

ASIT C. MEHTA FINANCIAL SERVICES LTD.

Registered Office: 'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai 400072. • Tel.: +91-22 61325757 / 28583333

Email id: investorgrievance@acmfsl.co.in / compliance@acm.co.in / accounts@nucleusservices.com

Website: www.acmfsl.com • CIN: L65900MH1984PLC091326

June 7, 2023

The BSE Limited

Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Ref: Scrip Code- 530723

Dear Sir,

Sub.: Intimation regarding Postal Ballot.

This is to inform you that the Company is seeking Member's approval by way of Postal Ballot for the resolutions mentioned in the attached Notice of Postal Ballot.

The voting on the resolution begins on Friday, June 9, 2023 and will end on Saturday, July 8, 2023.

Please find enclosed the Notice of Postal Ballot along with the explanatory statement.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours truly,

For Asit C. Mehta Financial Services Limited

DEENA ASIT

MEHTA
Deena Mehta

Director

DIN: 00168992

Digitally signed by
DEENA ASIT MEHTA
Date: 2023.06.07 17:35:11
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ASIT C. MEHTA FINANCIAL SERVICES LIMITED

CIN: L65900MH1984PLC091326

Regd. Office: 'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai: 400072

Tel: 28570781 / 28583333

Website: www.acmfsl.com **Email id:** investorgrievance@acmfsl.co.in

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

NOTICE OF POSTAL BALLOT

Notice issued to members pursuant to Section 110 of the Companies Act, 2013 read along with the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 108, 110 other applicable provisions, if any of the Companies Act, 2013, (the Act), read together with Rule 20 and 22 the Companies (Management and Administration) Rules, 2014, (the Rules), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), each as amended, and 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 No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.2/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 and any other circulars issued from time to time issued by the Ministry of Corporate Affairs (MCA Circulars), and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution set out below is proposed to be passed by members of the Company through postal ballot via remote e-voting process only. An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning and the reasons thereof is annexed to the Notice for your consideration. In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the aforesaid Circulars, this Notice is being sent by email to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014. The same is also available on the Company's website at www.acmfsl.com, on the website of BSE Limited and on the website of CDSL at www.evotingindia.com.

Members who have not registered their email addresses so far are requested to get their email addresses registered. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants. Members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in with a copy to compliance@acm.co.in by providing Folio No., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhaar card) for registering email address. The Board of Directors has appointed M/s. P Singhania & Associates, Practising Chartered Accountants, as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.

Central Depository Services (India) Limited (CDSL) will be facilitating e-voting to enable the members to cast their votes electronically. Members are requested to read the notes to the Notice and instructions for e-voting. Upon completion of e-voting, the Scrutiniser will submit her report to the Chairman and Company Secretary of the Company. The result of voting would be announced by the Chairman or Company Secretary or the Chief Financial Officer of the Company, on or before Saturday, July 10, 2023 at 05:00 p.m. The result would be intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutiniser's report on the Company's website viz. www.acmfsl.com.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/ rationale pertaining to the said Resolutions are annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modifications or re-enactments thereof), and SEBI rules and regulations, to the extent applicable and in accordance with the Memorandum of Association and Articles of Association of the Company, and subject to all such consent(s), permission(s), sanction(s) of the authorities concerned, as may be required, including any such condition(s), and modification(s) as may be imposed, while granting such consent(s), permission(s), sanction(s), which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board for conversion of the unsecured loan given by Cliqtrade Stock Brokers Private Limited, Promoter of the Company (hereinafter referred to as the “Lender”), into Equity Shares of the Company by issue, offer and allotment of requisite number of Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each to the Lender, upon exercise of the desire to convert the unsecured loan given by them and the said offer shall not exceed Rs.30,00,00,000/- (Rupees Thirty Crores Only), an amount which includes principal and interest outstanding (Net of TDS as applicable) on the date of conversion, in accordance with the following conditions:

- (i) The Loan conversion as aforesaid shall be exercised by the Lender against issue and allotment of Equity Shares of the Company in preferential issue and/or rights issue and/ or any other permissible mode, at a price to be determined by the Board.
- (ii) On receipt of the notice of conversion, the Company shall, issue and allot the requisite number of fully paid-up Equity Shares to the Lender, and from the date of conversion the Lender shall accept the same in satisfaction of the loans so converted;
- (iii) The loan so converted shall cease to carry interest from the date of application and the loan shall correspondingly reduce/extinguish.
- (iv) The Equity Shares so allotted and issued to the Lender shall carry, from the date of allotment, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the

Company and the said shares shall rank pari passu with the existing Equity Shares of the Company in all respects.

FURTHER RESOLVED THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds, and things as may be necessary and shall issue and allot requisite number of fully paid-up Equity Shares in the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of equity shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and be listed on Exchange where the Equity Shares of the Company are currently listed.

FURTHER RESOLVED THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution”.

By Order of the Board of Directors
For **Asit C. Mehta Financial Services Limited**

Sd/-

Khushboo Hanswal

Company Secretary & Compliance Officer

Date: 29th May 2023

Place: Mumbai

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed resolution given in this Postal Ballot Notice.
2. In line with the Circulars issued by the Ministry of Corporate Affairs vide General Circulars No.14/ 2020 dated April 08, 2020,17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 and any other circulars issued from time to time by MCA (collectively the 'MCA Circulars'), the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.acmfsl.com, on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com.
3. In accordance with the provisions of the MCA Circular, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. Resolution 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.
5. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the resolutions set forth in this Postal Ballot Notice.
6. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's Resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at investorgrievance@acm.co.in. The scanned image of the above documents should be in the naming format 'Board Resolution'
7. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, all individual members holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts/ websites of Depositories/ Dps thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
8. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts with respect to the Special Business set out in the Notice is annexed hereto. Members who have registered their e-mail ids for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail.

10. As per the MCA Circulars, the hard copy of Postal Ballot Notice along with postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
11. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, June 2, 2023 i.e. the cut-off will be considered eligible for the purpose of voting. A person who is not a member as on Friday, June 2, 2023 i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
12. The Company has appointed M/s P Singhania and Associates, Practising Chartered Accountants, as Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the members of the Company.
13. Central Depository Services (India) Limited (CDSL) will be facilitating e-voting to enable the members to cast their votes electronically. The voting rights of members shall be in proportion to their share of the paid-up Equity Share capital of the Company as on the cut-off date i.e. Friday, June 2, 2023. The voting period commences on Friday, June 9, 2023 at 9.00 a.m. and ends on the close of working hours (i.e. 17:00 hours) on Saturday, July 8, 2023 at 5:00 p.m. (inclusive of both the days). The e-voting module shall be disabled by CDSL for voting thereafter.
14. The Scrutinizer's decision on the validity of e-voting will be final. E-voting shall not be exercised by a proxy. The Scrutinizer will submit her report to the Chairman and Company Secretary of the Company after completion of the scrutiny and the results of postal ballot will be announced on or before Monday, July 10, 2023. The result would be intimated to the Stock Exchanges where the Company's shares are listed, published in the newspapers and displayed along with the Scrutiniser's report on the Company's website viz. www.acmfsl.com.
15. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, except Saturdays, from the date hereof upto Saturday, July 8, 2023 electronically. Members seeking inspection may send an email to compliance@acm.co.in. The procedure and instructions for e-voting are as follows: **CDSL e-Voting System – For Remote e-voting and e-voting during postal ballot.**

The procedure and instructions for e-voting are as follows:

CDSL e-Voting System – For Remote e-voting and e-voting during postal ballot.

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the postal ballot of the company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)

and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the postal ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system for the postal ballot will be provided by CDSL.

INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period **begins on Friday, June 9, 2023 at 9.00 A.M and ends on Saturday, July 8, 2023, 05.00 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 2, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolution.
- iii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.
- iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- vi. Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual members holding securities in Demat mode is given below:

| Type of members | Login Method |
|---|---|
| Individual members holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1. Users of who have opted for CDSL’s 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 URLs for users to login to Easi/ Easiest are https://web.cdslindia.com/mveasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi/ Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/mveasi./Registration/ EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the postal ballot voting. |
| Individual members holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual members (holding securities in demat mode) login through | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider’s |

| | |
|---|---|
| their Depository Participants | website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|---|---|

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

A. Login method for e-Voting and joining virtual meeting for members other than individual members & physical members.

| Login type | Helpdesk details |
|--|---|
| Individual members 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 022-23058738 and 22-23058542-43. |
| Individual members 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 toll free no.: 1800 1020 990 and 1800 22 44 30 |

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

- 1) The members should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) After entering these details appropriately, click on “SUBMIT” tab.
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.
- 7) Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 8) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Click on the EVSN for the relevant **“Asit C Mehta Financial Services Limited”** on which you choose to vote. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting.
- 9) 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. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details. After selecting the resolution, you have decided to vote on, click on “SUBMIT”.
- 10) 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. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 11) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. **Facility for Non – Individual Members and Custodians –Remote Voting.**
- 12) Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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.
- 13) 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.
 - Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@acm.co.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical members- please provide necessary details like Folio No., Name of members, 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 Company/RTA email id.
2. For Demat members - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id compliance@acm.co.in/rnt.helpdesk@linkintime.co.in; If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT:

Pursuant to Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice.

The Board recommends Resolution set out in the Notice as a Special Resolution for the approval of the Members.

Cliqtrade Stock Brokers Private Limited, the Promoter of Company has provided financial assistance to the company by way of unsecured loans.

The Board of Directors of the Company at its meeting held on Monday, May 29, 2023, decided to convert the amount due towards the unsecured loan of Cliqtrade Stock Brokers Private Limited, Promoter of the Company into the Equity Shares of the Company subject to approval from members. Further the Board has also considered that, it would be in the interest of the Company to convert the outstanding unsecured loans of the Lender alongwith net interest payable as on the date of application for the said shares into Equity Shares, which will enhance the networth and financial position of the Company. Therefore, the Board recommended to convert the outstanding loans made to the Company as mentioned above and allotment of Equity Shares by any permissible mode by conversion of their outstanding loan amounts.

As per the loan agreement entered into between Cliqtrade Stock Brokers Private Limited (Lender) and the Company, Cliqtrade Stock Brokers Private Limited is entitled to receive repayment of Principal and Interest from time to time. It is proposed to permit usage of such receivables from the Company instead of payment by cash by the Lender for applying to the proposed Issue of shares by the Company. Such application of interest and principal of their loans into application money towards the fully paid up Equity Shares and proposed issue and allotment of Equity Shares shall be governed by applicable provisions of SEBI rules and regulations. In terms of the aforesaid Agreement, the Company shall make an issue and allotment of such number of Equity Shares of face value of Rs.10/- (Rupees Ten Only) each to Cliqtrade Stock Brokers Private Limited, Promoter of the Company which shall not exceed the amount of principal and interest outstanding as on date of conversion, at a price as may be decided by the Board.

The conversion by the Lender shall be in accordance with the following conditions:

- (i) The conversion right reserved as aforesaid shall be exercised by the Lender against issue and allotment of Equity Shares of the Company in preferential issue and/or rights issue and/ or any other permissible mode, at a price as may be decided by the Board.
- (ii) On receipt of the notice of conversion, the Company shall, issue and allot the requisite number of fully paid-up Equity Shares to the Lender, and from the date of conversion the Lender shall accept the same in satisfaction of the loans so converted;
- (iii) The loan so converted shall cease to carry interest from the date of application and the loan shall correspondingly reduce/extinguish.
- (iv) The Equity Shares so allotted and issued to the Lender shall carry, from the date of allotment, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company and the said shares shall rank pari passu with the existing Equity Shares of the Company in all respects.

None of the Directors except those representing the Lender cum Promoter and Key Managerial Personnel of the Company and their relatives may be deemed to be interested in this resolution, except to the extent of their respective shareholding in the Company, if any.

The Board recommends passing of the resolution as set out in the notice as Special resolution.