

APOORVA LEASING FINANCE & INVESTMENT CO. LTD.

Corp. Off.: C-1/9, Sector-31, Gautam Budh Nagar, Noida, Uttar Pradesh-201301

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com,

Registered Office: Third Floor, Block 13, House No. 331, Geeta Colony, Delhi-110031

Website: www.apoorvaleasingfinance.com

PH # 0120 – 4372849

POSTAL BALLOT NOTICE

Notice is hereby given that pursuant to section 110 and other applicable provisions of companies Act, 2013, if any, read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) , the resolutions given below are proposed to be passed by members through Postal Ballot/ E voting.

The Explanatory Statement under section 102 of the Companies Act, 2013 pertaining to below mentioned resolutions setting out the material facts concerning each item and reason thereof is annexed to the notice.

The resolutions, if approved will be considered as passed on the date when the results will be declared.

Special Business

- 1. To authorize the board of directors to provide loans, guarantee and invest the funds of company in excess of Prescribed limit**

To consider and if thought fit to pass this Resolution as *Special Resolution*.

Resolved That pursuant to section 186 of the companies Act, 2013 (The Act) Read with Companies (Meetings of Board and its Powers) Rules, 2014 (The Rules), and other applicable provisions of the Act if any, as may be applicable from time to time (Including any statutory modification or re-enactment thereof for the time being in force), Consent of the members of the company be and is hereby accorded to the board of directors (The Board) of the company (including any committee of the board formed by the board for the purpose or / and any person authorized by the board to exercise the powers conferred by this resolution in this behalf) to give any loan to any person or other body corporate and/ or give guarantee or provide security in connection with a loan to any other body corporate or person and/ or acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto a maximum limit of Rs 300/- crore (Rupees Three Hundred Crore Only).

Resolved Further That the board or any committee thereof or such other person authorized by the board or its committee be and are hereby severally authorized by the members to do all such acts, deeds, things and to take from time to time all such decisions and actions related to above loans, guarantee, investment including but not limited to deciding the timing, amount, terms and Conditions and rate of interest relating to loan, / guarantee, / Investment and varying the same through transfer,

sale or otherwise in part or in full , or to enter into all such agreements, contract as may be necessary for giving effect to this resolution .

2. To Fix Fee for delivery of documents to the members

To consider and if thought fit to pass the resolution as *Ordinary Resolution*:

Resolved That Pursuant to section 20 of Companies Act, 2013, other provision of the act, if any to the extant applicable read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) upon receipt of a request from a member for sending any document an amount of Rs 250/- (Rupees Two Hundred Fifty Only) per document over and above the actual expenses incurred by company for such documents be levied as fee for sending such document through courier.

Resolved Further that the member is required to pay the estimated amount for sending the documents to the company in advance, before the dispatch of such documents by the company.

Resolved Further that every officer of the company be and is hereby severally authorize to do all such acts, deeds, things and matters as may they deem necessary proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid for the purpose of giving effect to this resolution.

Notes:

1. The Explanatory statement pursuant to section 102 of the companies Act, 2013 setting out the material facts is attached to the notice.
2. The Board of Directors of the company has appointed CA Ankur Kumar Gupta, Practicing Chartered Accountant as Scrutinizer of the Postal Ballot.
3. The cut-off date for the purpose of determining the members entitled to vote at the postal ballot is 30th December, 2016. A member whose name appears in the register of member as on cut off date will be considered for the purpose of voting. A person who is not a member of the company as on cut off date shall treat this notice for information purpose only.
4. The Postal Ballot Notice is being sent to the members whose names appear on the Register/ list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services Limited (India) as on the cut-off date i.e 30th December, 2016 The Postal Ballot notice is being sent to members in electronic form to the email addresses registered with Depository participant (in case of electronic Shareholding) and physical copies of the postal ballot notice are being sent to those members who are holding shares in physical mode by permitted mode alongwith a postage prepaid self address business reply envelop. The notice will also be placed on the website of the company www.apoorvaleasingfinance.com .
5. In compliance with Regulation 44 of SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015 and Pursuant to section 108 of Companies Act, 2013 read with Companies (Management And Administration) Rules, 2014, the company has also extended e-voting

facility as an alternate to its member to enable them to cast their vote electronically instead of dispatching the postal ballot Form(s).

6. Kindly note that a member can opt only one mode of voting i.e either e-voting or by physical postal ballot. In case if a member cast its vote by e-voting as well as Physical Postal Ballot then the vote cast by valid postal ballot will be considered as valid and voting done by e-voting shall be considered as invalid.
7. The E voting Shall commence on Sunday, 08th January, 2017 at 9:00 A.M and will end on Monday, 06th February, 2017 at 5:00 PM, beyond that period the e voting facility shall not be allowed, however those members who do not wish to exercise their voting through e-voting facility can send their assent or dissent in writing on the postal ballot form, attached herewith.
8. Resolutions passed by way of postal ballot shall be deemed to be passed as if they are passed in the General meeting of the members.
9. If a member whose e-mail ID is not registered with depository has not received Postal Ballot form he can apply to the company and can get duplicate copy of the same.
10. The postal Ballot period commences from Sunday, 08th January, 2017 at 9:00 AM and ends on Monday, 6th February, 2017 at 5: 00 PM, Postal Ballot forms received by scrutinizer after that period will not be considered valid.
11. Members wishing to exercise the option of casting their vote by Ballot are requested to carefully read the instruction printed on the ballot form and return the duly filled and signed ballot form in the pre-printed prepaid envelop. The expense of the postage will be borne by the company. The postal Ballot forms received after 06th February, 2017 will be considered as invalid and will be treated as if no reply has been received from member.
12. The Scrutinizer will submit his report to the chairman & Managing Director of the company after completion of the scrutiny of Postal Ballot Forms and e-voting and the results of postal ballot will be placed on the website of the company on or before 8th February, 2017 and will be communicated to the stock exchange where the shares of the company are listed.

13. Voting Through electronic means

1. The remote e-voting period begins on Sunday, **08th January, 2017 at 09.00 A.M** and ends on **Monday, 6th February, 2017 at 5.00 P.M** (inclusive of both the days). The e-voting module shall be disabled by NDSL for voting thereafter. During the e-voting period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th December, 2016, may cast their vote electronically.
2. (A) In case a Member receives e-mail from NSDL (for Members whose e-mail addresses are registered with the company/Depository) then members are to-
 - i. Open the e-mail and also open PDF file namely “Apoorva e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
 - ii. Open the Internet Browser and type the following URL:
<https://www.evoting.nsdl.com>
 - iii. Click on Shareholder Login.

- iv. If you are already registered with NSDL for e-voting then you can use existing user ID and password.
- v. If you are logging in for the first time, please enter the new user ID and password provided in the PDF file attached with the e-mail as Initial password.
- vi. The password Change Menu will appear on your screen, Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting>Active Voting Cycles.
- viii. Select “EVEN” (E-voting Even Number) of Apoorva Leasing Finance and Investment Company Limited.
Now you are ready for e-voting as Cast Vote page opens.
- viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
- x. Once the vote on the resolution is cast, the Member will not be allowed to change it subsequently.
- xi. Institutional Shareholders (i.e. other than Individuals, HUF, NRI’s, 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, to the Scrutinizer through e-mail to ankurgupta365@gmail.com with a copy marked to evoting@nsdl.co.in.
- xii. In case of any queries you may refer to the Frequently Asked Question (FAQs)- Shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.

(B) For Member who receives physical copy the Postal Ballot Notice (whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in Postal Ballot Form: EVEN (E-voting Event Number), user ID and Password.
 - ii. Please follow at steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
3. You can Update your mobile No. and e-mail ID in the user profile details of the folio which may be used for sending future communications.

4. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on postal ballot.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date i.e. 30th December, 2016.
6. The voting period starts on Sunday, 08th January, 2017 at 09:00 A.M. to Monday, 06th February, 2017 at 05:00 P.M. The e-voting module shall also be disabled by NSDL for voting thereafter the Scrutinizer will submit his report to the Chairman & Managing Director or any Director duly authorized in this behalf and after completion of scrutiny of the e-voting the results will be announced on or before 08th February, 2017. The result will also be posted on the Company's website www.apoorvaleasingfinance.com and communicated to the stock exchange where the Company's shares are listed.

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

1 To authorize the board of directors to provide loans, guarantee and invest the funds of company in excess of prescribed limit

Pursuant to section 186 of the Companies Act, 2013 the board is authorized to give any loan to any person(s) and/ or body corporate(s) and/ or give any guarantee(s) and/or provide security(ies) in connection with a loan to any other body corporate(s) and/or person(s) and make investment(s) in the securities available in the market as may be required from time to time upto a limit of Sixty percent of the aggregate of paid-up shares Capital, Free reserves and Securities premium or Hundred percent of Free reserves and securities premium account whichever is more, if the company wants to make give loan, provide guarantee or make investment beyond the provided limits then approval of shareholders by way of special Resolution is required to be passed.

Members may note that as a measure of achieving greater financial flexibility and in order to achieve optimum financial structure, this permission is sought to give power to the board of directors for making investment or/ Provide loans and/or Give guarantee or security in connection with loans for an amount of Rs 300 Crore (Rupees Three Hundred Crore Only).

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own / surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board recommends the passing of resolution as Special Resolution.

None of the Directors, Key Managerial Personnel or their relative is concerned or interested in any way, financial or otherwise in passing of this resolution except as a member.

2 To fix fees for service of document

Pursuant to section 20 of the companies Act, 2013 a member may request for delivery of any document through a particular mode for which the concerned member is require to pay a fee to the company which can be decided in the Annual General Meeting of the company, further as per the provisions of section 110 (2)(b) any business other than the ordinary business and business in respect of which the director and auditor have a right to be heard can be passed by way of postal Ballot.

The board of directors recommends the passing of resolution as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relative is concerned or interested in any way, financial or otherwise in passing of this resolution except as a member.

Date: 26.12.2016

Place: Noida

By order of the Board of directors of
Apoorva Leasing Finance & Investment Co Ltd.

Sd/-
Aditi
Company Secretary

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CIN: L74899DL1983PLC016713

Red. Off.: Third Floor, Block 13, House No. 331, Geeta Colony, Delhi-110031**Corp.off.:** C-1/9, Sector-31, Gautam Budh Nagar, Noida, Uttar Pradesh-201301**Tel:** 0120 – 4372849, **Website:** www.apoorvaleasingfinance.com**E-mail:** apoorvaleasing@gmail.com**POSTAL BALLOT FORM****(Please read the instructions printed overleaf carefully before completing this form)**

Sr. No.

Name & Registered Address of the Sole/First named Shareholder	
Name(s) of the Joint holder(s) (if any)	
Registered Folio No. /Client ID/DP ID No.*/ *(Applicable to investor holding Shares in dematerialized Form)	
No. of Shares Held	

I/we hereby exercise my/ our vote in respect of the Special resolution and Ordinary Resolution to be Passed through Postal ballot for the business stated in the Postal Ballot Notice of the Company, by sending my/ our assent (FOR) or Dissent (AGAINST) to the said Resolution by placing tick (✓) mark at the Appropriate box below:

Item No.	Description	No. of Shares for which Votes Cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To authorize the Board of Directors to invest, to give loan or Provide Security in the excess of the Prescribed Limit			
2.	Determination of fees to be paid for delivery of any document through a particular mode of delivery u/s 20 of the Companies Act, 2013			

Place:

Date:

(Signature of the Member)

Electronic Voting Particulars

EVEN (E Voting Event Number)	User ID	Password

Note: Please read the instructions printed overleaf before filling the form, for e- voting please refer Note No. 13 of notice of postal ballot sent herewith

Last date for Receipt of Postal ballot Form by the Scrutinizer: 06th February, 2017

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Tel: 0120 – 4372849, **Website:** www.apoorvaleasingfinance.com

E-mail: apoorvaleasing@gmail.com

INSTRUCTIONS

1. A member desiring to exercise his/her vote by Postal Ballot Form (no other form or photocopy thereof is permitted) and sent it to the Scrutinizer, CA Ankur Kumar Gupta, Practicing Chartered Accountant (“Scrutinizer”) at the address of the scrutinizer, 1729, Sector 23, Gurugram, Haryana- 122017 in the Attached self-addressed business reply envelope, on or before 5.00 PM on 06th February, 2017. THE POSTAGE has already been paid by the company. However, envelopes containing Postal Ballot forms, if sent by courier or registered/Speed post at the expense of the member on or before 5.00PM on 06th February, 2017 will also be accepted.
2. Members are requested to send their assent or dissent in the postal ballot form only. Assent or Dissent received in any other form or manner shall be invalid.
3. This Form should be Completed and Signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In Case of Joint Holding, this Form should be completed and signed by the first named Member and in His/her absence by the next named Member. **In case Postal ballot form is signed through a Delegate, a Copy of Power of Attorney attested by the Member shall be annexed to the Ballot. In case of Shares held by Companies, trusts, Societies etc. the duly completed Postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.**
4. Duly Completed Postal ballot Form should reach the Scrutinizer at the address, 1729, Sector 23, Gurugram, Haryana-122017 not later than 06th February, 2017 before the 5.00 PM .All postal ballot forms received after this date will be Strictly treated as if reply from such Member has not been received.
5. There will be only one postal ballot Form for every Folio irrespective of the number of joint Member(s). Voting rights shall be reckoned on the paid up value of shares registered in the Name of the Members as on 30th December, 2016.
6. Members are requested not to send any other paper along with the Postal ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer. A Member need not use all the votes nor needs to cast all the Votes in the same Way. The Scrutinizer’s decision on the validity of a postal ballot will be final and binding. Incomplete, unsigned or incorrect Postal ballot forms will be rejected.
7. Additionally please note the postal ballot form shall be considered as invalid if:
 - A form other than the one issue by the company has been used
 - It is not possible to determine without any doubt the assent or dissent of the member.
 - Neither assent or dissent is mentioned.
 - Any competent authority has given the guidance to the company to freeze the voting rights
 - It is defaced or mutilated in such a way that its identity as genuine form cannot be established
 - The member has made any amendment to the resolution or has imposed any condition while exercising its voting right.
8. The company is pleased to offer e-voting facility as an alternative to all the members of the company. Members may cast their vote by way of availing E- voting facility instead of sending back the postal ballot form. **Kindly note that a member cannot cast its vote by using both the methods of voting i.e e-voting and postal ballot form, a vote will be considered as valid only if it is casted by either e-voting or by sending back the duly filled and signed postal ballot form at the address of Scrutinizer.**