

SRI AMARNATH FINANCE LIMITED

CIN: L74899DL1985PLC020194

Regd. Office: 4883-84, Second Floor, Main Road, Kucha Ustad Dag, Chandni Chowk, Central Delhi-110006

Ph. No. 011-23953204/23392222

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POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the following resolutions seeking shareholders’ approval are proposed to be passed by Postal Ballot/ e-voting. The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with a Postal Ballot Form is annexed herewith.

The Company has appointed M/s Sumit Bajaj & Associates, Delhi (Membership No. 45042 C.P. No. 23948) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer, at his address at 888, First Floor, Kaling Marg, Sector-5, Vaishali, Ghaziabad-201010 on or before close of business hours on Saturday, 5.00 p.m. IST, 26.02.2022, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Managing Director of the Company or in his absence to the Company Secretary of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on 02nd day of March, 2022 at the Registered Office of the Company.

The result of the Postal Ballot shall also be hosted on the website of the Company www.sriamanathfinance.in and also be displayed at the registered office of the Company besides communicating to BSE Limited.

Proposed Resolutions

1. To consider and, if thought fit, to pass the following resolution, as a Special Resolution, for **Reclassification of Promoter & Promoter Group:**

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other appropriate statutory authorities as

may be necessary, the consent of the members of the Company be and is hereby accorded to reclassify the following persons/entity (hereinafter individually & jointly referred to as the 'Outgoing Promoters & Promoter Group') forming part of the Promoter Group from Promoter & Promoter Group to public category.'

Name of Individual	No. of shares held	% of total equity capital
Surendra Jain	1,82,500	1.83%
Virendra Jain	1,95,400	1.96%
Babita Jain	1,80,500	1.81%
Priti Jain	1,92,500	1.93%
M/sSunshine Capital Limited	0	0
Total	7,50,900	7.53%

“RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following conditions:

- i) The aforesaid person(s)/entity do not hold more than 10% of paid up equity share capital of the Company. In fact, the aggregate shareholding of all of the above 5 persons/entity is only 7.53% of the share capital of the Company. Due to their existing shareholding in the Company is very less and they do not exercise any control over the Company and are also not engaged in the management of the Company.
- ii) That the aforesaid persons/Individuals/entity have not and will continue to not exercise direct or indirect control over the affairs and decision making process of the Company. Further they are also never privy to any price sensitive information of the Company.
- iii) That the above referred shareholders have not been or would not be appointed as Key Managerial Personnel (KMP) of the Company.
- iv) That no special right formal or informal arrangements with the Company or promoters or any person in the Promoter Group. Further they are also never privy to any price sensitive information of the Company.

“RESOLVED FURTHER THAT after such reclassification following persons shall become the promoters of the Company pursuant to the open offer (hereinafter individually & jointly referred to as the 'New Promoters'):

Name	Number of shares held	% to Paid up capital	Status in open offer
Rakesh Kapoor	5,39,600	5.4%	Acquirer
Manish Kapoor	12,39,871	12.42%	Acquirer
Archana Kapoor	3,85,000	3.86%	PAC
Meenu Kapoor	3,74,100	3.75%	PAC
Raghav Kapoor	3,82,000	3.83%	PAC
Rishabh Kapoor	3,82,400	3.83%	PAC
Uday Kapoor	3,88,800	3.90%	PAC
Karan Kapoor	3,86,600	3.87%	PAC
Total	40,78,371	40.86%	

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“RESOLVED FURTHER THAT on approval of the SEBI/ Stock exchanges upon application for reclassification of the aforementioned persons, the Company shall effect such reclassification in the Statement of shareholding pattern from immediate succeeding quarter under regulation 31 of SEBI (LODR), Regulations, 2015 and compliance to SEBI (Substantial Acquisition of shares and takeovers), Regulations, 2011, Securities and exchange Board of India (Prohibition of insider trading) regulations, 2015, and other applicable provisions.

“RESOLVED FURTHER THAT Mr. Rakesh Kapoor, Director of the Company and Swati Srivastava, Company Secretary or such other person as authorized by the board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock exchanges wherein the securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

For and on Behalf of the Board
For **Sri Amarnath Finance Ltd**

Rakesh Kapoor
Managing Director
DIN: 00216016

Date: 22nd December,2021
Place: Delhi

NOTES:

- a. Explanatory Statement for the proposed resolution mentioned above pursuant to Section 102 of the Companies Act, 2013 and its other applicable setting out material facts is appended herein below.
- b. **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. before the date of the Postal Ballot and copies thereof shall also available for inspection during the aforesaid period.
- c. Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with the Company/RTA through e-mail and to all other shareholders by post along with the Postal Ballot Form.
- d. The Notice of postal ballot will be dispatched to all the Members, whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being **Friday, 21.01.2022**.
- e. Voting period commences on and from **Friday, 28.01.2022 at 9 A.M.** and ends on **Saturday, 26.02.2022 at 5 P.M.**
- f. Members are requested to notify change in address/e-mail ids, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
- g. Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a shareholder having no voting rights should treat this Notice as intimation only.

- h. **Voting in physical forms:** A Postal Ballot Form and a self-addressed pre-paid postage envelope are enclosed herewith. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage pre-paid Business Reply Envelope to the Scrutinizer. Postage on self-addressed pre-paid Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Registered Office of the Company.
- i. In compliance with provisions of Section 108 of the Companies Act read with the Rules, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the National Securities Depository Limited (“NSDL”) for facilitating e-voting.
- j. **E-Voting procedure:**

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.	1. 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

	<p>NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistr

	<p>ation</p> <p>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 i.e. NSDL where the e-Voting is in progress.</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 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 above mentioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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

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**

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 csumitbajaj@gmail.com with a copy marked to evoting@nsdl.co.in.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Aman Goel 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 amarnath01finance@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 amarnath01finance@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.

OTHER INFORMATION:

- A. The e-voting period commences **Friday, 28.01.2022 at 9 A.M.** and ends on **Saturday, 26.02.2022 at 5 P.M.**
- B. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 21.01.2022** 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.
- C. M/s Sumit Bajaj & Associates, Delhi (Membership No. 45042C.P. No. 23948) has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.
- D. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- E. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date i.e. **Friday, 21.01.2022.**

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Item No. 1

The acquirers Mr. Rakesh Kapoor and Mr. Manish Kapoor (hereinafter individually & jointly referred to as the 'ACQUIRERS') had entered into a Share purchase Agreement (SPA) dated 15th October, 2015 with the promoter seller namely Mr. Surender Kumar Jain, Mr. Virender Jain, Mrs. Priti Jain, Mrs. Babita Jain and M/s Sunshine Capital Limited (hereinafter individually & jointly referred to as the '**Outgoing Promoters & Promoter Group**') in order to acquire substantial shares as well as complete management and control of the company. The Open offer were given by the Acquirers and Open Offer obligations were completed in compliance with applicable provisions of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

The share to be acquired in terms of share purchase agreement has not yet been transferred in view of SEBI's directions. After receipt of directions from stock exchange, which allowed transfer of shares, we have received a request letter dated 09.12.2021 from Mr. Surendra Kumar Jain, Promoter of the Company on behalf of Mr. Surendra Kumar Jain, Priti Jain, Virendra Jain and Babita Jain and from M/s Sunshine Capital Limited, for reclassification from Promoter & promoter group to Non-Promoter Category. The board of directors at its meeting held on 22.12.2021 have approved the same subject to approval from shareholders of the company.

In Compliance with regulation 31A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders is sought for the reclassification of person(s) from Promoter and Promoter Group to Public Category..

The Board of directors of the Company at their meeting held on 22.12.2021 have approved the reclassification request as made by the outgoing Entities and have also taken note with respect to outgoing promoters that:

- a) The aforesaid person(s) do not hold more than 10% of paid up equity share capital of the company. In fact, the aggregate shareholding of all of the above 4 persons is only 7.53% of the share capital of the company. Due to their existing shareholding in the company is very less and they do not exercise any control over the company and are also not engaged in the management of the company.
- b) Does not have any special right through formal or informal agreement with the company;
- c) That the above referred shareholders have not been or would not be appointed as Key Managerial Personnel (KMP) of the company.

The Board has accorded their approval to the said re-classification subject to the approval of the Shareholders of the company through postal ballot and relevant regulatory authorities,

Further as per rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of this notice already fulfils minimum public shareholding requirement of at least 25% of the total share capital and the proposed reclassification will not result in any decrease in the public Shareholding.

The Board recommends the Special Resolution as set out at Item No. 1 of the notice for the approval of the Shareholders.

Mr. Rakesh Kapoor, Mr. Manish Kapoor, Directors respectively holding 539600 and 1239871, equity shares of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at item No. 4 of the Notice, since they are on the Board of the Company.

Save and except the above none of the Directors and key managerial Personal of the company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at item, no. 1 of the notice

For and on Behalf of the Board
For **Sri Amarnath Finance Ltd**

Date: 22nd December, 2021
Place: Delhi

Rakesh Kapoor
Managing Director
DIN: 00216016