

APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

Corporate Office: C-1/9 First Floor, Sector – 31, Gautam Budh Nagar, Noida, 201301

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.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 resolution given below is proposed to be passed by members through Postal Ballot/ E voting.

The Board of Directors has appointed Mr. Arvind Kumar, partner of Arvind Singh & Co., Chartered Accountant as the scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-Voting. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, duly completed, in the enclosed postage-prepaid self addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on 17th day of , April , 2020. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s), will also be accepted.

Postal Ballot Forms received after the close of working hours i.e.5:00 p.m. (IST) on 17th day of , April, 2020 will be treated as if no reply has been received from the Member. E-Voting will be blocked by (“NSDL”) at 5:00 p.m. (IST) on] 17th day of , April, 2020 and e-Voting shall not be allowed beyond the said date and time.

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

The resolution, if approved will be considered as passed on the last date fixed for the receipt of Postal Ballot.

Special Business

1. To appoint M/s Pawan Nanak Bansal & Co., Chartered Accountant as Statutory Auditor of the company

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

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force including any statutory modification or reenactment thereof for the time being in force **M/s Pawan Nanak Bansal & Co.**, Chartered Accountants, having Firm registration no **008953C** be and is hereby appointed as the Statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s Ankur Vinod & Co. (FRN: 407510), Chartered Accountant.

RESOLVED FURTHER THAT M/s Pawan Nanak Bansal & Co shall conduct Statutory Audit of the company for the financial year 2019-20 and will hold office of statutory auditor up to the ensuing Annual General Meeting of the company on such remuneration as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution.

2. To approve the material related party transaction with Mr. Atul Singh Tyagi, Managing Director and Mrs Anupama Singh Tyagi, Director of the company:

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

“RESOLVED THAT pursuant to provisions of Section 188, and other applicable provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re – enactment thereof, for the time being in force), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for approval of proposed material related party transaction(s) entered by the Company with related party namely Mr. Atul Singh Tyagi, Managing Director and Mrs. Anupama Singh Tyagi, Director with respect to purchase of property situated at C-1/12, Sector- 36, Noida, U.P. for a total consideration of Rs.10.25 Crores

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company be and is hereby severally and empowered to get the said agreements registered with the concerned Registrar/sub-registrar and to represent, sign, execute and receive the necessary document(s), declaration(s), form(s), paper(s), deed(s) etc on behalf of the Company and to do all such act or things which are necessary, expedient or desirable in this connection.”

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 Arvind Kumar, 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 6th March, 2020. 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 6th March, 2020 The Postal Ballot notice is being sent to members in electronic form whose email addresses is registered with Depository participant and physical copies of the postal ballot notice are being sent to those members who are holding shares in physical 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). Please note that the e-voting is an alternate mode to cast votes and is optional.
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 casted by e voting will prevail and the voting done by physical postal ballot will be considered as invalid.
7. The E voting Shall commence on Thursday 19st March, 2020 at 9:00 A.M and will end on Friday 17th April, 2020 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. The postal Ballot period commences from Thursday 19st March, 2020 at 9:00 AM and ends on Friday, 17th April, 2020 at 5:00 PM, Postal Ballot forms received by scrutinizer after that period will not be considered valid.
9. In case a member is desirous of getting the Physical postal ballot form in duplicate he/she can send the request for the same to the company at apoorvaleasing@gmail.com. The company will send the postal ballot form alongwith postage prepaid self addressed business reply envelop to the member.
10. Members wishing to exercise the option of casting their vote by Physical postal 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 postage business reply envelop to the company on or before 17th April, 2020 at 5:00 P.M. The expense of the postage will be borne by the company. The postal Ballot forms received after Friday 17th April, 2020 will be considered as invalid and will be treated as if no reply has been received from member.
11. In case of joint holding, the postal ballot form must be completed and signed (as per the specimen signature of the shareholder available in the records of depository) by the first named holder of the shares.

12. Unsigned, incomplete, in corrected postal ballot form shall be rejected.
13. Institutional Shareholders (i.e. other than Individuals, HUF, NRI's, etc.) and Body corporate shareholders are required to send relevant Board Resolution/Authority Letter, etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, alongwith the physical postal ballot to the Scrutinizer.
14. The Scrutinizer will submit his report to the 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 20th April, 2020 and the same will be communicated to the stock exchange where the shares of the company are listed.
15. 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.

16. Voting Through electronic means

1. The remote e-voting period begins on Thursday, **19th March, 2020 at 09.00 A.M** and ends on Friday, **17th April, 2020 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 6th March, 2020, 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. 6th March, 2020.
 6. The voting period starts on Thursday 19th March, 2020 at 09:00 A.M. to Friday 17th April, 2020 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 20th April, 2020 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

Item No. 1 To appoint M/s Pawan Nanak Bansal & Co. as Statutory Auditor of the company

M/s Ankur Vinod & Co., Chartered accountant have tendered their resignation from the office of statutory auditor of the company. As per the provisions of section 139(8) of the Companies Act, 2013 the board can appoint statutory auditor subject to the approval of their appointment in the general meeting of the company. Section 102(2) provides that a company can transact any item of business other than the ordinary business and in respect of which directors have a right to be heard at any meeting by means of postal ballot.

Accordingly on the recommendation of audit committee the board proposes the name of M/s Pawan Nanak Bansal & Co., Chartered Accountant to be appointed as statutory auditor of the company in place of M/s Ankur Vinod & Co., chartered accountant to hold office upto the ensuing general meeting of the company.

M/s Pawan Nanak Bansal & Co., Chartered Accountant have conveyed their consent to be appointed as the statutory auditor of the company along with the confirmation that their appointment if made by the members would be within the limits prescribed under Companies Act, 2013

The Board 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.

Item No. 2. To approve the material related party transaction with Mr. Atul Singh Tyagi, Managing Director and Mrs Anupama Singh Tyagi, Director of the company

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounting to 10% or more of the net worth of the Company as per last audited financial statements of the Company.

The Company proposed to purchase of Immovable property situated at C-1/12, Sector- 36, Noida, U.P. standing in the name of Mr. Atul Singh Tyagi, Managing Director and Mrs Anupama Singh Tyagi, Director(Joint Owner) of the Company for a total consideration of Rs.10.25 Crores .

Pursuant to provision of Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 all material related party transaction shall require approval of shareholders through resolutions.

Since the aggregate value of proposed transactions is likely to exceed the ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require prior approval of the members of the Company through an Ordinary Resolution.

The above mentioned property valued by the valuer and the market value of the property is Rs. 10,37,04,054/- as per valuation report dated 22.02.2020. Company interested to invest in the immovable property because its future growth. Company has proposed the price for this property which is lower than the fair market value since it is deal is with Related Party hence company also saving its brokerage charges.

Company will pay the agreed amount within 60 days from the date of approval from member.

The Audit Committee and Board of Directors have reviewed terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

The details of the Related Party transactions are mentioned below:

Name of related Party	Relationship	Monetary Value	Nature of Transaction
Mr Atul Singh Tyagi and Mrs Anupama Singh Tyagi	Managing Director Director	10.25 Crore	Purchase of property

The Board recommends the passing of resolution as Ordinary Resolution.

None of the Directors and Key Managerial Personnel is interested in this resolution except for Mr. Atul Singh, Managing Director and Mrs Anupama Singh Tyagi and their relatives

Date: 12th March, 2020
Place: Noida

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

Sd/-
Pankaj Mishra
Company Secretary

APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

Corporate Office: C-1/9 First Floor, Sector – 31, Gautam Budh Nagar, Noida, 201301

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No.

Folio No/DP ID/ Client ID: *(Applicable to investor holding Shares in dematerialized Form)	
Name and Address:	
No. of Shares held:	
Name of the Joint Holder(S), if any:	

I/we hereby exercise my/ our vote in respect of the 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 Appoint M/s Pawan Nanak Bansal & Co., Chartered Accountant as Statutory Auditor of the company.			
2	To approve the material related party transaction with Mr. Atul Singh Tyagi, Managing Director and Mrs Anupama Singh Tyagi, Director of the company			

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. 16 of notice of postal ballot sent herewith

Last date for Receipt of Postal ballot Form by the Scrutinizer: 17th April, 2020

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 Arvind Kumar, Practicing Chartered Accountant (“Scrutinizer”) at the address of the scrutinizer, F-114, Opp. Desu Office, Laxmi Nagar, Delhi- 110092 in the Attached self -addressed business reply envelope, on or before 5.00 PM on 17th April, 2020. 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 17th April, 2020 will also be accepted.

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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, F-114, Opp. Desu Office, Laxmi Nagar, Delhi- 110092 not later than 17th April-, 2020 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 6th March, 2020.
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.
9. Institutional Shareholders (i.e. other than Individuals, HUF, NRI's, etc.) and Body corporate shareholders are required to send relevant Board Resolution/Authority Letter, etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, along with the postal ballot form to the Scrutinizer.

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

PH # 011-22446748