

EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED

CIN No. L65993DL1983PLC016993

Registered Office: M-63, Third Floor, Lajpat Nagar, New Delhi, 110024

Corporate Office : SCO 7, Industrial Area, Phase II, Chandigarh,160002

Phone : 01724603859.

Website: www.emeraldfin.com

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013, read with the companies
(Management and Administration) Rule, 2014)**

To

The Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Clause 35 B of the Equity Listing Agreement and other applicable laws and regulations, to the shareholders of Emerald Leasing Finance & Investment Company Limited that is proposed to transact the following businesses by the shareholders of the Company by passing the resolution through Postal Ballot or E-Voting:-

RESOLUTION NO. 1

ALTERATION IN OBJECT CLAUSE

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

"RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the

time being in force), Object clause of the Memorandum of Association of the Company be and is hereby altered by new set of object clause as enclosed.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Sanjay Aggarwal, Managing Director of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any other person.”

**By Order of the Board
for Emerald Leasing Finance & Investment Company Ltd**

Place: Chandigarh
Date : April 9, 2015

**(Sanjay Aggarwal)
Managing Director**

NOTES-

1. An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed resolutions are appended herein below.
2. Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to, in case of other items of special business, seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. Mr. Kanwaljit Singh, Practicing Company Secretary, FCS No. 5901 has been appointed as Scrutinizer for conducting the postal ballot/ e-voting process in accordance with the Act and the Rules made hereunder and in a fair and transparent manner.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by courier.
5. The Postal Ballot Notice is being sent to all the shareholders whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL/Central Depository Service (India) Limited (CDSL) as at close of business hours on 31st March 2015.
6. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35(B) of the Listing Agreement entered into by the Company with the Stock Exchange, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

8. The Shareholder who do not received the Postal Ballot Form may apply to the Company at **Regd office or write to EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED**, Corporate Office SCO 7, Industrial Area, Phase II, Chandigarh, UT 160002 for receiving the duplicate thereof.
9. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions and record their assent(Tick) or dissent (Tick) to the items so listed by, returning the same duly completed and signed in the attached postage pre-aid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of 15th May, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form(s) will be rejected.
10. The scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of 17th May, 2015.
11. The results of the voting by Post Ballot will be declared at the Corporate Office of the Company **EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED**, Corporate Office SCO 7, Industrial Area, Phase II, Chandigarh, UT 160002 at 5.00 PM (IST) on 17th May, 2015. The shareholders who wish to be present at the time of declaration of the results, may do so at the said venue. The result will also be posted on the website of the Company www.emeraldfin.com and intimated to the Stock Exchange on which the shares of the Company are listed. The result of the Postal Ballot shall be published in the newspapers. The date of declaration of postal/ballot result will be taken as the date of passing the resolutions.
12. The Notice of Postal Ballot is also to be placed on the website of the Company www.emeraldfin.com.

Voting through Electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and clause 35 B of Listing agreement, the Company is pleased to provide members facility to exercise their right to vote for altering the object clause by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL):

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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. 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Emerald Leasing Finance & Investment Company Limited which is 150401003.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
 - (B) The voting period begins on 16th April, 2015 (9:00 am) and ends on 15th May, 2015 (5:00 am). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th April, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - III. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, the 8th April 2015.
 - V. Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary (Membership No. F-5901), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VI. 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.
 - VII. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.emeraldfin.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited, where the shares of the Company are listed.

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

Item No. 1

The Company is presently engaged in the business of Direct Selling Agents (DSA), Direct marketing agents (DMA) and facilitator for various banks, financial institutions, Non Banking Financial Companies and other lenders for selling/distributing of financial products, bonds, shares, Loans, credit cards, saving schemes or any other financial products or services. In the current market scenario the company is contemplating to diversify its activities by entering into business of Non Banking Finance Companies, for which permission of Reserve Bank of India is required. The company has already filed an application with The Reserve Bank of India in this regard. The Reserve Bank of India has sought some modification in the main object clause of the company by deletion of existing sub clause 7 of the Main Object clause. Therefore the main object of the company is required to be altered by deleting the above sub clause 7. Since the existing Memorandum of the company is based on the provisions of erstwhile Companies Act, 1956 hence in order to make it in consonance with the new Companies Act, 2013, the company is adopting new set of incidental object and deleting all other.

After due consideration the Board of Directors at its meeting held on 9th April, 2015 suggested to alter object clause in the Memorandum of Association of the. By virtue of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same. Pursuant to clause 35 B of Listing agreement the option of electronic voting is also being provided to shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out above. The Board recommends the resolution.

EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED

CIN No. L65993DL1983PLC016993

Registered Office: M-63, Third Floor, Lajpat Nagar, New Delhi, 110024

Phone : 011-64645385

Corporate Office : SCO 7, Industrial Area, Phase II, Chandigarh

Website: www.emeraldfin.com

POSTAL BALLOT FORM

1. Name(s) of the shareholder(s)
Including joint holders, if any.
2. Registered address of the sole/
First named shareholder.
3. Registered Folio Number/*DPID-Client ID No.
*Applicable to the shareholders holding shares
In D-materialized form.
4. Number of share held.
5. I/we exercise my/our vote in respect of the following resolutions to be padded through Postal Ballot for the businesses stated in the Postal Ballot Notice dated April 9, 2015 of the Company by sending my/our assent/dissent to the said resolution by placing the tick() mark at the appropriate boxed below:

Sr. No.	Description	No. of shares for which vote cast	I/we assent to the resolution	I/We dissent to the resolution
1.	Special Resolution: To delete the object clause no. 7 of the company.			

Place:

Date:

Signatures of the Shareholder(s)

In compliance with provisions of Section 110 of the Companies Act, 2013, read with the companies (Management and Administration) Rule, 2014) the Company is pleased to offer e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Members for e-voting are as under

- (A) In case of Members' receiving e-mail from CDSL
- (i) Open e-mail and open PDF file viz "Emerald Leasing Finance & Investment Limited with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evotingindia.com/>
 - (iii) Click on "Shareholder"- "Login"
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login
 - (v) Password change menu appears change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "e-voting" opens. Click on "e-voting" Active Voting Cycles.
 - (vii) Select "EVSN" of Emerald Leasing Finance & Investment Limited.
 - (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kanwalcs@gmail.com in with a copy marked to helpdesk.evoting@cdslindia.com.
- (B) In case of Members 'receiving Postal Ballot Form by post:
- (I) Initial password is provided as below/at the bottom of the Postal Ballot Form

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

- (II) Please follow all steps from Sl. Mp. (ii) to Sl. No. (x) above, to cast vote.
- (C) In case of any queries, you may refer the Frequently Asked questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evotingindia.com.
- (D) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (E) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)