

# KWALITY CREDIT & LEASING LTD.

Regd. Office:- 27, Weston Street, 5<sup>th</sup> Floor, Room No.526, Kolkata-700 012  
Phone- 9681634539, E-Mail [id - kwalitycredit50@yahoo.com](mailto:kwalitycredit50@yahoo.com), Website [www.kwalitycredit.com](http://www.kwalitycredit.com)  
CIN-L65921WB1992PLC056686

## Attendance Slip

I/We hereby record my / our presence at the 24<sup>th</sup> Annual General Meeting of the Company on 30<sup>th</sup> day of September, 2016 at Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024.

Name and Address  
of the Sole /First named Shareholder :

Name(s) of Joint Holder(s) :

Registered Folio No. :

No. of Share(s) held :

Name of the Proxy (if any): \_\_\_\_\_

Signature of Shareholder/Proxy: \_\_\_\_\_

### Notes:

1. Kindly sign and hand over the Attendance Slip at the entrance of the meeting venue.
2. Shareholders / Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.
3. The electronic voting particulars are set out below:

<b>EVSN (E-Voting Sequence No.)</b>	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>160816028</b>		

Please refer to the Notice of the Annual General Meeting for instructions on E-Voting.

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## NOTICE

**NOTICE** is hereby given that the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 10.00 a.m. at Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024 (please refer to the Map Direction Guide of the AGM venue, as provided in this Notice), to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Auditors and Directors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2016.
2. To appoint a Director in place of Mr. Bhagwan Das Soni (DIN: 02308414) who retires by rotation and being eligible, seeks re-appointment as Managing Director of the Company.
3. To ratify the appointment of M/s. Pachisia & Associates, Chartered Accountants (Firm's Registration No. 327542E) of 454, Dum Dum Park, Kolkata – 700055, as the Statutory Auditors of the Company from the conclusion of the 24<sup>th</sup> Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all 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, the Company hereby ratifies the appointment of M/s. Pachisia & Associates, Chartered Accountants (Firm's Registration No. 327542E) of 454, Dum Dum Park, Kolkata – 700055, as the Statutory Auditors of the Company from the conclusion of the 24<sup>th</sup> Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax.”

### SPECIAL BUSINESS:

4. **Revision in the remuneration of Mr. Bhagwan Das Soni (DIN: 02308414), Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and all other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and/or re-enactment thereof), the provisions of the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), the terms and conditions, including the remuneration payable to Mr. Bhagwan Das Soni (DIN: 02308414), Managing Director of the Company, be and is hereby revised with effect from 1<sup>st</sup> October, 2016, in the manner as defined in the Explanatory Statement of the Notice.

**FURTHER RESOLVED THAT** the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) shall be at liberty to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, and the rules made there under or any statutory modification(s) or re-enactment thereof.

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**FURTHER RESOLVED THAT** any of the directors of the Company, in consultation with the Board, be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the aforementioned resolution.”

Place : Kolkata  
Date : 13.08.2016

By Order of the Board  
**For Kwality Credit & Leasing Ltd.**

**Amu Thapa**  
**Chairman**  
**DIN-00674928**

## NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of business under Item No. 4 is annexed hereto.
2. Additional details of persons seeking appointment / re- appointment, as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and provision number 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is annexed hereto. Requisite declarations have been received from the Directors for his reappointment.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENTAGE OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Pursuant to the provisions of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), a route map (direction guide) of the AGM venue alongwith the landmark is appended to the Notice for a quick reference of the members.
6. Documents, if any, referred to in the accompanied Notice and the Explanatory Statement setting out the material facts, are open for inspection at the Registered Office of the Company on all working days during normal working hours upto the date of the AGM.
7. Members may visit the Company's corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 10 days before the AGM to the Managing Director at the Registered Office of the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, alongwith the Register of Contracts or Arrangements in which

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Directors are interested, being maintained under Section 189 of the Companies Act, 2013, will be available for inspection by Members at the AGM.

9. The businesses set out in the notice will be transacted through remote e-voting and Voting through Ballot at the Annual General Meeting. Instructions and other information relating to e-voting are given in the notice under note number 24. The company will also send communication relating to remote e-voting which, *inter alia*, would contain details about user ID and password, along with a copy of this notice to the members, separately.
10. Register of Members and Share Transfer Books of the Company in respect of Equity Shares shall remain closed from the 24<sup>th</sup> September, 2016 to the 30<sup>th</sup> September, 2016 (both days inclusive).
11. Members holding shares in electronic form are requested to intimate immediately any change in their address with pin code or bank mandates to their Depository Participants with whom they are maintaining their demat accounts and Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent, i.e. : M/s. CB Managements Services Pvt. Ltd., P-22, Bondel Road, Kolkata-700 019, Phone No.033-2280/6692/93/94/2486, 4011-6700/6711/6717/6723, Fax-033-40116739 along with the necessary supporting documents.
12. In case, the mailing address mentioned in this Annual Report is without the PIN CODE, members are requested to kindly inform their PIN CODE immediately.
13. Non- Resident Indian Shareholders are requested to inform the Company immediately:
  - a. the change in residential status on return to India for permanent settlement.
  - b. the particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar & Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. CB Managements Services Pvt. Ltd., P-22, Bondel Road, Kolkata-700 019, Phone No.033-2280/6692/93/94/2486, 4011-6700/6711/6717/6723 along with the enclosed Form.
16. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
17. Members who are holding shares in identical order or names in more than one folio are requested to send the Company/Registrar and Share Transfer Agent, the details of such folios together with the Share Certificates for consolidating their holdings in one such folio.
18. Members are requested to quote their Folio number/DP I.D. and Client I.D. in all correspondence.
19. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall, attendance slip forwarded to the member duly completed and signed by the member.

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20. Members are requested to note that trading in Securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialise their shares are advised to do so.
21. Members holding share in dematerialized form are requested to bring their Depository Account No. and Client ID. No. for identification.
22. The Company has designated an exclusive e-mail id viz. [kwalitycredit50@yahoo.com](mailto:kwalitycredit50@yahoo.com) to enable investors to register their complaints/queries, if any. Alternatively, the members may also write to Mr. Bhagwan Das Soni, Managing Director, at the Registered Office of the Company (Phone Number - 9681634539) for the redressal of their queries/ complaints.
23. The Notice of the AGM along with its enclosures (including the process, instructions and the manner of conducting e-voting), the Annual Report for the Financial Year 2015-16 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent through the permitted mode. All these above mentioned documents will also be available on the Company's website [www.kwalitycredit.com](http://www.kwalitycredit.com) for download by the shareholders. We, request shareholders to update their email address with their depository participant to ensure that the annual reports and other documents reaches them on their preferred email address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at [kwalitycredit50@yahoo.com](mailto:kwalitycredit50@yahoo.com) .

## 24. Voting Through Electronic Means :

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer Electronic Voting facility (remote e- voting) to its members to cast their votes electronically on all resolutions set forth in this Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
  - (i) The remote e-voting period begins on 27<sup>th</sup> September, 2016 at 9.00 a.m. (IST) and ends on 29<sup>th</sup> September, 2016 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2016, may cast their vote by remote e-voting. The remote 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](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID

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- 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](http://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"><li>• 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.</li><li>• 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.</li></ul>
DOB	<p>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.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• 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 field as mentioned in above instruction ( iv ).</li></ul>

- (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. **KWALITY CREDIT & LEASING 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.



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- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xix) 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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
25. 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 [csamitjajodia@gmail.com](mailto:csamitjajodia@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29<sup>th</sup> September, 2016 upto 5:00 p.m. without which the vote shall not be treated as valid.
26. 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 of 23<sup>rd</sup> September, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
27. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 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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28. Only those members who attend the AGM, holding shares either in physical form or in dematerialized form, and are entitled to vote as on the cut-off date of 23<sup>rd</sup> September, 2016, but have not exercised their right to vote by electronic means, can cast their vote at the Annual General Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
29. Notice of the Annual General Meeting along with its enclosures 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.
30. 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. 23<sup>rd</sup> September, 2016, are requested to send the written / email communication to Company at [kqualitycredit50@yahoo.com](mailto:kqualitycredit50@yahoo.com) or its Registrar and Share Transfer Agent, i.e.: CB Managements Services Pvt. Ltd., at : [rta@cbmsl.com](mailto:rta@cbmsl.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
31. Mr. Amit Jajodia, Company Secretary in Practice (Certificate of Practice Number 14303, Membership No.A37613) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, 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.
32. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kqualitycredit.com](http://www.kqualitycredit.com) and on the website of CDSL. The same will be communicated to the Calcutta Stock Exchange Ltd., BSE Ltd. and Jaipur Stock Exchange Ltd. where the Equity Shares of the Company are listed.

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

### Item No. 4

Mr. Bhagwan Das Soni (DIN: 02308414), was appointed as the Managing Director of the Company by way of a Special Resolution, for a period of five years with effect from 1<sup>st</sup> January, 2013 at the 21<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> day of September, 2013, on various terms and conditions, which, inter alia, included a remuneration of Rs. 1,50,000/- per annum (i.e.: Rs. 12500/- per month) along with various retirement benefits. Further, the Board of Directors was empowered to vary the terms and conditions of his appointment, including his remuneration.

Considering his 16 years of work experience in the fields of Finance and Medicine and the pivotal role that he has been playing in the Management of the Company, the Board of Directors at their meeting held on 13<sup>th</sup> August, 2016, have based on the recommendation of the Nomination and Remuneration Committee, proposed to revise his salary to Rs. 25,000/- per month, with effect from 1<sup>st</sup> October, 2016.

Further, in terms of Section II of Part II of Schedule V of the Act, wherein any financial year during the currency of tenure of a managerial personnel, a Company has no profits or its profits are inadequate, it may, without Central Government approval, pay a yearly remuneration of upto Rs. 30 Lakhs to the managerial person, if the effective capital of the Company is less than Rs. 5 Crores. However, the said limit shall be doubled if the resolution passed by the shareholders is a special resolution and, in terms of the third proviso of the said Section II, the special resolution for payment of remuneration shall be for a period not exceeding three (3) years



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The Board of Directors shall be at liberty to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Act, and the rules made there under or any statutory modification(s) or re-enactment thereof.

Accordingly, the prior consent of the shareholders is being sought to approve the revised salary structure of Mr. Bhagwan Das Soni (DIN: 02308414), with effect from 1<sup>st</sup> October, 2016.

The information as required to be disclosed under Section II of Part II of Schedule V of the Act is enumerated herein below:

## I. GENERAL INFORMATION

1.	Nature of Industry.	Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Company.			
2.	Date or expected date of commencement of commercial Production.	Not Applicable. -The Company is an existing company and was incorporated on 25.09.1992.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable.			
4.	Financial performance based on given indicators.	Particulars	F.Y. 15-16 (Rs. In lacs)	F.Y. 14-15 (Rs. In lacs)	F.Y. 13-14 (Rs. In lacs)
		Total Revenue (Standalone/ Consolidated)	78.77	90.38	220.95
		Profit/ (Loss) After Tax (Standalone)	7.25	(28.06)	1.34
		Profit/ (Loss) After Tax (Consolidated)	0.32	(28.19)	0.90
		The Company is showing decline in its income as the Company has not done any trading business relating to shares & securities during the Financial Year 2015-2016. As compared to previous financial year, the finance business of the Company has increased by 2.36%, since, the interest income of the Company increased from Rs. 76,95,105/- to Rs. 78,76,894/-.			
5.	Foreign investments or Collaborators, if any.	Not Applicable			

## II. INFORMATION ABOUT THE APPOINTEE WHOSE RATIFICATION/REVISION IN THE TERMS AND CONDITIONS OF SERVICE, INCLUDING REMUNERATION, IS BEING PROPOSED.

1.	Background Details	Born on 14 <sup>th</sup> November, 1965. Education – B.Com.
2.	Past Remuneration	He has been drawing a monthly salary of Rs.12,500/- since 1 <sup>st</sup> January, 2013, and is also entitled to various perquisites, allowances, benefits & amenities as may be provided by the Company. He is liable to retire by rotation.
3.	Recognition or awards	-

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 CIN-L65921WB1992PLC056686

4.	Job profile and his suitability	Mr. Bhagwan Das Soni is presently, the Managing Director of the Company and has 16 years of rich and diversified experience in the field of Finance and Medicine. He, by and large manages, substantially the whole of the affairs of the Company and his key roles & responsibilities include: Business Development, Risk Management, Development and Administration of the day to day activities of the Company. Considering the various responsibilities he has been entrusted with, and his pivotal role in the Company affairs, the proposed revision in his salary is suitable for his profile.
5.	Remuneration proposed	<b>Category A :</b> Salary : Rs.25,000/- (Rupees Twenty Five Thousand Only) per month. Annual increase/ revision will be effective in such other manner as may be decided by the Board from time to time.  <b>Category B :</b> His office shall be liable to be determined by retirement by rotation.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	The proposed remuneration structure of the Managing Director has been benchmarked with the remuneration being drawn by similar positions in industry. Further, the Nomination and Remuneration Committee of the Company, while proposing the remuneration, has also taken into account his work experience and the Nomination and Remuneration Policy of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.	He does not hold any pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel.

### III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	While the Company has delivered strong operating and financial performance in the past, unprecedented global developments leading to uncertainty, volatility and lower activity resulted in the lower than the expected performance for Financial Year 2014-15. The Company has recorded a modest but low profit, in the Financial Year 2015-16. With the foresight of the Company, it has still been able to remain profitable with a slow growth. The reason for low profit is because the Company is facing stiff competition from banks and financial institutions and due to the stringent capital adequacy norms which have been stipulated by RBI for NBFCs which is making difficult for the Company to give cheaper finance.
2.	Steps taken or proposed to be taken for improvement	The Company is expecting a rise in the growth prospects of the Indian Economy in the near future and also an improvement in the position of the NBFC's in India. Further, the Company is looking forward to diversify into various business avenues to

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		<p>minimize losses.</p> <p>Further, the Company has undertaken stringent cost actions and continues focusing on financing conservatively after closely assessing the customers' profile. Also, the management continues to explore avenues to increase revenue through judicious Investments in various lucrative avenues.</p> <p>All this is expected to improve the financial position of the Company.</p>
3.	Expected increase in productivity and profits in measurable terms	<p>With an expected improvement in the position of the NBFC's, and a probable upsurge of the Indian Economy, coupled with an expected successful diversification practice of the Company, the Company believes that it will be able to increase its productivity and profits and thereby generate consistent and increased profits in the coming financial years.</p> <p>However, it be noted that Company's expectations or predictions may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed or implied, depending on various factors including:- the demand supply conditions, change in government regulations, tax regimes, economic development within the country and abroad and such other incidental factors over which, the Company does not have any direct control.</p>

Mr. Bhagwan Das Soni (DIN-02308414) is interested in the said resolution since, it relates to revision of his salary. He falls under the category of Key Managerial Personnel in terms of section 203 of the Act.

None of the other Directors, Key Managerial Personnels of the Company, or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, save and except to the extent of their shareholding, if any.

The resolution being in the interest of the Company is being proposed by the Board for the prior approval of the members by way of a Special Resolution.

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5<sup>th</sup> Floor, Room No. 526,  
Kolkata-700 012  
Dated : 13<sup>th</sup> August, 2016

**By Order of the Board  
For Kwality Credit & Leasing Ltd**

**Amu Thapa  
Director  
DIN-00674928**

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**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/REVISION IN REMUNERATION AT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PROVISION NO. 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2).**

<b>Name of the Director</b>	Mr. Bhagwan Das Soni (DIN-02308414)
<b>Nature of Directorship</b>	Executive, Non- Independent Managing Director.
<b>Date of Birth</b>	14.11.1965
<b>Date of Appointment</b>	a) Date of first appointment on the Board:- 09.07.2012. b) Date of appointment as a Managing Director :- 01.01.2013
<b>Age</b>	50 years.
<b>Brief Resume</b>	Since his appointment, he has been playing a pivotal role in the Management of the Company. His foresightedness coupled with his innovative skills, have paved the way for a bright future for the Company.
<b>Terms and conditions of appointment / re-appointment.</b>	Reference in this regard, may please be drawn from the Explanatory Statement to this Notice.
<b>Details of Remuneration sought to be paid.</b>	Reference in this regard, may please be drawn from the Explanatory Statement to this Notice.
<b>Remuneration last drawn</b>	Rs.12,500/- per month (Rs.1,50,000/- per annum), plus various perquisites, allowances, benefits & amenities as may be provided by the Company. His office shall be liable to retirement by rotation.
<b>Experience and nature of his expertise in specific functional areas.</b>	16 years of work experience in the fields of Finance and Medicine.
<b>Qualification</b>	B. Com
<b>Number of shares held in the Company.</b>	Nil.
<b>Names of other companies in which the person also holds the directorship.</b>	<ul style="list-style-type: none"><li>• Appu Marketing and Manufacturing Limited</li><li>• Sunbright Agrotech Private Limited</li><li>• Wonderland Paper Suppliers Private Limited</li><li>• Infinity Tradelinks Private Limited</li><li>• Triumph Trexim Private Limited</li><li>• Zonal Commercial Private Limited</li><li>• Rudramala Commodeal Private Limited</li><li>• Hulbert Tracom Private Limited</li><li>• Oversure Retails Private Limited</li><li>• KCL Chemicals Limited</li><li>• KCL Iron &amp; Steels Limited</li><li>• AMM Commercial Limited</li></ul>

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	<ul style="list-style-type: none"><li>• AMM Irons Limited</li><li>• AMM Textiles Limited</li><li>• Anumati Stock Broking Private Limited</li><li>• AMM Housing Limited</li><li>• Jaguar Infra Developers Limited</li><li>• Shreyans Embroidery Machine Private Limited</li><li>• Risewell Machinery Traders Private Limited</li></ul>
<b>Number of Meetings of the Board attended during the year (i.e. F.Y. 2015-16).</b>	Attended all the six meetings of the Board during the Financial Year 2015-16. The details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report.
<b>Memberships/Chairmanships of Committees on the Board of other Companies.</b>	Does not hold membership of Committees in other Companies.
<b>Disclosure of Relationships between directors inter-se.</b>	None.

## **Note:**

The Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013. Information pertaining to sitting fees/remuneration paid to the Director who is being re-appointed and number of Board meetings attended by him during the financial year 2015-16 are provided in the Corporate Governance Report.

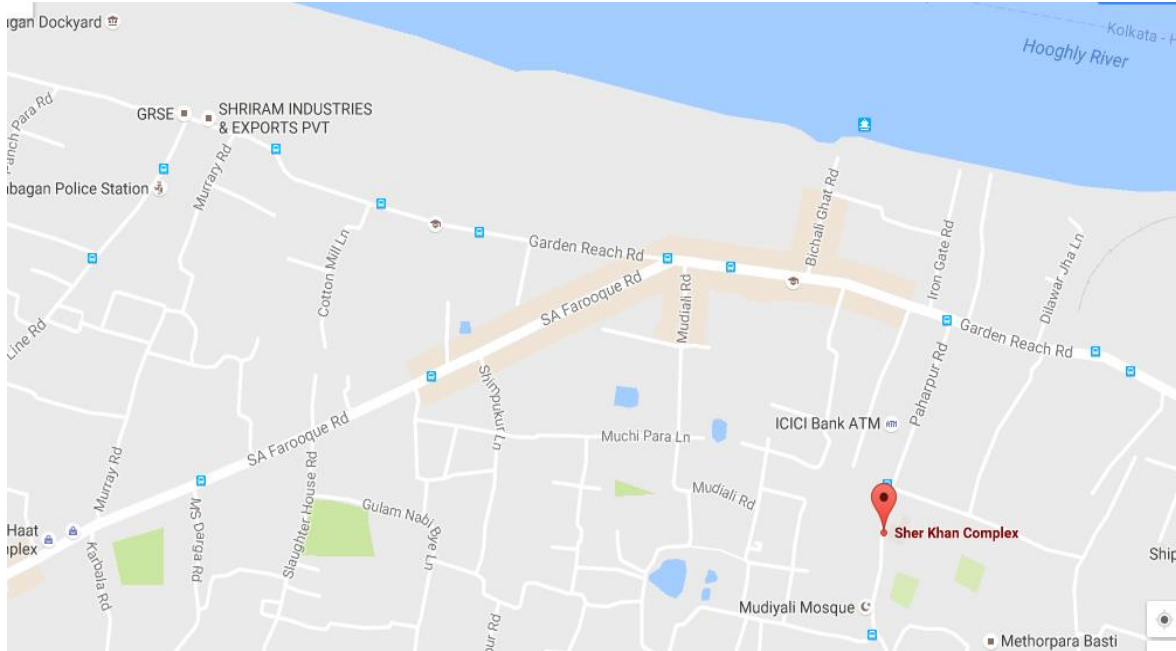
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## MAP (DIRECTION GUIDE) OF THE VENUE OF THE ANNUAL GENERAL MEETING.

Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School,  
Kolkata-700 024

**(Landmark-The AGM venue shall be held near S.K. Foundation School)**





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## FORM NO. MGT - 11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): Registered address: E-mail Id: Folio / DP ID-Client ID No.
---

I/We, being the member(s) of .....shares of the above named Company hereby appoint:

- (1) Name:.....Address.....  
 E-mail Id:.....Signature....., or failing him
- (2) Name:.....Address.....  
 E-mail Id:.....Signature....., or failing him
- (3) Name:.....Address.....  
 E-mail Id:.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 30<sup>th</sup> day of September, 2016 at Milan Deep Hall, Sher Khan Complex, J-142, Paharpur Road, Garden Reach, Near S.K. Foundation School, Kolkata-700 024at 10.00 a.m. and at any adjournment thereof of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
	<b>Ordinary Business</b>		
1.	Adoption of Financial Statements (Standalone & Consolidated) for the year ended 31 <sup>st</sup> March, 2016 and the Reports of the Auditors and Directors thereon.		
2.	Re-appointment of Mr. Bhagwan Das Soni, who retires by rotation and being eligible, seeks re-appointment as Managing Director of the Company.		
3.	Ratification of appointment of M/s. Pachisia & Associates, Chartered Accountants (Firm Registration. No. 327542E) as auditor of the Company and fix their remuneration.		
	<b>Special Business</b>		
4.	Revision in the remuneration of Mr. Bhagwan Das Soni (DIN: 02308414), Managing Director of the Company.		

Signed this.....day of.....2016  
 Signature of shareholder.....  
 Signature of Proxy holder(s).....

Affix Revenue Stamp not less than Re.1/-
--

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24<sup>th</sup> Annual General meeting.
- \*3 It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
1. Please complete all details including details of member(s) in above box before submission.

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## RECORDS UPDATION FORM

Dear Shareholder(s),

This is to inform you that the Company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants. Similarly, members holding shares in physical form are requested to submit their PAN to the Company or the Company's Registrar: CB Managements Services Pvt. Ltd., P-22, Bondel Road, Kolkata-700 019, Phone No.033-2280/6692/93/94/2486, 4011-6700/6711/6717/6723. Hence, we have to update your PAN, phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

-----Please tear here-----

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan :

E-mail ID :

Telephone No. :

Name : i.

ii.

iii.

Signature : i.

ii.

iii.

Thanking you  
**For Kwality Credit & Leasing Ltd**  
**Amu Thapa**  
**DIN-00674928**