

ASIT C. MEHTA FINANCIAL SERVICES LTD.

Registered Office: 'Pantomath Nucleus House', Saki Vihar Road, Andheri (East), Mumbai 400072,
Maharashtra, INDIA Tel.: 022 - 61325757 / 28583333 • Email Id: investorgrievance@acmfsl.co.in
Website: www.acmfsl.com • CIN: L65900MH1984PLC091326

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Asit C. Mehta Financial Services Limited (“the Company”) pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI) read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and pursuant to all other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot only by way of voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended with the Notice of Postal Ballot Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, appointed CS Hemanshu Kapadia (Membership No. F3477), Proprietor of M/s Hemanshu Kapadia & Associates, Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing remote e-voting facility to its all Members.

In compliance with the MCA and SEBI Circular(s), this Postal Ballot Notice along with explanatory statement is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent. Members whose e-mail address is not registered with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent, may please follow the process provided in the notes to the postal ballot notice for registration of e-mail address as well as to receive this Notice and login ID and password for remote e-voting.

Members are requested to follow the procedure and read the instructions as stated in the Notes of the Postal Ballot Notice to cast their vote electronically not later than 05:00 P.M. (IST), Tuesday, May 07, 2024 i.e. the last day to cast vote electronically, to be eligible for being considered.

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Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorised by him after completion of remote e-voting period. The results of the Postal Ballot will be announced within 2 working days from conclusion of the remote e-voting period. The results of the Postal Ballot along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and shall also be communicated to BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results shall also be uploaded on the Company's website at <https://www.acmfsl.com/> and on the website of CDSL at <https://www.evotingindia.com/>.

SPECIAL BUSINESS:

APPOINTMENT OF MR. BINOY K. DHAROD, CHIEF FINANCIAL OFFICER OF THE COMPANY, AS MANAGER.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2023 and Rules incorporated thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members be and is hereby accorded to appoint/ designate Mr. Binoy K. Dharod, Chief Financial Officer of the company, as Manager with effect from February 8, 2024 for a period of five (5) years (i.e. upto 07th February, 2029) on such terms and conditions including remuneration as set out in this resolution and the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board, upon recommendations of Nomination and Remuneration Committee and the Board, be and are hereby authorized to alter and vary the terms and conditions of the appointment of Manager."

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

Sd/-

Puspraj R. Pandey
Company Secretary

Date: April 02, 2024

Place: Mumbai

Notes:

1. The explanatory statements pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the businesses specified in this Notice is annexed hereto and the same should be taken as part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received by the Company from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Wednesday, April 03, 2024 (the 'cut-off date') and who have registered their e-mail addresses in respect of

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electronic holdings with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited ("RTA"). As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

3. Members may note that this Postal Ballot notice will also be available on the website of the Company at www.acmfsl.com, website of the Stock Exchange on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com.
4. The voting rights of the members shall be reckoned in proportion to the equity shares held by them as on cut-off date i.e. Wednesday, April 03, 2024. Only those members holding shares either in physical form or dematerialized form as on the cut-off date shall be entitled to cast their vote by remote e-voting. A person who is not a member as on cut-off date should treat this notice for information purpose only.
5. It is clarified herein that, all members of the Company as on cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agent) shall be entitled to vote on the Resolution.
6. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the applicable provisions of SEBI Listing Regulations, the Company can serve notices and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company/
7. Depositories/ Depository Participants/ Registrar and Share Transfer Agent. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of demat holdings with the Depository through their concerned Depository Participant and members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited by sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at investorgrievance@acm.co.in. Further, those members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/Annual Report and other communications electronically to their e-mail address in future.
8. The portal for remote e-voting will remain open for the Members for exercising their voting rights from Monday, April 08, 2024 (09:00 A.M. IST) till Tuesday, May 07, 2024 (05:00 P.M. IST), both days inclusive. Please note that remote e-voting module will be disabled for voting by CDSL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on cut-off date, may cast their vote electronically. Once vote on the resolution is cast by the member, he/ she shall not be allowed to change it subsequently.
9. In case of any queries, you may contact the Company at investorgrievance@acm.co.in or at its Registered Office at Pantomath Nucleus House, Saki Vihar Road, Andheri East, Mumbai – 400072.

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10. The resolution, if approved by the members through Postal Ballot with requisite majority, shall be deemed to have been duly passed on the last date of remote e-voting period i.e. Tuesday, May 07, 2024 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Also, the resolutions passed by members with requisite majority shall be deemed to have been passed at a general meeting of members convened on that behalf.
11. A member cannot exercise his vote by proxy on Postal Ballot.
12. **Instructions and information relating to remote e-voting are as follows:**
- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Management Rules, and Regulation 44 of the LODR Regulations, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by CDSL.
 - ii. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members on Wednesday, April 03, 2024 ('cut-off date'). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Postal Ballot notice for information purpose only.
 - iii. Voting rights through e-voting cannot be exercised by a proxy.
 - iv. The remote e-voting period commences at 9.00 a.m. IST on Monday, April 08, 2024 and ends at 5.00 p.m. IST on Tuesday, May 07, 2024. The remote e-voting module will be disabled by CDSL for voting thereafter. The detailed process for remote e-voting is given below.
 - v. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his report to the Chairman. The result of the voting by Postal Ballot will be announced on or before Wednesday, May 08, 2024.
 - vi. The result shall be announced on the website of BSE Limited i.e. www.bseindia.com The results will also be disclosed on the Company's website at www.acmfsl.com and on the website of CDSL at www.cdslindia.com.
 - vii. Resolution passed by the members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., Tuesday, May 07, 2024.

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

- i. The voting period begins on Monday, April 08, 2024 at 9.00 A.M and ends on Tuesday, May 07, 2024 at 5.00 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 Wednesday, April 03, 2024 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 December 9 2020 and Regulation 44 of LODR Regulations; 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.

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- iv. In terms of the aforesaid SEBI circular on the 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 the e-Voting facility.
- v. Pursuant to the aforesaid SEBI Circular, the login method for e-voting and joining virtual meetings for Individual members holding securities in demat mode is given below:

Login method for remote 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 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.

| Type of shareholders | Login method |
|--|--|
| Individual shareholders holding securities in demat mode with NSDL | A. Users registered for NSDL IDeAS facility: <ol style="list-style-type: none">1. Open web browser by typing the following URL: https://eservices.nsdl.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.2. A new screen will open. 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.3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. |
| | B. Users not registered for IDeAS e-Services: <p>Option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> |

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C. By visiting the e-voting website of NSDL:

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. Once the home page of e-voting system is launched, click on the "Login" icon, available under the 'Shareholder/Member' section.
2. A new screen will open. Enter your User ID (i.e. your 16-digit demat account number held 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.
3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting.

D. By NSDL Mobile App

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual shareholders holding securities in demat form in CDSL

A. Existing users who have opted for Easi/Easiest:

1. URL to login to Easi/Easiest: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on login icon and select New System Myeasi
2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.
3. After successful login on Easi/Easiest, 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.

B. Users who have not opted for Easi/Easiest:

Option to register for Easi / Easiest is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>. Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-voting website of CDSL:

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| | |
|---|---|
| | <ol style="list-style-type: none">1. 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 & e-mail ID as recorded in the demat Account.2. 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 Shareholders (holding securities in demat mode) logging through their depository participants | <ol style="list-style-type: none">1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.2. 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.3. Click on option available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. |
| Important Note: Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites. | |
| Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL: | |
| Shareholders facing any technical issue – NSDL | Shareholders facing any technical issue – CDSL |
| Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30 | Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43. |

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

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 hemanshu@hkacs.com with a copy marked compliance@acm.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 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

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Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.

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:

- a. For members holding physical shares - 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.
- b. 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 (selfattested 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.

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Explanatory Statement

Pursuant to Section 102 and 110 of the Act

The Board of Directors at its meeting held on February 08, 2024 on the recommendation of the Nomination and Remuneration Committee and subject to approval of Members of the Company approved the appointment of Mr. Binoy K. Dharod as Manager of the Company with immediate effect for the period of 5 (five) years i.e. from February 08, 2024 until February 07, 2029 in place of Mr. Pankaj J. Parmar, who has tendered his resignation of February 08, 2024.

Mr. Dharod, aged 37 years, is a Chartered Accountant and commerce graduate and having more than 10 years of rich experience in Accounts, Tax, GST and other financial services at senior level positions, currently he has been associated as Chief financial officer of the Company since August 2022.

Mr. Dharod is not disqualified to act as Manager in term of sections 196, 203 and relevant rules incorporated thereunder. The relevant documents relating to appointment of Mr. Binoy Dharod are available for inspection by Members at the Corporate Office of the Company.

The terms and conditions of appointment of Mr. Dharod shall remain same on which he has been acting as Chief Financial officer of the Company and the Remuneration payable will be as under:

- Basic Salary: Rs. 5,01,957/- P.A.
- House Rent Allowance (HRA): Rs. 2,46,008/- P.A.
- Other Allowance and Perquisites: Rs. 2,87,035/- P.A.

In pursuance of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, as amended from time to time, the disclosures regarding his appointment are separately provided in this Notice as Annexure-1.

Except Mr. Binoy K. Dharod, being Chief Financial Officer of the Company, none of the other directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 1.

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

Sd/-
Puspraj R. Pandey
Company Secretary & Compliance officer

Date: 02nd April 2024
Place: Mumbai

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ANNEXURE-1

| | |
|--|---|
| Name | Mr. Binoy K. Dharod |
| Designation | Chief Financial Officer (CFO) and Manager |
| Age (years) | 37 |
| Expertise in specific functional areas | Accountancy, Taxation & Finance |
| Date of appointment as Manager (Appointed as a manager of the Company for a period of five years from February 08, 2024 to February 07, 2029, subject to approval of the Shareholders) | February 08, 2024 |
| Shareholding in the Company as on the date of Postal Ballot notice (self and beneficial basis only) | NIL |
| Details of remuneration last drawn | NIL |
| Details of proposed remuneration (CTC Rs.10,35,000/- P.A.) | <ul style="list-style-type: none">• Basic Salary: Rs. 5,01,957/- P.A.• House Rent Allowance (HRA): Rs. 2,46,008/- P.A.• Other Allowances & Perquisites: Rs. 2,87,035/- P.A. |
| Inter-se relationships between <ul style="list-style-type: none">• Directors• Key Managerial Personnel | NIL |
| Number of meetings of the Board attended during the financial year 2023-24 | NIL |
| Chairperson/Membership of the Committee(s) of Board of Directors of the Company as on the date of Postal Ballot notice | NIL |
| Other companies in which he is a Director excluding Directorship in Private and Section 8 companies as on the date of Postal Ballot notice | NIL |
| Chairperson/Membership of the Committee(s) of Board of Directors of other companies in which he is a Director excluding Private and Section 8 companies as on the date of Postal Ballot notice | NIL |
| Listed companies from which the person has resigned in the past three years | NIL |