

ARCO LEASING LIMITED

Regd. Office: Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai - 400093.

Tel: 022 28217222, **Fax:** 022-28361760, **Email id:** arcoleasingltd@gmail.com

CIN:- L65910MH1984PLC031957, **Website:** www.arcoleasing.com

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of **ARCO LEASING LIMITED** ("the Company") will be held on **Tuesday, September 24, 2019 at 11.00 a.m.** at the Registered Office of the Company at Plot No. 123, Street No. 17, MIDC Marol, Andheri (E), Mumbai - 400 093, Maharashtra, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report(s) of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Mahavirprasad Ruia (DIN 01300823) who retires by rotation and being eligible offers himself for reappointment.

BY AND ON BEHALF OF THE BOARD OF DIRECTORS FOR ARCO LEASING LIMITED

Sd/-

RAJENDRA RUIA
DIRECTOR
DIN: 01300823

sd/-

NARENDRA RUIA
DIRECTOR
DIN: 01228312

Place: Mumbai

Date: 30/08/2019

Regd. Office:

Plot No. 123, Street No. 17, MIDC, Marol,
Andheri (E), Mumbai – 400 093, Maharashtra

Tel: 022 28217222

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY 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.

2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, 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 MEMBER.
3. The Register of Members of the Company and Transfer Books thereof will be closed from Wednesday, September 18, 2019 to Tuesday, September 24, 2019 (both days inclusive).
4. E-voting facility to all members has been provided through the e-voting platform of Central Depository Services (India) Limited (CDSL) and the Company has appointed CS Priyanka Oka, Practicing Company Secretary, as Scrutinizer for the e-voting process. Instructions and manner of the process have been detailed in the para 7 below. The Scrutinizer will make a report to the Chairman of the Company, of the votes cast in favour and against and the results on the resolutions alongwith the scrutinizer's report will be available on the website of the Company within two working days of the same being passed.
5. The shareholders whose names appear in the Register of Members after giving effect to all valid share transfers lodged with the Company on or before September 17, 2019 shall be entitled to participate in e-voting/ballot at the AGM. Members and all other concerned are requested to lodge transfer deeds, change of address communication, mandates (if any) with the Company's Share Transfer Agents viz. **Bigshare Services Pvt. Ltd.**, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makhwana Road, Marol, Andheri (East), Mumbai – 400059.
6. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to Investors wherever NECS and bank details are available.

In the absence of NECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend. SEBI has also mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to the DPs with whom they maintain their demat accounts.

Members holding shares in physical form should submit their PAN to the Company. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019 onwards securities can be transferred only in dematerialized form.

However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

7. The instructions for shareholders voting electronically are as under: (i) The voting period begins on Saturday, September 21, 2019 at 9.00 a.m. IST and ends on Monday, September 23, 2019 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 i.e. Tuesday, September 17, 2019 may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. Electronic Voting Sequence Number (EVSN) :- 190830043

A member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a member casts his vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

In case of members receiving mails :-

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
Now Select the COMPANY NAME from the drop down menu and click on SUBMIT
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as Sr No affixed on Annual Report, in the PAN field. • 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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 evoting 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.
- (ix) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <company name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed 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.
- (xvii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. Members/Proxies are requested to bring their attendance slip duly filled in and their copy of the Annual Report for the meeting.

For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makhwana Road,
Marol, Andheri (East), Mumbai – 400059

Tel: 022- 6263 8200

Fax: 022 – 6263 8299

Email: investor@bigshareonline.com

Website: www.bigshareonline.com

Regd. Office:

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Information required as per Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the appointment or re-appointment of Directors at the Annual General Meeting:

Particulars	Mr. Rajendra Mahavirprasad Ruia
DIN	01300823
Age	62 years
Brief Resume	Managing Director of Arco and Schori Group 1. Arco Electro Technologies Pvt. Ltd. 2) AET Technologies Pvt. Ltd. 3) Schori Blasting and Metal Spraying Pvt. Ltd.
Expertise in specific functional areas	BSC in Chemistry and Physics
Relationship with any Director(s) of the Company	Narendra Ruia - Brother Meenakshi Ruia - Sister-In-Law
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nagreeka Export Ltd.
Number of Shares held in the Company	16085

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR ARCO LEASING LIMITED**

sd/-
RAJENDRA RUIA
DIRECTOR
DIN: 01300823

sd/-
NARENDRA RUIA
DIRECTOR
DIN: 01228312

Place: Mumbai
Date: 30/08/2019

Regd. Office:

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ROUTE MAP

to the Venue of 35TH Annual General Meeting of ARCO LEASING LIMITED
Tuesday, September 24, 2019



Venue: Plot No. 123, Street No. 17, MIDC, Marol, Andheri (E), Mumbai – 400093
(Bus No.: 434 / 545Ltd /496 Ltd)

Note: Map given above is indicative and distance is approximate.

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ATTENDANCE SLIP

Regd. Folio/DP ID and Client ID	
Number of Shares held	
Name and Address of the Member	
Name and Address of the Proxy holder	

I hereby record my presence at the 35th Annual General Meeting of Arco Leasing Limited to be held on Tuesday, September 24, 2019 at 11.00 a.m. at Plot No. 123, Street No. 17, MIDC, Marol, Andheri (E), Mumbai - 400093, Maharashtra.

Signature of the Member/Proxy Present:

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Note:

1. Member/Proxy holder who wish to attend the Meeting must bring the duly signed Attendance Slip to the Meeting and handover at the entrance of the Meeting Hall.
2. Please read the instructions printed under the Note No. 7 to the Notice of the 35th Annual General Meeting. The e-voting period starts from Saturday, September 21, 2019 at 9.00 a.m. IST and ends on Monday, September 23, 2019 at 5.00 p.m. IST. The voting module shall be disabled by CDSL for voting thereafter.

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PROXY FORM

FORM MGT-11

35TH ANNUAL GENERAL MEETING – TUESDAY, 24TH SEPTEMBER, 2019

[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	
Email ID	
Folio No/ DP ID and Client ID	

I/We, being the member(s) of Arco Leasing Limited holding shares, hereby appoint

Name	
Address	
Email id	
Signature	

or failing him/her

Name	
Address	
Email id	
Signature	

or failing him/her

Name	
Address	
Email id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on the Tuesday, 24th September, 2019 at 11.00 a.m. at Plot No. 123, Street No 17, MIDC Marol, Andheri (E), Mumbai – 400093, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Report(s) of the Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Rajendra Mahavirprasad Ruia (DIN 01300823) who retires by rotation and being eligible offers himself for reappointment.

Signed this _____ day of _____, 2019.

**Affix
Revenue
Stamp**

**Signature of the
Shareholder**

Signature of Proxy Holder(s)

Note:

This form of proxy in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

