

APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

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

Registered Office: 3rd Floor, 13/331 , Geeta Colony, Delhi-110031

CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

PH # 0120 – 4372849

To
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

April 04, 2023

Script Code 539545

Subject: Clarification regarding typographical error in the Notice of Postal Ballot & Evoting dated April 04, 2023

Ref: Correction in Postal Ballot Notice dated April 04, 2023

Dear Sir/Mam

This is to inform you that on April 04, 2023, we had circulated a Postal Ballot Notice dated April 04, 2023, for conduct of following business:

- i. To obtain shareholders' approval for appointment of Mr. Sanjay Kumar (DIN: 03379421) and Mr Vasu Gambhir (DIN: 09817103) as Non-Executive - Independent Director of the Company, by means of Special Resolution.
- ii. To obtain shareholders' approval to approve appointment of M/s Singhal & Gupta, Chartered Accountants (ICAI Firm Registration No. 030703C) as Statutory Auditors of the Company by Ordinary Resolution.

In this regard Shareholders are requested to kindly note that there was an inadvertent typographical error in Date of End of Voting , Tentative date of submission of the report on voting by the Scrutinizer, Tentative Date of declaration of the result of voting by the Chairman or any other director authorized by the Board, Tentative Date of intimation to Stock exchange of voting results and placing the same on website of the Company.

In a view of providing true and fair information, we are enclosing herewith duly corrected Postal Ballot Notice with Calendar of Events.

Pursuant to applicable regulations of the Listing Regulations, please find the enclosed the following:

1. Calendar of Events (**Annexure-I**)
2. Notice of Postal Ballot (**Annexure-II**)

All other details given in the Postal Ballot Notice including the processes, notes and instructions relating to e-voting shall remain unchanged. The Postal Ballot Notice should be read in continuation with this clarification letter.

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The above information will also be made available on the website of the Company:
<http://www.apoorvaleasingfinance.com>.

Kindly take the same on record and oblige.

Thanking You

Yours faithfully,

For Apoorva Leasing Finance & Investment Co Ltd

(Nitin Dubey)

Company Secretary

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ANNEXURE-1**CALENDAR OF EVENTS FOR POSTAL BALLOT**

S. No	EVENTS	DATE
1	Date on which the Scrutinizer consent received	April 01, 2023
2	Date of Board Resolution for Postal Ballot and appointment of Scrutinizer	April 04, 2023
3	Cut-off date for determining list of shareholders who is eligible to participate in voting through postal ballot	April 14, 2023
4	Submission of copy of postal ballot notice to stock exchange and placing the same on the website of the Company	April 04, 2023
5	Commencing the dispatch of the notice of postal ballot (email and physical) along with the postal ballot form to the members of the Company	April 14, 2023
6	Tentative Date of completion of dispatch of postal ballot notice along with postal ballot forms	April 20, 2023
7	Date of publishing the advertisement in newspaper for postal ballot	April 21, 2023
8	Date of Commencement of Voting	April 20, 2023
9	Date of End of Voting	May 19, 2023
10	Tentative date of submission of the report on voting by the Scrutinizer	May 21, 2023
11	Tentative Date of declaration of the result of voting by the Chairman or any other director authorized by the Board	May 21, 2023
12	Tentative Date of intimation to Stock exchange of voting results and placing the same on website of the Company.	May 21, 2023

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ANNEXURE-II

NOTICE OF POSTAL BALLOT AND E- VOTING

NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), Clause 16 of Secretarial Standard-2 (“**SS-2**”) including any statutory modification or re-enactment thereof for the time being in force, that Apoorva Leasing Finance And Investment Company Limited (hereinafter referred to as the “**Company**”) is seeking the approval of the members by way of Special Resolution, for appointment of Mr Vasu Gambhir, (DIN: 09817103) and Mr Sanjay Kumar (DIN: 03379421) as an Independent Director of the Company through postal ballot / e-voting.

The Ministry of Corporate Affairs, Government of India (“**MCA**”) in terms of the General Circular No. 33/2020 dated September 28, 2020 read with General Circular No.14/2020 dated 8th April, 2020 General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 5, 2022 (the “**MCA Circulars**”), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions of urgent nature requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the “**SEBI Listing Regulations**”) and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository. Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolution setting out the material facts concerning item and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you for your consideration pursuant to Rule 22(5) of the Management Rules.

The Board of Directors of the Company has appointed CS S P Ranjan, Proprietor of M/s SPR & Co, Practising Company Secretary (CP No. 18319), as the Scrutinizer (hereinafter referred as the “**Scrutinizer**”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before May 21, 2023, at the corporate office of the Company and will be displayed at the corporate office of the Company and intimated/communicated to BSE Limited (the “**BSE**”) (hereinafter referred to as the “**Stock Exchange**”) where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company’s website www.apoorvaleasing.com and on the website of National Securities Depository Limited i.e. evoting.nsdl.co.in.

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The resolution, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., May 19, 2023. The members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

1. Appointment of Mr. Sanjay Kumar (DIN: 03379421) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on January 12, 2022 and April 27, 2022, and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Sanjay Kumar (DIN: 03379421), who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors with effect from 04/04/2023 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16 (1) (b) of SEBI Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations and confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company.

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

2. Appointment of Mr. Vasu Gambhir (DIN: 09817103) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on January 12, 2022 and April 27, 2022, and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Vasu Gambhir (DIN: 09817103), who was appointed as an Additional Director designated as

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Independent Director of the Company by the Board of Directors with effect from 04/04/2023 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16 (1) (b) of SEBI Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations and confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company.

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

3. To approve appointment of M/s Singhal & Gupta, Chartered Accountants (ICAI Firm Registration No. 030703C) as Statutory Auditors of the Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution-

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the 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 amendment thereto or re-enactment thereof for the time being in force) and upon recommendations of the Audit Committee, M/s Singhal & Gupta, Chartered Accountants (ICAI Firm Registration No. 030703C) be appointed as statutory auditors of the Company and to hold office until the conclusion of the next (40th) Annual General Meeting of the Company, at a remuneration as mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT any of the Directors or any one from Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution.

By order of the Board of Directors
For **Apoorva Leasing Finance And Investment Company Limited**

Sd/-
Nitin Dubey
Company Secretary & Compliance Officer
Membership No. ACS-26979

Place: Noida
Date: April 04, 2023.

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NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is 14/04/2023 (“**Cut-off Date**”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 5, 2022 (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e., <http://www.apoorvaleasingfinance.com/> and on the e-voting website of National Securities Depository Limited (NSDL) i.e. evoting.nsdl.co.in
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the SEBI Listing Regulations”) and in accordance with the MCA Circulars, the Company has engaged NSDL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
6. E-voting shall commence on 20/04/2023, at 9.00 A.M. (IST) and end on 19/05/2023 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
7. The Board of the Company has appointed CS S P Ranjan, Proprietor of M/s SPR & Co, Practising Company Secretary (CP No. 18319) as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
8. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of e-voting but not later than 21/05/2023. The Results of the E-voting/Postal Ballot will be declared on or before 21/05/2023, at the corporate office of the Company and displayed at the corporate office and on the website of the Company, on the website of NSDL and intimated to the Stock Exchange on which the equity shares of the Company are listed.
9. The Postal Ballot Notice is also being uploaded on the Company’s website, <http://www.apoorvaleasingfinance.com/> and of NSDL and of NSDL i.e. [evoting.nsdl.co.in. /](http://evoting.nsdl.co.in/)
10. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
11. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
12. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., Bigshare Services Private Limited to enable the Company to communicate to the members, the information about various developments in the Company via e-mail/SMS.

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13. The remote e-voting process shall be as under:

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed hereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the Company has arranged remote e-voting facility for all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members.

The instructions for shareholders voting electronically are as under:

The voting period begins on 20/04/2023 at 9:00 a.m. and ends on 19/05/2023 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14/04/2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select


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	<p>“Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"><div style="text-align: center; margin-right: 20px;"> App Store</div><div style="text-align: center; margin-right: 20px;"> Google Play</div></div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"><div style="text-align: center; margin-right: 20px;"></div><div style="text-align: center;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the

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	<p>user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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CIN No. L74899DL1983PLC016713 Email : apoorvaleasing@gmail.com

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to officespranjan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

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on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to apoorvaleasing@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to apoorvaleasing@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1 - Appointment of Mr. Sanjay Kumar (DIN: 03379421) as an Independent Director of the Company.

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The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sanjay Kumar, as an Additional Director designated as Independent Director of the Company, with effect from 04/04/2023, under Section 149, 150, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company subject to the approval of Members and any other approval as may be required from time to time.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Sanjay Kumar, shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Mr. Sanjay Kumar, being eligible for appointment as Independent Director providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

The Company has also received a declaration from Mr. Sanjay Kumar confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI Listing Regulations, as amended from time to time confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company.

Directorship(s) / Membership(s) in other Companies - Unlisted Public Companies – NIL

Mr. Sanjay Kumar meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Mr. Sanjay Kumar (DIN: 03379421) is not inter-se related with any other Director or Key Managerial Personnel of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sanjay Kumar (DIN: 0379421) as an Independent Director.

A copy of the draft Letter of Appointment for the said Independent Director is available for inspection through electronic mode, basis the request being sent on apoorvaleasing@gmail.com.

Except Mr. Sanjay Kumar, being an appointee, none of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Mr. Sanjay Kumar, as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

Item No. 2 - Appointment of Mr. Vasu Gambhir (DIN: 09817103) as an Independent Director of the Company.

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The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vasu Gambhir, as an Additional Director designated as Independent Director of the Company, with effect from 04/04/2023 under Section 149, 150, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company subject to the approval of Members and any other approval as may be required from time to time.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Vasu Gambhir shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Mr. Vasu Gambhir, being eligible for appointment as Independent Director providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

The Company has also received a declaration from Mr. Vasu Gambhir, confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI Listing Regulations, as amended from time to time confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company.

Directorship(s) / Membership(s) in other Companies - Unlisted Public Companies – NIL

Mr. Vasu Gambhir meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

Mr. Vasu Gambhir (DIN: 09817103) is not inter-se related with any other Director or Key Managerial Personnel of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vasu Gambhir (DIN: 09817103) as an Independent Director.

A copy of the draft Letter of Appointment for the said Independent Director is available for inspection through electronic mode, basis the request being sent on apoorvaleasing@gmail.com.

Except Mr. Vasu Gambhir, being an appointee, none of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

Except Mr. Vasu Gambhir, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee considers the appointment of Mr. Vasu Gambhir, as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members

Item No. 3 - To approve appointment of M/s Singhal & Gupta, Chartered Accountants (ICAI Firm Registration No. 030703C) as Statutory Auditors of the Company.

M/s. Pawan Nanak Bansal., Chartered Accountants, (ICAI Firm Registration No. 008953C), was appointed as statutory auditor of the Company by the members at their AGM held on 30/09/2020 for a period of 5 years

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tAGM until the conclusion of 42nd AGM of the Company to be held in calendar year 2025. M/s. Pawan Nanak Bansal & Co., Chartered Accountants has resigned on 29/03/2023 before completion of its term, from the position of Statutory Auditors due to pre-occupation with work of other companies and firms. The Audit Committee and Board of Directors of the Company aligned with the reasons stated in the resignation letter received from the Auditors. The resignation of M/s Pawan Nanak Bansal & Co., before completion of its term as auditor caused a casual vacancy in the office of Statutory Auditors as per the provisions of section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

The Board, on the basis of recommendation of Audit Committee, proposes that M/s. Singhal & Gupta, Chartered Accountants (ICAI Firm Registration No. 030703C), be appointed as the Statutory Auditors of the Company w.e.f. 04/04/2023 to hold office up to the conclusion of next Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of said M/s. Pawan Nanak Bansal & Co., Chartered Accountants (ICAI Firm Registration No. 008953C), Chartered Accountants, M/s. Singhal & Gupta, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board proposes and recommends the aforesaid resolution for your approval.

None of the Directors / Key Managerial Personnel and their relatives is in any way, concerned or interested in the said resolution.

**By order of the Board of Directors
For Apoorva Leasing Finance And Investment Company Limited**

Place: Noida
Date: April 04, 2023

**Sd/-
Mr. Nitin Dubey
Company Secretary & Compliance Officer
Membership No. ACS-26979**