

APM FINVEST LIMITED

Corporate Office: 201, 2nd Floor, Best Sky Tower, Netaji Subhash Place, Pitampura, Delhi-110034

Phone: (011) 42610483, **Email:** apmfinvestltd@gmail.com

CIN : L65990RJ2016PLC054921, **Website:** www.apmfinvest.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), ,General Circular Nos. 14/2020 dated April 8, 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 and 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification, amendment or re-enactment thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder and pursuant to the other applicable laws and regulations, that the resolutions appended hereto are proposed to be passed by the Members of APM Finvest Limited ("Company") through Postal Ballot only by 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.

In view of the current extraordinary circumstances due to COVID-19 pandemic and in compliance with the aforementioned MCA/SEBI Circulars, the Postal Ballot Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the Members will only take place through the e-Voting system not later than 5:00 p.m. IST on Friday, April 15, 2022 failing which it will be strictly considered that no reply has been received from the member. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars, the Company is pleased to offer remote e-Voting facility to its shareholders to vote on the resolution. For this purpose, the Company has entered into an agreement with NSDL (National Securities Depository Limited) for facilitating remote e-voting to enable the Shareholders to cast their votes electronically, an agency authorised by the Ministry of Corporate Affairs ("MCA") for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Abhay Kumar, Practicing Company Secretary, having Membership No. 60309 & COP No. 22630, as the Scrutinizer for conducting the postal ballot process (through e-voting) in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The results of E- voting shall be declared within two working days from the conclusion of e-voting process and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: www.apmfinvest.com and on the website of NSDL: www.evoting.nsdl.com.

SPECIAL BUSINESS(ES)

ITEM NO. 1

TO APPROVE THE APPOINTMENT OF MR. KAPIL GARG (DIN: 01716987) AS MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Kapil Garg (DIN: 01716987), who was appointed as an Additional Director (Managing Director and Executive Category) on March 09, 2022, based on recommendation of Nomination and Remuneration Committee and Board of Directors to hold the office as such up to the date of ensuing General Meeting in terms of section 161 for the office of Director be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re- enactment thereof for the time being in force) and read with Schedule V of the Act, as amended from time to time, approval of the members be and is hereby accorded to the appointment of Mr. Kapil Garg (DIN: 01716987) as the Managing Director of the Company, for a period of Five (5) years with effect from March 09, 2022, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re- enactment thereof;

“RESOLVED FURTHER THAT Ms. Neha Agarwal, Director and/or Mr. Mayank Pratap Singh, Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 2

TO APPOINTMENT MS. NEHA AGARWAL (DIN: 03539327) AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 of the Companies Act, 2013 (the “Act”) read with Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other provision or rule, as may be applicable and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, Ms. Neha Agarwal (DIN: 03539327), who was appointed as an Additional Director in Non-Executive category on March 09, 2022, based on recommendation of Nomination and Remuneration Committee and Board of Directors to hold the office up to the date of ensuing General Meeting in terms of section 161 of the Act, be and is hereby appointed as a Director of the Company in the capacity of Woman Director in Non-Executive category.

“RESOLVED FURTHER THAT Mr. Kapil Garg, Director and/or Mr. Mayank Pratap Singh, Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 3

TO APPROVE THE APPOINTMENT OF MR. MANOJ KUMAR BHATT (DIN: 09452843) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 (the “Act”) read with rules made thereunder and Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Manoj Kumar Bhatt (DIN: **09452843**), who was appointed as an Additional Director in the category of Non-Executive and Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years with effect from March 09, 2022.

“RESOLVED FURTHER THAT Mr. Kapil Garg, Director and/or Mr. Mayank Pratap Singh, Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 4

TO APPROVE THE APPOINTMENT OF MR. ABHINAV TAMBI (DIN: 00860844) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 (the “Act”) read with rules made thereunder and Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Abhinav Tambi (DIN: **00860844**), who

was appointed as an Additional Director in the category of Non-Executive and Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years with effect from March 09, 2022.

“RESOLVED FURTHER THAT Mr. Kapil Garg, Director and/or Mr. Mayank Pratap Singh, Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 5

TO APPROVE THE APPOINTMENT OF MR. HEMANT BHAGERIA (DIN: 06476292) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 (the “Act”) read with rules made thereunder and Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Hemant Bhageria (DIN: **06476292**), who was appointed as an Additional Director in the category of Non-Executive and Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years with effect from March 09, 2022.

“RESOLVED FURTHER THAT Mr. Kapil Garg, Director and/or Mr. Mayank Pratap Singh, Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 6

TO APPROVE THE APPOINTMENT OF MR. NITIN GOEL (DIN: 01737352) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of Companies Act, 2013 (the “Act”) read with rules made thereunder and Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee, and the Board of Directors, Mr. Nitin Goel (DIN: **01737352**), who was appointed as an Additional Director in the category of Non-Executive and Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years with effect from March 09, 2022.

“RESOLVED FURTHER THAT Mr. Kapil Garg, Director and/or Mr. Mayank Pratap Singh, Company Secretary and Compliance Officer of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

ITEM NO. 7

SHIFTING OF REGISTERED OFFICE FROM THE STATE OF RAJASTHAN TO THE NCT OF DELHI.

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

“RESOLVED THAT subject to the provisions of Section 12, 13(4) of the Companies Act, 2013 (the **“Act”**) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant provisions as may be applicable, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Members, Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Rajasthan to the NCT of Delhi and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:.

II. ‘The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**

“RESOLVED FURTHER THAT Mr. Kapil Garg, Director and/or Mr. Mayank Pratap Singh, Company Secretary and Compliance Officer, or any officer(s) of the Company as delegated by the Board be and is hereby jointly and severally authorized on behalf of the Company to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking approval of the concerned Regional Director or any other authorities as may be required, to do modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary, to issue notices to the general public, creditors and also to serve a copy on the concerned Chief Secretary, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the concerned authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

**For and on behalf of the Board of Directors
APM Finvest Limited**

**Mayank Pratap Singh
Company Secretary & Compliance Officer
M. No. A46666**

Date: March 09, 2022
Place: New Delhi

Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. In view of the ongoing COVID-19 pandemic and the provisions of General Circular Nos. 14/2020 dated April 8, 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 and 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Company or depository/depository participants as on the close of working hours on Friday, March 11, 2022 i.e. "the cut-off date". The Company expresses its inability to dispatch hard copy of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-Voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
3. In support of the “Green Initiative” members of the Company are requested to register their e-mail I’d with Company by making a specific request quoting their Folio No./Client ID & DP ID to the Company or to Registrar and Transfer Agent (RTA).
4. Members are requested to kindly mention their DP ID and Client Id number in all their correspondence with the Company’s Registrar in order to reply to their queries promptly
5. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on Friday, March 11, 2022 i.e. "the cut-off date".
6. The e-voting shall commence on Thursday, March 17, 2022 at 09.00 A.M. IST and end on Friday, April 15, 2022 at 5.00 P.M. IST. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, March 11, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
7. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The Company has appointed Mr. Abhay Kumar, Practicing Company Secretary having M. No. 60309 & COP No. 22630 as Scrutinizer for conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
9. The Scrutinizer will submit his report to the Chairman or any person duly authorised by him in writing, after completion of scrutiny of postal ballot process. The Chairman will, or in his absence, any Director duly authorised by the Chairman, will announce the results of Voting by Postal Ballot on or before Sunday, April 17, 2022. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer’s decision on the validity of the votes cast through Postal Ballot shall be final. The Results along with Scrutinizer’s Report of the Postal Ballot will be displayed at the Registered Office, placed on the Website of the Company i.e. www.apmfinvest.com and on the website of NSDL i.e. www.evoting.nsdl.com and shall

simultaneously be intimated to the Stock Exchange on which the shares of the Company are listed and shall also be intimated to NSDL and Skyline Financial Services Private Limited (RTA).

10. Members may note that this Postal Ballot Notice will also be available on the website of the Company viz., www.apmfinvest.com and on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com and shall also be available on the websites of the Stock Exchanges at www.bseindia.com.
11. All the documents referred to in explanatory statement, if any, will be available for inspection at the Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice through email up to the last date of e-voting, i.e., Friday, April 15, 2022.
12. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:

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|---|--|
| Company Mr. Mayank Pratap Singh Company Secretary & Compliance Officer Tel:+91- 9899553965 E-mail:apmfinvestltd@gmail.com | Registrar and Share Transfer Agent M/s Skyline Financial Services Private Limited Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi- 110020. Tel- 011-40450193-97 E-mail id: admin@skylinerta.com |
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13. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Alwar, Rajasthan.
14. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.

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 |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> <li data-bbox="581 180 1401 716">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="581 726 1401 884">2. If you are not registered for IDeAS e-Services, 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 <li data-bbox="581 894 1401 1472">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="581 1524 1401 1629">4. 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 mode with CDSL

1. 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.
2. 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.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/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 i.e. **NSDL** where the e-Voting is in progress.

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 abovementioned website.

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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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***** |

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|---|--|
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 119567 then user ID is 119567001***</p> |
|---|--|

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 abhaycsjha@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 (Name of NSDL Official) 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 apmfinvestltd@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 apmfinvestltd@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.

Yours faithfully,

**For and on behalf of the Board of Directors
APM Finvest Limited**

**Mayank Pratap Singh
Company Secretary & Compliance Officer
Membership No.: A46666**

Date: 09.03.2022

Place: Delhi

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 1

The Board, pursuant to the approval of Reserve Bank of India (RBI) for change in Management and Control of the Company vide approval letter no S-706/09.10.683/2021-22 dated January 28, 2022 and upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on March 09, 2022, Mr. Kapil Garg (DIN: 01716987) was appointed as an Additional Director (Managing Director and Executive Category) of the Company.

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee and Board of Directors) has appointed Mr. Kapil Garg (DIN: 01716987) as an Additional Director of the Company under Section 161(1) of the Act with effect from March 09, 2022.

Based on the recommendation of the NRC and Board of Director of the Company, the Board of Directors at their same meeting held on March 09, 2022, had approved the appointment of Mr. Kapil Garg as Managing Director for a period of five years commencing from March 09, 2022 to March 08, 2027, subject to approval of Shareholders.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Kapil Garg vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 1 of this Notice relating to his appointment as the Managing Director of the Company for a period of Five years w.e.f. March 09, 2022 to March 08, 2027 as an Ordinary Resolution for your approval.

A brief resume of Mr. Kapil Garg as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure-1 to this Notice.

Except, Mr. Kapil Garg, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 1.

ITEM NO. 2

The Board, pursuant to the approval of Reserve Bank of India (RBI) for change in Management and Control of the Company vide approval letter no. S-706/09.10.683/2021-22 dated January 28, 2022 and upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on March 09, 2022, Ms. Neha Agarwal (DIN: 03539327) was appointed as an Additional Director categorized as Non-Executive Director of the Company.

In terms of Section 161 and 152 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other provision or rule, as may be applicable and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, the Board recommended appointment of Ms. Neha Agarwal as Director of the Company to hold the designation of Director (Women Director) in Non-Executive category with effect from March 09, 2022, liable to retire by rotation, subject to the approval of the Members.

A brief resume of Ms. Neha Agarwal as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure-2 to this Notice.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 2 of the Notice for approval by the Members of the Company.

Except Ms. Neha Agarwal, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 3, 4, 5 AND 6

The Board, pursuant to the approval of Reserve Bank of India (RBI) for change in Management and Control of the Company vide approval letter no. S-706/09.10.683/2021-22 dated January 28, 2022 and upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on March 09, 2022, Mr. Manoj Kumar Bhatt (DIN: 09452843), Mr. Abhinav Tambi (DIN: 00860844), Mr. Hemant Bhageria (DIN: 06476292) and Mr. Nitin Goel (DIN: 01737352) was appointed as an Additional Director categorized as Independent and Non-Executive Director of the Company.

The Board (Based on recommendation of Nomination & Remuneration Committee) has appointed Mr. Manoj Kumar Bhatt, Mr. Abhinav Tambi, Mr. Hemant Bhageria and Mr. Nitin Goel as a Non—Executive Independent Director on the Board of the Company to hold office for the period of five consecutive year w.e.f March 09, 2022.

In the opinion of the Board, Mr. Manoj Kumar Bhatt, Mr. Abhinav Tambi, Mr. Hemant Bhageria and Mr. Nitin Goel fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder and Regulation 16(1) (b) of the SEBI ((Listing Obligations and Disclosure Requirements)) Regulations, 2015 for their appointment as an Independent Director of the Company and are independent of the management. Mr. Manoj Kumar Bhatt, Mr. Abhinav Tambi, Mr. Hemant Bhageria and Mr. Nitin Goel are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as an Independent Director.

Details pursuant to the provisions of (i) Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India (ICSI) is specified herein below.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Manoj Kumar Bhatt, Mr. Abhinav Tambi, Mr. Hemant Bhageria and Mr. Nitin Goel are concerned or interested, financially or otherwise, in the resolution set out at Item No.3,4,5 and 6.

Brief resumes of Mr. Manoj Kumar Bhatt, Mr. Abhinav Tambi, Mr. Hemant Bhageria and Mr. Nitin Goel as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out as an Annexure-3, 4,5 and 6 to this Notice.

The Board recommends the Ordinary Resolution set out at Item No.3,4,5, and 6 of the Notice for approval by the Members.

Save and except the above Director, none of the other Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the

resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

ITEM NO. 7

The Registered Office of the Company is presently situated in the State of Rajasthan.

The Board of Directors at their meeting held on November 27, 2021 has entered into a Share Sale Purchase Agreement with Hindon Mercantile Limited (HML) and Mr. Kapil Garg, Acquirers for sale of Equity Shares existing with the Promoters ('Sellers').

Post completion of open offer as per SEBI (SAST) Regulations, 2011, the shares shall be transferred from existing Promoters to Hindon Mercantile Limited (HML) and Mr. Kapil Garg, Acquirers as per the Share Purchase Agreement.

Shifting of registered office from the State of Rajasthan to the State of NCT of Delhi is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of NCT of Delhi, the set targets and objectives, which would be in the interest of the Company and its members.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudent that the operations of the Company can be better managed if the registered office of the Company is shifted from the State of Rajasthan to the State of NCT of Delhi.

Further there is better growth for the business of the Company in the State of NCT of Delhi and has therefore propose to shift the registered office of the Company to the State of NCT of Delhi.

There have been changes in the Promoters as approved by the SEBI and the RBI. The new Promoters are based in North India, Delhi. With a view of operational convenience, to enable the management of the Company, to exercise its business activity with better administrative and economical Control by saving of overheads and other costs, to rationalize and streamline its operations, to avail the required growth potential and the opportunities in the NCT of Delhi, the shifting of Registered Office from the State of Rajasthan to NCT of Delhi is in the best interest of the members of the public, shareholders, creditors or employees, in any manner whatsoever.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director, or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the Company.

The Board of Directors recommends the resolution set out at item no. 7 of the Notice for the approval of the members.

None of the Directors, manager and / or Key Managerial Person is in any way concerned or interested in the said resolution.

Your Directors commend the resolution for your approval as a Special Resolutions.

**For and on behalf of the Board of Directors
APM Finvest Limited**

**Mayank Pratap Singh
Company Secretary & Compliance Officer
Membership No.:A46666**

**Date: 09.03.2022
Place: Delhi**

Appointment of Mr. Kapil Garg as Managing Director:

| | |
|--|--|
| Name | Kapil Garg |
| Age | 43 Years |
| Qualifications | Chartered Accountant, LL.B., CPA |
| Experience (including expertise in specific functional area) | <p>Mr. Kapil Garg is a qualified Chartered Accountant from Institute of Chartered Accountant of India ('ICAI') and Certified Practising Accountant ('CPA') from Australia. He has also completed his Bachelor of Laws (L.L.B) from Manav Bharti University in the year 2019.</p> <p>He has good experience in handling US GAAP and IFRS Implementation. He possesses 15 years of post-qualification experience in Audit particularly in Bank Audits and Management Audit.</p> <p>Mr. Garg also a certified hacking & forensic investigator (CHFI) & holds FAFD certificate and further he is involved in helping various investigation agencies like Income tax, Delhi police, Anti evasion, SFIO (serious fraud investigation office), CAG, DGGI etc. in network / software / forensic investigation like data extraction, imaging, filtering, software implementation, data analysis etc. He have rich experience of worldwide tools and software with deep knowledge of both software and hardware is involved in same. He has assisted in more than 300 specialized assignment on behalf of central and state government agencies.</p> <p>He also handles the compliances which includes compliance of Income Tax, ROC, RBI, Registrar of Co-operative Societies and Service Tax Matters. He is also visiting faculty and guest speaker on various seminars and workshops on Accounting and Auditing matters. He has an experience of more than 2 years in the business of Non-Banking Financing Companies and the similar sector.</p> |
| Terms and Conditions of Appointment | As per the resolution set out in this Notice read with the Statement hereto. |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Directors/Key Managerial Personnel |

Appointment of Ms. Neha Agarwal as Director:

| | |
|--|---|
| Name | Neha Agarwal |
| Age | 36 Years |
| Qualifications | Chartered Accountant, DISA |
| Experience (including expertise in specific functional area) | <p>She is a qualified Chartered Accountant from Institute of Chartered Accountants of India (ICAI). She has 8 years post qualification rich experience in credit appraisal and compliance.</p> <p>Further, she was involved in Bank Audits with different Banks and understand business risks in lending business. Apart from this she supervises Accounts and HR function of Company.</p> <p>She has an experience of more than 2 years in the business of Non-Banking Financing Companies and the similar sector.</p> |
| Terms and Conditions of Appointment | As per the resolution set out in this Notice read with the Statement hereto. |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Directors/Key Managerial Personnel |

Appointment of Mr. Manoj Kumar Bhatt as an Independent Director:

| | |
|---|---|
| Name | Manoj Kumar Bhatt |
| Age | 43 Years |
| Qualifications | Chartered Accountant, Company Secretary |
| Experience (including expertise in specific functional area) | Mr. Manoj Kumar Bhatt has over 19 years of experience in Corporate & Commercial Finance, Taxation, Business & Corporate Laws and Business developments. |
| Terms and Conditions of Appointment | As per the resolution set out in this Notice read with the Statement hereto. |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | Sitting Fee as per the provisions of Companies Act, 2013 |
| Date of first appointment on the Board | Effective from 09 th March, 2022 |
| Shareholding in the Company including shareholding as a beneficial owner as on date of notice | Nil |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Directors/Key Managerial Personnel |
| Number of meetings of the Board attended during the financial year (FY 2021-22) | Nil |
| Directorships of other Boards as on date of notice | Nil |
| Listed entities from which the Director has resigned in the past three years | Nil |
| Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements | Mr. Manoj Kumar Bhatt has sufficient breadth of skills in areas Corporate & Commercial Finance, Taxation, Business & Corporate Laws. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company. |
| Membership / Chairmanship of Committees of Boards as on date of notice | Audit Committee- Member Nomination and Remuneration Committee- Chairman Corporate Social Responsibility Committee- Chairman |

Appointment of Mr. Abhinav Tambi as an Independent Director:

| | |
|---|---|
| Name | Abhinav Tambi |
| Age | 31 Years |
| Qualifications | BBA |
| Experience (including expertise in specific functional area) | Mr. Abhinav Tambi has Bachelor of Business Administration from Guru Gobind Singh Indraprastha University, Delhi. He has more than 10 years of experience in the domain of supply chain management and marketing activities. |
| Terms and Conditions of Appointment | As per the resolution set out in this Notice read with the Statement hereto. |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | Sitting Fee as per the provisions of Companies Act, 2013 |
| Date of first appointment on the Board | Effective from 09 th March, 2022 |
| Shareholding in the Company including shareholding as a beneficial owner as on date of notice | Nil |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Directors/Key Managerial Personnel |
| Number of meetings of the Board attended during the financial year (FY 2021-22) | Nil |
| Directorships of other Boards as on date of notice | Nil |
| Listed entities from which the Director has resigned in the past three years | Nil |
| Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements | Mr. Abhinav Tambi has sufficient breadth of skills in areas of business management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company. |
| Membership / Chairmanship of Committees of Boards as on date of notice | Nomination and Remuneration Committee-Members |

Appointment of Mr. Hemant Bhageria as an Independent Director:

| | |
|---|---|
| Name | Hemant Bhageria |
| Age | 38 Years |
| Qualifications | Chartered Accountant, DISA (ICAI), LL.B |
| Experience (including expertise in specific functional area) | Mr. Hemant has good experience in handling GST and Income Tax matters. He possesses 15 years of post-qualification experience in audit particularly in Bank Audits (Statutory, Concurrent, Credit and Stock Audit). |
| Terms and Conditions of Appointment | As per the resolution set out in this Notice read with the Statement hereto. |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | Sitting fee as per the provisions of Companies Act, 2013 |
| Date of first appointment on the Board | Effective from 09 th March, 2022 |
| Shareholding in the Company including shareholding as a beneficial owner as on date of notice | Nil |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Directors/Key Managerial Personnel |
| Number of meetings of the Board attended during the financial year (FY 2021-22) | Nil |
| Directorships of other Boards as on date of notice | Nil |
| Listed entities from which the Director has resigned in the past three years | Nil |
| Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements | Mr. Hemant Bhageria has sufficient breadth of skills in areas GST and Income Tax matters, Bank Audits (Statutory, Concurrent, Credit and Stock Audit). He is also handles the compliances which includes of Income Tax, ROC, RBI, Registrar of Co-operative Societies and GST Matters. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company. |
| Membership / Chairmanship of Committees of Boards as on date of notice | Audit Committee- Chairman Nomination and Remuneration Committee- Member Stakeholder Relationship Committee- Chairman |

Appointment of Mr. Nitin Goel as an Independent Director:

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|---|--|
| Name | Nitin Goel |
| Age | 40 Years |
| Qualifications | B.Com, LL.B |
| Experience (including expertise in specific functional area) | Mr. Nitin Goel is an advocate by profession. He has 16 years of experience in the field of advocacy. |
| Terms and Conditions of Appointment | As per the resolution set out in this Notice read with the Statement hereto. |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | Sitting fee as per the provisions of Companies Act, 2013 |
| Date of first appointment on the Board | Effective from 09 th March, 2022 |
| Shareholding in the Company including shareholding as a beneficial owner as on date of notice | Nil |
| Relationship with other Directors/Key Managerial Personnel | Not related to any Directors/Key Managerial Personnel |
| Number of meetings of the Board attended during the financial year (FY 2021-22) | Nil |
| Directorships of other Boards as on date of notice | Nil |
| Listed entities from which the Director has resigned in the past three years | Nil |
| Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements | Mr. Nitin Goel has sufficient breadth of skills in areas of Corporate Laws and allied laws. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company. |
| Membership / Chairmanship of Committees of Boards as on date of notice | Nil |