisions are as under:

### **Item No. 1**

Name of the Director	Shri Samsad Alam Khan
Director Identification Number	10591431
Date of Birth	20 <sup>th</sup> June, 1982
Date of Appointment	12 <sup>th</sup> March, 2025
Nationality	Indian
Qualifications	B.Com, ACS
Experience (including expertise in specific functional area)	Corporate Law Advisory
Terms and Conditions of Appointment / Reappointment	As per the resolution set out in this notice
Details of remuneration sought to be paid	-
Details of remuneration last drawn (during the Financial Year 2023-24)	-
Number of equity shares held in the Company	-
No. of Board Meetings attended	-
List of Directorships held in other Companies	-
Chairman/Membership of the Audit Committee and Stakeholders' Relationship Committee in other Listed Companies in which he is Director	-
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.



## **ANNEXURE – B**

Details of the Director seeking appointment/re-appointment, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015

### **Item No. 2**

Name of the Director	Shri Dilipkumar Nalinkant Gandhi
Director Identification Number	00339595
Date of Birth	08 <sup>th</sup> November, 1954
Date of Appointment	01 <sup>st</sup> August,2025
Nationality	Indian
Qualifications	B.Sc.
Experience (including expertise in specific functional area)	He has more than 45 Years of experience in the field of Finance & Leasing Activities
Skills and Capabilities required for the Role and the manner in which he meets such requirements	He is actively involved in the decision making for various technical and commercial matters.
Terms and Conditions of Appointment / Reappointment	As per the resolution set out in this Postal Ballot Notice read with Explanatory Statement thereto
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn (during the Financial Year 2023-24)	22,40,000.00
Number of equity shares held in the Company	28,40,970
Shareholding as a beneficial owner	28,97,530
List of Directorships held in other Companies	-NPLUS CONSULTANTS PRIVATE LIMITED -NLFL COMMERCIALS PRIVATE LIMITED
Chairman/Membership of the Audit Committee and Stakeholders' Relationship Committee in other Listed Companies in which he is Director	-
Relationship with other Directors / Key Managerial Personnel	Shri Dilipkumar N. Gandhi is father of Mr. Harsh D. Gandhi and husband of Smt. Pallaviben D. Gandhi.

## **ANNEXURE – C**

Details of the Director seeking appointment/re-appointment, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015

### **Item No. 3**

Name of the Director	Shri Harsh Dilipkumar Gandhi
Director Identification Number	03120638
Date of Birth	15 <sup>th</sup> May, 1986
Date of Appointment	01 <sup>st</sup> August,2025
Nationality	Indian
Qualifications	B.com , M.B.A.,
Experience (including expertise in specific functional area)	He is having 15 Years of experience in the field of Marketing, Finance & Administration.
Skills and Capabilities required for the Role and the manner in which he meets such requirements	He is actively involved in the decision making for various technical and commercial matters.
Terms and Conditions of Appointment / Reappointment	As per the resolution set out in this Postal Ballot Notice read with Explanatory Statement thereto
Details of remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn (during the Financial Year 2023-24)	17,60,000.00
Number of equity shares held in the Company	9,72,601
Shareholding as a beneficial owner	10,01,077
List of Directorships held in other Companies	-NPLUS CONSULTANTS PRIVATE LIMITED -NLFL COMMERCIALS PRIVATE LIMITED
Chairman/Membership of the Audit Committee and Stakeholders' Relationship Committee in other Listed Companies in which he is Director	-
Relationship with other Directors / Key Managerial Personnel	Shri Harsh D. Gandhi is son of Mr. Dilipkumar N. Gandhi and Smt. Pallaviben D. Gandhi.

**For and on behalf of the Board of Directors of  
Nalin Lease Finance Limited**

**Place:** Himatnagar

**Date:** 12<sup>th</sup> March, 2025

**Registered Office:**

Gandhi Nursing Home Bldg.,

Dr. Nalinkant Gandhi Road

Himatnagar- 383001

**Nikul Patel**

Chief Financial Officer