

APM FINVEST LIMITED

Regi. Off: SP-147, RIICO Industrial Area, Bhiwadi, Rajasthan-301019

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 THAT the Resolution set out below is proposed to be passed by the Members of **APM FINVEST LIMITED (“the Company”)** by means of Postal Ballot by way of electronic voting (“**e-voting**”), pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“**the Companies Act**” or “**the Act**”), read with the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 and General Circular No.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in this Postal Ballot Notice, is enclosed herewith for your consideration.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form by e-mail to all its Members who have registered their email addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent of the Company and the communication of assent / dissent of the Members will take place through the e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, therefore, **not** be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members are also allowed to cast their votes by physical Postal Ballot, as per the instructions contained in this Notice.

In accordance with the provisions of the MCA Circulars, those Members who have not yet registered their email addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company, by a resolution passed on Saturday, June 11, 2022, has approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolutions and the Explanatory Statement thereto, along with the Postal Ballot Form are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot by way of e-voting facility provided by the Company.

Members may please note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, the facility to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (“**NSDL**”).

The e-voting facility will be available from 9.00 a.m. (IST) on 12th June, 2022 upto 5.00 p.m. (IST) on 11th July, 2022. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cutoff date, 10th June, 2022, may cast their vote electronically. Please carefully read and follow the instructions on e-voting listed in the Notes to this Notice. It may please be noted that failure to cast vote during the e-voting period will be strictly considered that no vote has been received from the Member.

The Board of Directors has appointed Mr. Abhay Kumar, Practicing Company Secretary, having ICSI Membership No. A-60309 and Certificate of Practice No.22630, to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman, after completion of the e-voting. The results of Postal Ballot by way of e-voting will be declared on or before **13th July, 2022** at the Registered Office of the Company. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act and applicable Rules framed thereunder. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, viz., www.apmfinvest.com immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited, where the Equity Shares of the Company are listed and to NSDL and shall also be displayed at the Registered Office of the Company.

PROPOSED RESOLUTIONS:

ITEM NO. 1

APPROVAL FOR ALTERATION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s) and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution be and is hereby accorded to append the following sub clause (5) after sub clause (4) of clause III (A) of the Memorandum of Association of Company:

“5. To undertake and carry on the business of all types of lease financing activities of movable properties, assets, goods, articles (including Plants, Machinery, Vehicles, E-Vehicles, Ships, Vessels, Air-crafts, Apparatuses and Computers) whether required for personal, commercial, industrial or business use or for any purpose whatsoever.”

RESOLVED FURTHER THAT Mr. Kapil Garg, Managing Director or Mr. Mayank Pratap Singh, Company Secretary of the Company, be and is hereby authorized severally or jointly to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.

RESOLVED FURTHER THAT Mr. Kapil Garg, Managing Director or Mr. Mayank Pratap Singh, Company Secretary of the Company, be and is hereby authorized severally or jointly to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

ITEM NO. 2

APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government / Stock Exchange(s) / appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the company from “APM Finvest Limited” to “Mufin Green Finance Limited”.

RESOLVED FURTHER THAT the new name of the company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name “APM Finvest Limited” wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the name “Mufin Green Finance Limited”.

RESOLVED FURTHER THAT the Board (which expression shall also include a Committee thereof) be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution.

ITEM NO. 3

INCREASE IN AUTHORIZED SHARE CAPITAL 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 Section 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakh only) comprising of 2,25,00,000 (Two Crores Twenty Five Lakh) Equity Shares of Rs. 2 (Rupees Two) each to Rs. 7,00,00,000 (Rupees Seven Crores only) comprising of 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs. 2 (Rupees Two) each”.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and are hereby deleted and substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores only) comprising of 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs. 2 (Rupees Two) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

ITEM NO. 4

APPROVAL OF APM FINVEST LIMITED EMPLOYEE STOCK OPTION PLAN, 2022 (“APM ESOP SCHEME 2022”):

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

“**RESOLVED THAT** pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“Act”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, if any, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 (“SEBI SBEB Regulations”), provisions contained in the Memorandum of Association (“MOA”) and the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee (“NRC”), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees under the APM Finvest Limited Employee Stock Option Plan 2022 (“APM ESOP Scheme 2022”) of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees on such terms and conditions as provided in the APM ESOP Scheme 2022 and as may be fixed or determined by the NRC and/or the Board.

RESOLVED FURTHER THAT the maximum number of options granted to eligible employees under the APM ESOP Scheme 2022 shall not exceed 16,20,852 equity shares of the Company.

RESOLVED FURTHER THAT the equity shares, if any, issued/allotted from time to time in accordance with the APM ESOP Scheme 2022, shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the approval of the members of the Company, is hereby accorded to the Board and the NRC to take necessary steps for compliance with the SEBI SBEB Regulations and other Applicable Laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of abovementioned options in the APM ESOP Scheme 2022 shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the APM ESOP Scheme 2022 and generally for giving effect to these resolutions, each member of the Board and the NRC or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 5

APPROVAL FOR ISSUANCE OF 3,00,000 EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 3,00,000 (Three Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two only) each fully paid up for cash, at an issue price of Rs. 82.03/- (Rupees Eighty Two and Three Paise Only) per Equity Share or at such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the below-mentioned Proposed Equity Allottee(s) in the manner as follows:

S. No.	Name of Proposed Allottee	Category	No. of Equity Shares
1.	Ms. Joshna R	Non-Promoter	1,50,000
2.	Ms. Mithali R	Non-Promoter	1,50,000

RESOLVED FURTHER THAT the “Relevant Date” as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is 11th June, 2022, i.e. 30 days prior to the last date for e-voting for postal ballot.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof.
- The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Equity Allottee from its respective bank accounts.
- The pre-preferential shareholding of the Proposed Equity Allottee and Equity Shares to be allotted shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares so allotted to the Proposed Equity Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted there under.
- Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- (Rupees Two only) each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said Equity Shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 6

APPROVAL FOR ISSUANCE OF 16,00,000 FULLY CONVERTIBLE WARRANTS INTO EQUITY SHARES ON PREFERENTIAL BASIS TO AN ENTITY BELONGING TO PROMOTER CATEGORY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or reenactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and any amendment thereof and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto 16,00,000 (Sixteen Lakh) Fully Convertible Warrants in to Equity Shares (“Warrants”) to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs. 2/- (Rupees Two only) each for cash at an issue price of Rs. 82.03/- per warrant (Rupees Eighty Two and Three Paise only) or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants, to the below-mentioned proposed allottee, in the manner as follows:

S. No.	Name of Proposed Allottee	Category	No. of Warrant
1.	Hindon Mercantile Limited	Promoter	16,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Warrants is 11th June, 2022, i.e. 30 days prior to the last date for e-voting for postal ballot.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by the Proposed Warrant Allottee (“**Warrant Holder**”) shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “**Warrant Exercise Period**”).
- b) The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottee.
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- (Rupees Two only) each of the Company and shall be subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

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

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

Date: 11.06.2022
Place: New Delhi

Reg Off:- SP-147, RIICO Industrial Area, Biwadi, Rajasthan-301019

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. This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, June 10, 2022 and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on Friday, June 10, 2022, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants/ Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.
3. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on Friday, June 10, 2022. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., Friday, June 10, 2022. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the relevant Circulars issued by the Ministry of Corporate Affairs (“the MCA Circulars”), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited (“NSDL”). The instructions for electronic voting are annexed to this Notice.
5. Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they 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 done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.
6. E-voting will be available **from 9.00 a.m. (IST) on Sunday, June 12, 2022 upto 5.00 p.m. (IST) on Monday, July 11, 2022**. The e-voting module shall be disabled by NSDL for voting after the abovementioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.
7. During the e-voting period, Members can login to NSDL’s e-voting platform any number of times till they have voted on the Resolution. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Resolution are not less than three times the number of votes cast against the Special Resolution.

9. In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company's website, viz., www.apmfinvest.com and return the same in original, duly completed and signed, so as to physically reach the Scrutinizer at Mr. Abhay Kumar, Practicing Company Secretary, R-8/2, 3rd Floor, Ramesh Park, Laxmi Nagar, Delhi-110092, India, on or before 5.00 p.m. (IST) on 11th July, 2022, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members.
10. Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the Resolution set-out herein or imposed any condition while exercising his vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

11. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated, and the Company will also not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository(ies) / Depository Participant(s), as on Friday, June 10, 2022, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants.

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Skyline Financial Services Private Limited ("Skyline"), our Registrar and Share Transfer Agent ("RTA") (in case of Shares held in physical form).

12. Members holding shares in physical mode and who have not registered / updated their email addresses are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Skyline on its website (at www.skylinerta.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Aadhar Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to apmfinvestltd@gmail.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company www.apmfinvest.com and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com).
13. The result of voting on the Resolution will be declared on or before 13th July, 2022 at the Registered Office of the Company and will also be displayed on the website of the Company (www.apmfinvest.com) besides being communicated to the Stock Exchanges and NSDL.

14. INSTRUCTIONS FOR VOTING

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 Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) 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 e-mail 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	<ol style="list-style-type: none">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 e-Voting period.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 /Ideas DirectReg.jspVisit 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 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL”

	<p>Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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	<p>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 e-Voting period</p>

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	Members facing any technical issue in login can contact

demat mode with CDSL	CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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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 119986 then user ID is 119986001***

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 exists.
2. Select “EVEN” of company for which you wish to cast your vote during the e-Voting period. In the present case, EVEN is **120090** for Postal Ballot of APM Finvest Limited.
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 apmfinvestltd@gmail.com and evoting@nsdl.co.in. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Authority / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User 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 at evoting@nsdl.co.in.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING ON THE RESOLUTION SET OUT IN THIS POSTAL BALLOT 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 Skyline on its website www.skylinerta.com.
2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID (For NSDL Demat Account) or 16 digit beneficiary ID (For CDSL Demat Account), 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 Skyline on its website www.skylinerta.com. If you are an Individual Shareholder 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, 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 the Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) 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 E-mail ID correctly in their demat account in order to access e-Voting facility.
15. The last date for the receipt of duly completed Postal Ballot Forms and e-voting (i.e., 11th July, 2022) shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

16. The relevant documents referred to in this Postal Ballot Notice are available for inspection by the Members. The request for inspection may please be sent on apmfinvestltd@gmail.com along with the Folio No. / DP ID and Client ID.
17. A Shareholder need not cast all his/her votes for the Resolution nor does he require to cast all the votes in the same manner (i.e., either “For” or “Against”).
18. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolution mentioned in this Postal Ballot Notice is given below:

ITEM NO. 1

Your Board of Director has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new business activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by appending the afore-said sub clauses (5) after sub clause (4) of clause III (A) of the Memorandum of Association of Company.

The Board of Directors at its meeting held on May 18, 2022 has approved alteration of the MOA of the Company and the Board of Directors now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of Postal Ballot. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2

In order to reflect the present nature of business of the Company and considering its ownership of “Mufin” brand logo and trade name “Mufin”, the Board of Directors at their meeting held on March 09, 2022 had approved the change of name of the company from “APM Finvest Limited” to “Mufin Green Finance Limited” or such other name as approved by the Ministry of Corporate Affairs (MCA).

Application for availability of name under section 4 of Companies Act, 2013 has been filed with the MCA on May 20, 2022.

Accordingly, pursuant to the provisions of the Companies Act, 2013, your directors recommend and seek approval of shareholders by way of Special Resolution through Postal Ballot including e-voting for the resolution appearing in the Postal Ballot Notice for change of name of the company from “APM Finvest Limited” to “Mufin Green Finance Limited” and consequential amendment of Memorandum of Association and Articles of Association of the company.

The draft of the revised Memorandum of Association and Articles of Association reflecting the said change will be available for inspection by the members at the registered office of the company on all working days (from 11:00 A.M. to 04:00 P.M.) upto the date of closing of e-voting.

A Certificate from Practicing Chartered Accountant has been obtained pursuant to the regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

None of the directors, key managerial personnel of the company or their relatives is in any way concerned or interested, financially or otherwise in the proposed resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

ITEM NO. 3

Presently, the Authorised Share Capital of your Company is Rs. 4,50,00,000 (Rupees Four Crores Fifty Lakh only) comprising of 2,25,00,000 (Two Crores Twenty Five Lakh) Equity Shares of Rs. 2 (Rupees Two) each.

Considering the overall business growth and operational needs of the Company, the Company may propose to raise additional capital, as mentioned under Resolution No. 5 & 6 of this Notice, by way of preferential issue or private placement and / or issue of Equity Shares, and / or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form. The issue of securities may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the SEBI ICDR Regulations and other applicable Guidelines, Notifications, Rules and Regulations.

The proposed aforesaid increase of share capital would require increase in the Authorized Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share capital of the Company from Rs. 4,50,00,000 (Rupees Four Crores Fifty Lakh only) comprising of 2,25,00,000 (Two Crores Twenty Five Lakh) Equity Shares of Rs. 2 (Rupees Two) each to Rs. 7,00,00,000 (Rupees Seven Crores only) comprising of 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs. 2 (Rupees Two) each. Consequently, the existing Clause V of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested in these Resolutions.

A draft of altered Memorandum with the aforesaid alterations, shall be available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to 11th July, 2022, at the Registered Office of the Company.

ITEM NO. 4

The Board of Directors ("Board") of the Company at its meeting held on 11th June, 2022 approved the introduction of the 'APM Finvest Limited Employee Stock Option Plan 2022' ("APM ESOP Scheme 2022") for the benefit of the eligible employees as defined under the APM ESOP Scheme 2022, subject to the approval of the members by a special resolution.

The objective of the APM ESOP Scheme 2022 is to provide eligible employees an opportunity to participate in Company's success and to promote the culture of employee ownership and provide them an opportunity to take part in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention. The APM ESOP Scheme 2022 shall be administered by the NRC and/or the Board constituted by the Company.

In terms of Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), for issue of equity shares to the employees of the Company, the approval of the existing members by way of special resolution is required.

The Resolutions contained at Item no. 4 seek to obtain the members' approval to authorize the NRC and/or the Board to create, issue, offer and allot shares or cash, from time to time, to the employees of the Company under the APM ESOP Scheme 2022 and undertake such action as may be necessary for the administration of the options.

The salient features and other details of the APM ESOP Scheme 2022 as required pursuant to Regulation 6(2) of the SEBI SBEB Regulations are as under:

No.	Heading	Details
(a)	Brief description of the APM ESOP Scheme 2022	<p>The APM ESOP Scheme 2022 has the following objectives:</p> <ul style="list-style-type: none"> (i) to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company; (ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability; (iii) to recognize and reward the efforts of employees and their continued association with the Company and other group companies; and (iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.
(b)	The total number of shares to be offered and granted	<p>The aggregate number of options that shall be granted under the APM ESOP Scheme 2022, shall not be exceed 16,20,852 (Sixteen Lakh Twenty Thousands Eight Hundred and Fifty Two Only) equity shares which shall be convertible into equal number of equity shares, being 7.50% of the paid-up equity share capital of the Company as on the date of the adoption of the APM ESOP Scheme 2022. The proposed options are contemplated to be granted to the employees over a period of 4 years. Further, the maximum number of options that can be granted and the shares arising upon exercise of these options shall stand adjusted in case of corporate action.</p>
(c)	Identification of classes of employees entitled to participate and be beneficiaries.	<p>Present and future employees and directors of the Company, as may be determined by the Nomination and Remuneration Committee. (excluding (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company)</p>
(d)	Requirements of vesting and period of vesting	<p>Subject to the minimum vesting period of 1 (one) year, the options granted under APM ESOP Scheme 2022 shall vest over a period 4 (four) years from the date of grant, in equal proportions, as in line with the ESOP policy or as may be determined by the NRC from time to time, in accordance with applicable laws.</p>

		<p>Vesting of options shall be subject to, amongst other things:</p> <ul style="list-style-type: none"> (i) a minimum of 1 (one) year has completed from date of grant except in case of death or permanent incapacity of the employee, and (ii) the employee is (a) is not serving any notice of resignation/ termination on the date of such vesting (except in the case of death or permanent incapacity suffered by the employee or in the event of retirement or superannuation); and (b) is not subject to any pending disciplinary proceeding.
(e)	The maximum period (subject to Regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options/ SARs/ benefits shall be vested	The options granted under the APM ESOP Scheme 2022 shall vest within maximum period of 4 (four) years from the grant date or as may be determined by the NRC from time to time, in accordance with applicable laws.
(f)	Exercise price, SAR price, purchase price or pricing formula	The exercise price shall be latest available closing price on a recognized stock exchange (BSE Limited or any other stock exchange in India on which the Company's shares are listed or are proposed to be listed) on the date immediately prior to the date on which the grant of the options is to be made. If the shares of the Company are listed on more than one recognized stock exchange, then the closing price on the stock exchange having the higher trading volume shall be considered as the market price which will be the exercise price.
(g)	Exercise period/ offer period and process of exercise/ acceptance of offer	<p>The exercise period shall be 4 (four) years from the date of vesting, in one or multiple tranches. The eligible employee who has been granted options by the Company, on completion of the vesting period shall submit an exercise application to the Company for the allotment of equity shares pursuant to the vested options, accompanied with:</p> <ul style="list-style-type: none"> (i) Payment of equivalent amount of exercise price with respect to the equity shares being allotted along with applicable taxes; (ii) Such other documentation as may be specified by the Nomination and Remuneration Committee to confirm the extinguishment of rights with respect to the options then exercised.
(h)	The appraisal process for determining the eligibility of employees for the APM ESOP Scheme 2022	The appraisal process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, balance number of years of service until normal retirement age and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.
(i)	Maximum number of shares to be offered and issued per employee and in aggregate, if any	The maximum number of options that can be granted per employee under the APM ESOP Scheme 2022 shall not exceed 0.75% of the paid-up equity share capital of the Company as on the date of the adoption of the APM ESOP Scheme 2022, which shall be 162085 equity shares. The

		aggregate number of options that shall be granted under the APM ESOP Scheme 2022, shall not be exceed 16,20,852 (Sixteen Lakh Twenty Thousand Eight Hundred and Twenty Only) equity shares which shall be convertible into equal number of equity shares, being 7.50% of the paid-up equity share capital of the Company as on the date of the adoption of the APM ESOP Scheme 2022.
(j)	Maximum quantum of benefits to be provided per employee under a APM ESOP Scheme 2022	Unless otherwise determined by the NRC, the maximum quantum of benefits underlying the equity shares allotted to the employees on exercise of the vested options will be the difference in the exercise price and the market price of the equity shares.
(k)	Whether the APM ESOP Scheme 2022 is to be implemented and administered directly by the company or through a trust	The APM ESOP Scheme 2022 shall be administered directly by the Company through the NRC.
(l)	Whether the APM ESOP Scheme 2022 involves new issue of shares by the Company or secondary acquisition by the trust or both	The APM ESOP Scheme 2022 contemplates an issuance of new shares by the Company.
(m)	The amount of loan to be provided for implementation of the APM ESOP Scheme 2022 by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable as APM ESOP Scheme 2022 will be administered by the Company directly and not through a trust.
(n)	Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the APM ESOP Scheme 2022	Not applicable as APM ESOP Scheme 2022 will be administered by the Company directly and not through a trust.
(o)	Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15	The Company shall comply with the requirements including the disclosures requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any Guidance Note on Accounting for employee share-based payment issued in that regard from time to time.
(p)	The method which the Company shall use to value its options	The APM ESOP Scheme 2022 contemplates new issue of equity shares by the Company and such valuation of options shall be based on the applicable law and will make necessary disclosures as may be required in this regard. The Company shall adopt fair value method for determining the value of an option granted under APM ESOP Scheme 2022 as prescribed under applicable Accounting Standard, notified by appropriate authorities from time to time.
(q)	Period of lock- in	The Shares issued under the APM ESOP Scheme 2022 shall not have a lock in period.
(r)	Terms & conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations.	The shares issued pursuant to exercise of options shall be subject to an approved scheme of buy-back by the Company in accordance with the law and the procedure will be pursuant to the following terms and conditions: <ul style="list-style-type: none"> (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its latest financial statements; and (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year

Accordingly, the resolution set as Item no. 4 are being placed for the approval of members.

The directors, key managerial personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of options that be granted to them and to the extent of their shareholding as members.

The Board thereby recommends passing of the resolution as set out under Item No. 4 of the Notice for approval of the members as special resolution.

ITEM NO. 5 & 6

The Special Resolutions contained in Item No. 5 & 6 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, 2018, to issue and allot the below-mentioned securities to “Ms. Joshna R, Ms. Mithali R and Hindon Mercantile Limited”, being a person belonging to Public Category and Promoter Group:

- Upto 3,00,000 Equity Shares of face value of Rs. 2/- (Rupees Two Only) each;
- Upto 16,00,000 Fully Convertible Warrants of face value of Rs. 2/- (Rupees Two Only) each,

The said proposal has been considered and approved by the Board in their meeting held on 11th June, 2022.

The offer for the proposed allotment as mentioned above in Items 5 & 6 shall be made by way of a common offer letter (PAS-4) to be issued after the approval of members.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

I. Objects of the Issue

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, general corporate purpose, to support the future growth plans of the Company and such other purpose as the Board may decide.

II. Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

Proposed allottee(s), namely, Hindon Mercantile Limited, belonging to promoter category, intends to subscribe 16,00,000 Warrants. Except aforementioned, none of the promoters, Director or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares and Warrants.

III. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding as on 11 th June, 2022		No. of Equity Shares to be allotted	Post Issue Shareholding		No. of Warrants to be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No. of Shares	Percentage (%)		No. of Shares	Percentage (%)		No. of Shares	Percentage (%)
(A) Promoter & Promoter Group								
(a) Individual	90000	0.42	-	90000	0.41	-	90000	0.38

s/HUF								
(b) Bodies Corporate	14551487	67.34	-	14551487	66.41	1600000	16151487	68.70
Total shareholding of Promoter & Promoter Group	14641487	67.76	-	14641487	66.82	1600000	16241487	69.08
(B) Public								
(a) Institutions Investors (Including Mutual Funds/Banks/ Financial institutions, etc.)	250	0.00	-	250	0.00	-	250	0.00
(b) Government Holding (IEPF)	470280	2.18	-	470280	2.15	-	470280	2.00
(c) Non-Institution								
Individuals	5881028	27.21	150000	6181028	28.21	-	6181028	26.29
Body Corporates	453245	2.10	-	453245	2.07	-	453245	1.93
Any other (including HUF, Trusts, NRIs, etc)	165070	0.75	150000	165070	0.75	-	165070	0.70
Total Public Shareholding	6969873	32.24	300000	7269873	33.18	-	7269873	30.92
(C) Non-Promoter-Non-Public								
Shares Held by Employee Trust	-	-	-	-	-	-	-	-
Total (A+B+C)	21611360	100	300000	21911360	100	1600000	23511360	100

Post shareholding structure may change depending upon any other corporate action in between.

IV. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Equity Shares and warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 5 and 6.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen)

days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

V. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee and the percentage of post preferential issue capital that may be held by them:

The pre and post preferential issue capital will be as follows:

Name of the Proposed Allottee	Category	Present Issue Shareholding		Proposed No. of Warrants to be Allotted	Proposed No. of Equity Shares to be Allotted	Post Issue Shareholding after allotment of Equity Shares		Post Issue Shareholding (Presuming allotment of equity shares and conversion of Warrants)#		Ultimate Beneficial Owner
		Pre-Issue Holding	% Total Equity Capital			Post-Issue Holding	% Total Equity Capital	Post-Issue Holding	% Total Equity Capital	
Hindon Mercantile Limited	Promoter	14551487	67.34	1600000	-	14551487	66.41	16151487	68.70	Mr. Kapil Garg and Mr. Rajat Goyal
Ms. Joshna R	Non-Promoter	Nil	Nil	-	150000	150000	0.68	150000	0.64	Ms. Joshna R
Ms. Mithali R	Non-Promoter	Nil	Nil	-	150000	150000	0.68	150000	0.64	Ms. Mithali R

VI. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VII. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottee and the equity shares to be allotted on preferential basis to the persons belonging to Promoter Group and Public shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

VIII. Issue price and relevant date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as 11th June, 2022, for the purpose of computation of issue price of the said Equity Shares and Warrants.

Since, the Equity Shares of the Company is listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at BSE. Therefore, in terms

of Regulation 164 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 82.03/- and Rs. 82.03/- per Share and Warrant respectively.

IX. Re-computation of Issue Price:

The Board of Directors of the Company undertake that:

Since the Company's Equity Shares are listed and traded for a period more than twenty-six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations.

X. Practicing Company Secretary Certificate:

The certificate from Mr. Abhay Kumar, Practicing Company Secretary, New Delhi certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results.

XI. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

XII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions except Shri Kapil Garg and Mrs. Neha Agarwal, by virtue of his directorship in Hindon Mercantile Limited.

The Board of Directors recommends the resolutions as set out in item no.5 and 6 of this notice for the issue of Equity Shares and Warrants, on a preferential basis, to the persons belonging to the promoter and public category by way of Special Resolution.

XIII. Report of the registered valuer:

The issue price has been determined as per Valuation report dated June 27, 2022 issued by Ms. Neha Bhandari, Registered Valuer under the Companies Act, 2013 and under Regulation 164 and other applicable regulations of Chapter V of ICDR Regulations.

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

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

Date: 11.06.2022

Place: Delhi

APM FINVEST LIMITED

Regi. Off: SP-147, RIICO Industrial Area, Bhiwadi, Rajasthan-301019

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 FORM

1.	Name of the First Named Member (in BLOCK LETTERS)	
2.	Registered Address of the Sole / First Named Member / Beneficial Owner	
3.	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialized form)	
4.	Number of Equity Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated 11.06.2022, by conveying my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval for alteration in Object Clause of the Memorandum of Association of the Company			
2.	Approval for Change of Name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company			
3.	Increase in authorized share capital of the Company			
4.	Approval of APM Finvest Limited Employee Stock Option Plan, 2022 ("APM ESOP Scheme 2022")			
5.	Approval for issuance Equity Shares on preferential basis			
6.	Approval for issuance of fully convertible warrants into equity shares on preferential basis to an entity belonging to promoter category			

Place:

Date:

Signature of Member/Authorized Signatory

E-VOTING PARTICULARS

EVEN	USER ID	PASSWORD

Cut-off date for reckoning Voting Rights for Postal Ballot and E-Voting	Commencement of voting by Postal Ballot and E-Voting (Start Date)	Last date of receipt of Postal Ballot and Close of E-Voting (End Date)

(Please see the instructions overleaf for filling the Postal Ballot Form.)

IMPORTANT INSTRUCTIONS FOR VOTING:

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on 10th June, 2022. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the Cut-off date.
2. For E-voting, please refer the instructions under “E-voting Instructions” in the Notice attached herewith.
3. A Member may vote through electronic mode. E-voting will be available from 9.00 a.m. (IST) on 12th June, 2022. Members are requested to refer to instructions for e-voting, appended to this Notice.
4. Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer at Mr. Abhay Kumar, Practicing Company Secretary, R-8/2, 3rd Floor, Ramesh Park, Laxmi Nagar, Delhi-110092, India on or before 5.00 p.m. (IST) on 11th July, 2022, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
5. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed in all respects and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint shareholding, this Form should be completed and signed (as per the

specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.

7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her / their votes nor does he / she / they need to cast his / her / their votes in the same way.
9. The vote(s) of a Member will be considered invalid, *inter alia*, on any of the following grounds:
 - a) If a form other than the Postal Ballot Form issued by the Company is used;
 - b) If the Postal Ballot Form has not been signed by the Member or if the Member’s signature does not tally with the specimen signature of the Company;
 - c) If the Member has put a tick mark (✓) in both the columns, that is, for ‘Assent’ and also for ‘Dissent’ to the resolution in such manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceed the total number of shares held;
 - d) If the Postal Ballot Form is incomplete or incorrectly filled;
 - e) If the Member has made any amendment to the resolution or imposed any condition while exercising his / her / their vote;
 - f) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final.
11. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to apmfinvestltd@gmail.com.
12. The Result of voting on the resolution will be declared within 2 (two) working days of the end date, at the Registered Office of the Company and will also be displayed on the website of the Company (www.apmfinvest.com) besides being communicated to the Stock Exchanges.



Date: 11.06.2022

The Board of Directors

APM Finvest Limited

201, 2nd Floor, Best Sky Tower

Netaji Subhash Place, Pitampura, Delhi-110034

We have examined the relevant records and information of the APM Finvest Limited (herein after referred to as "the Company") provided by the Management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for change of Company's name from **"APM Finvest Limited" to "Mufin Green Finance Limited"**.

Based on our examination and according to the information given to us, pursuant to the requirement of the provisions of Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we do hereby confirm that:

- a) Time period at least one year has elapsed from the last name change that was occurred in the year:

The Company has not changed its name since incorporation.

- b) At least fifty percent of the total revenue in the preceding one year has been accounted for by the new activity suggested by the new name:

There is no change in the business activity of the Company, the company is non-banking financing company registered with Reserve Bank of India and 100% of revenue are derived through financing and investment activities.

- c) The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity:

The Company has invested 100% its assets of the business activity.

This certificate is issued at the request of the Company pursuant to the requirement Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for onward submission to the Stock Exchange, where the equity shares of the Company are listed.

For M/s Pawan Shyam Jain & Co

Chartered Accountants

FRN: 012082N

Vikas

CA Vikas

(Partner)

Mem'ship No: 535712

UDIN: **22535712AKTBFH7808**

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 3,00,000 Equity Shares and 16,00,000 Fully Convertible Warrants into Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Abhay Kumar, Company Secretary in Practice, have verified the relevant records and documents of APM Finvest Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Hindon Mercantile Limited	1206980000006116	14551487	11.06.2022	10.01.2023
Ms. Joshna R	1208180023153679	NA	NA	NA
Ms. Mithali R	1204470023834787	NA	NA	NA

- c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is

further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.

- f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2022-23 is less than 5% of the post issue fully diluted share capital of the issuer.



CS Abhay Kumar
Company Secretary in Practice
M. No.: 60309
COP. NO.: 22630
Peer Review No.: 2050/2022
UDIN: A060309D000484282

Date: 11.06.2022
Place: Delhi

**Valuation Report for Determination of
Fair Value of Equity Shares of
APM FINVEST LIMITED**

Neha Bhandari

Registered Valuer –Securities or Financial Assets

IBBI Reg. No.: IBBI/RV/16/2021/14449

**The Audit Committee,
APM Finvest Limited**
SP-147, RIICO Industrial Area
Bhiwadi-301019 Rajasthan, India

27 June 2022

Subject: Opinion on Fair Value of Equity Shares of “APM Finvest Limited ” as per SEBI (ICDR) Regulations

Dear Sir/ Madam,

We refer to the engagement letter dated **11 June 2022** and the discussions undertaken with the Management of APM Finvest Limited (hereinafter referred to as ‘AFL’ or ‘the Company’) wherein the Management of AFL has requested Neha Bhandari, IBBI Registered Valuer– Securities or Financial Assets (referred to as ‘RV’) to determine fair value of Equity Shares of AFL as on **11 June 2022** (" Valuation Date").

The Management has informed that the Company is considering to issue equity shares on a preferential basis to certain shareholders/investors. As the Company is listed on BSE Limited, it need to comply with Regulation 164 & 166A of SEBI (ICDR) Regulations. Therefore, the Company is required to obtain the valuation report from independent Registered Valuer for determining the issue price.

Based on our valuation analysis of equity shares of APM Finvest Limited, I hereby certify that the fair value of per equity share as on 11 June 2022 is **INR 82.03/-**. The value determined herein should be considered as the floor price/minimum price to allot shares on a preferential basis to investors.

This report sets out our scope of work, background, sources of information, procedures performed by us, key value considerations and our opinion on the fair value of the equity shares. I have summarized the valuation analysis of the company as on the valuation date together with the description of the purpose, methodologies used and limitations on our scope of work in accordance with the Valuation Standard issued by the Institute of Chartered Accountants of India and Internationally Accepted Valuation principles.

Office: Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Jaipur
Email: nehab22june@gmail.com; Contact No.: +91-9829364693



Our analysis and report are in conformity with the “ICAI Valuation Standards” (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/ guidelines of the IVS, our report specifically complies with ICAI Valuation Standards.

Because of the limited purpose of this report, the financial information presented in this report may be incomplete and contain departures from generally accepted accounting principles. We have not audited, reviewed, or compiled the financial information provided by the management and express no assurance on it. Had we audited or reviewed the financial information, matters may have come to our attention that could have resulted in our use of the amounts that differ from those provided. Accordingly, we take no responsibility for the underlying data presented in this report.

This document is provided on the basis that it is kept CONFIDENTIAL and its circulation and use are RESTRICTED. It should not be copied or sent to any other person without the express permission of our office.

I am pleased to present here with our report on the same. We are thankful to the Management of the company for their kind co-operation extended during the course of this assignment.

Yours Sincerely,

Neha Bhandari

Registered Valuer- SFA

IBBI Reg. No.: **IBBI/RV/16/2021/14449**

UDIN: 22407560AMCCPJ4798

Date: 27 June 2022

Place: Jaipur



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Executive Summary:

Valuation Date	11 June 2022
Date of Report	27 June 2022
Purpose of Valuation	Regulatory purpose
Base of Valuation	Fair Value
Premise of Valuation	Going Concern
Variation from Standard Assumptions	None
Special Assumptions	None
Capacity & Status of Valuer	External-Neha Bhandari (RV-S&FA) IBBI Registration No. : IBBI/RV/16/2021/14449
Independence	The total fees, including the fee for this assignment earned from the instructing party are less than 10% of our total annual revenues.

Fair Value :

Based on our study and analytical review procedures subject to the limitations expressed within this report, in our opinion the fair value of the equity shares of the AFL as on valuation date is **INR 82.03** /- per equity share of face value of **INR 2/-** each.

The above executive summary is to be read in conjunction with the valuation report to which it forms part of and is subject to the assumptions, caveats and bases of valuation stated herein and should not be read in isolation.



Introduction of the Company

APM Finvest Limited was incorporated on 13 May 2016 as a public limited company. It is a listed public company and having its registered office at SP-147, RIICO Industrial Area Bhiwadi -301019 Rajasthan. It is listed on the BSE Main Board Platform and is registered at Registrar of Companies, Jaipur. Corporate Identification Number of the Company is L65990RJ2016PLC054921 and its registration no. is 054921. It is the Non Banking Financial Company Non Deposit Taking (NBFC-ND) registered with Reserve Bank of India, Department of Non-Banking Supervision, Jaipur Regional Office on 16.02.2017.

AFL main business object is involved in other financial intermediation and to carry on the business of investment company and to invest in and acquire, hold or otherwise, dispose of exchange, transfer or alienate any share, stocks, debentures, debenture stock, bonds, obligation and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture Stock, bonds, obligations and securities issued or guaranteed by any government, State dominion, Sovereign rules, commissioner, public body or authority supreme, municipal local or otherwise where in India or elsewhere.

It will be 100% focused on Environment & Social Governance focused financing products, to begin with currently focus is on India's fastest growing electric vehicle industry. EV market in India is estimated to be US\$206 billion opportunity by 2030 and is growing at booming rate of 36% CAGR year on year. APM intend to contribute to 4-5% market share of the business by 2030. Its vision is to drive growth of environment & social governance asset of India & take a 5-6% of share of the overall portfolio over next decades. Reduced carbon dioxide emissions & Drive penetration of EV Industry in India.

Existing Capital Structure

The authorized equity share capital of the company is INR 45,000,000 divided into 22,500,000 Equity Shares having face value of INR 2 each. AFL fully paid-up equity share capital as on June 11, 2022 is INR 43,222,720 divided into 21,611,360 equity shares of INR 2 each.



Ownership Structure

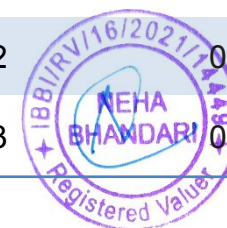
The ownership structure of AFL as at the report date is set out below:

Sr. No.	Name of Shareholder	Category	No. of Shares Held	% of Shares held
1	Hindon Mercantile Limited	Promoter	1,45,51,487	67.33
2	Kapil Garg	Promoter	90,000	0.42
3	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	Public	4,70,280	2.18
4	Sangeetha S	Public	5,20,000	2.40
5	Public Shareholders	Public	59,79,593	27.67
Total			2,16,11,360	100

Management Structure

The Board of Directors of AFL as at the report date is set out below:

S no	Name of Shareholder	Designation	DIN/PAN	Begin Date
1	Abhinav Tambi	Director	00860844	09.03.2022
2	Kapil Garg	Managing Director	01716987	09.03.2022
3	Nitin Goel	Director	01737352	09.03.2022
4	Neha Agarwal	Director	03539327	09.03.2022
5	Hemant Bhageria	Director	06476292	09.03.2022
6	Manoj Kumar Bhatt	Director	09452843	09.03.2022



Purpose of Valuation Exercise

Scope of Work

Based on discussion with the management, we understand that the Company wants to issue Equity Shares to the existing/proposed investors. In this context, the management requires our assistance in determining the fair value of equity of the company. As requested by the management, we have undertaken the value analysis of the equity shares of the Company on an 'as is where is', going concern basis, as at 11 June 2022 ('Valuation Date') as per Market Approach under Companies Act 2013 and in accordance with Regulations 164 and/or 166A (as applicable) of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 ("ICDR").

Compliance with Valuation Standards and Valuation Basis

- Our analysis and report are in conformity with the "ICAI Valuation Standards" (IVS) issued by the Institute of Chartered Accountants of India. In addition to the general standards/ guidelines of the IVS, our report specifically complies with ICAI Valuation Standard 102 - Valuation Bases (IVS 102), ICAI Valuation Standard 103 – Valuation Approaches and Methods (IVS 103), ICAI Valuation Standard 201 - Scope of Work, Analyses and Evaluation (IVS 201), ICAI Valuation Standard 202 - Reporting and Documentation (IVS 202) and ICAI Valuation Standard 301 - Business Valuation (IVS 301).
- The valuation basis used in arriving at valuation conclusion is 'Fair Value'. *'Fair value' is defined by IVS102 as "the price that would be received to sell an asset or paid to transfer liability in an orderly transaction between market participants at the valuation date."*
- IVS 102 defines 'orderly transaction' as " a transaction that assumes exposure to the market for a period before the valuation date to allow for marketing activities that are usual and customary for transactions involving such assets or liabilities and it is not forced transaction. The length of exposure time will vary according to the type of asset and market conditions."



- IVS 102 further defines 'Market participants' as "willing buyers and willing sellers in the principal (or most advantageous) market for the asset or liability that have all of the following characteristics:
- ❖ they are independent of each other, that is, they are not related parties as defined under applicable accounting framework and set of reporting/ accounting standards therein, although the price in a related party transaction may be used as an input to a fair value measurement if the entity has evidence that the transaction was entered into at market term
- ❖ they are knowledgeable, having a reasonable understanding about the asset or liability and the transaction using all available information, including information that might be obtained through due care that is usual and customary
- ❖ they are able to enter into a transaction for the asset or liability; and
- ❖ they are willing to enter into a transaction for the asset or liability, i.e., they are motivated but not forced or otherwise compelled to do so."

Base & Premise for Valuation

- As per ICAI Valuation Standards 102, Valuation base means the indication of the type of value being used in an engagement. Different valuation bases may lead to different conclusions of value. Therefore, it is important for the valuer to identify the bases of value pertinent to the engagement. This Standard defines the following valuation bases: Fair value, Participant specific value and Liquidation value.
- As the Company is on going concern basis, RV has decided to choose Fair Value as base of valuation. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the valuation date.
- Premise of Value refers to the conditions and circumstances how an asset is deployed. This valuation is performed on the premise that the Company will continue to operate as a going concern. IVS 102 defines 'going concern value' as *"the value of a business enterprise that is expected to continue to operate in the future."*



The relevant extract of Section 62 (1)(C) of the Companies Act, 2013 is as under:

Further issue of share capital.— (1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

This report has been issued in accordance with section 247 of Companies Act 2013, which provides statutory backing to the Valuation, which requires that in respect of valuation of any property, stocks, shares, debentures, securities or goodwill or any other assets (herein referred to as the assets) or net worth of a company or its liabilities under the provision of this Act, it should be valued by a person having such qualification and experience and registered as valuer in such manner as may be prescribed.

In view of the above background, Registered Valuer understands that the purpose of this report is to determine the fair value of equity shares of AFL that will be allotted to the investors in accordance with the requirement of section 62(1)(c) of the Companies Act, 2013, which states that when a company proposes to issue new shares, the price of such shares should be determined by the valuation report of a Registered Valuer.



SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018

Extract of the Regulation 164 and 166A are as under:

Regulation 164 : Pricing of Frequently traded shares

1. If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:
 - the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
 - the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

For the purpose of this Chapter, “frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer: Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

Regulation 166A : Other conditions for Pricing

166A. (1) Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.



Appointment & Identity of Valuer

Appointing Authority, Appointment date, Valuation date and Report date:

As per Section 247 of The Companies Act, 2013, the Audit Committee of AFL appointed Neha Bhandari (Registered Valuer) on 11 June 2022 for valuation of equity shares as on valuation date 11 June 2022. The valuation report is issued on 27 June 2022.

Identity of the Valuer:

Neha Bhandari is a Registered Valuer (Securities or Financial Asset class) as required under The Companies (Registered Valuers & Valuation) Rules, 2017. Neha Bhandari is registered with Insolvency & Bankruptcy Board of India vide registration number IBBI/RV/16/2021/14449. Neha's primary membership is registered with AARVF Registered Valuers Organization vide registration no. AaRVF/M/SorFA/188.

Disclosure of Valuer Interest:

I have no present or prospective contemplated financial interest in AFL nor any personal interest with respect to the Promoters & Board of Directors of AFL. I have no bias/prejudice with respect to any matter that is the subject of the valuation report or to the parties involved with this engagement. My professional fee for this valuation is based upon my normal billing rates, and not contingent upon the results or the value of the business or in any other manner.

Intended Users of The Report:

This Valuation Report is confidential and has been prepared exclusively for Audit Committee/Board of Directors of AFL. It should not be circulated or reproduced to any other person for any purpose other than as mentioned above, without the prior consent of the valuer. This Valuation report should not be construed as investment advice, specifically we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.



Sources of Information

Our expression of the opinion on the fair value of the Company is supported by all procedures that we deem to be relevant. We have obtained sufficient information in accordance with IVS 201- 'Scope of Work, Analyses and Evaluation', and relied on the data, facts, information, documents, and explanations as authenticated, and provided to us by the Management. The scope of this valuation included a review of the Company's historical financial statements, other financial and non-financial data.

We have fully relied on the information provided by the company and do not vouch for the accuracy of the information as is provided to us by the management of AFL. Our opinion was based on the information listed below:

- Background documents and information of the company;
- Audited financial statements of the Company for the financial years 2020-21 and 2021-2022;
- Equity share trading details for last 240 trading days before valuation date;
- Memorandum & Articles of Association
- Discussions and correspondence with the Management in connection with business operations, past industry and company trends, proposed future business plans and prospects both for company & industry, realizability of assets, business drivers & risks etc.
- Information available in public domain and databases such as Capitaline, National Stock Exchange, Bombay Stock Exchange etc.

We have also considered/ obtained such other analysis, review, explanations and information considered reasonably necessary for our exercise, from the Client or other public available sources. Supporting data, copies of source documents and other pertinent information supporting our opinion of value are maintained in our files.



Procedures adopted in carrying out the Valuation

Process Flow : Receipt of proposal for valuation includes

- Discussion with the management and acceptance of the proposal
- Receipt of intimation about appointment and acceptance of proposal
- Execution of valuation engagement letter and providing the checklist for required information, documents, and records
- Receipt of information, documents as per the checklist
- Cross verification of data with concerned officials of the company for clarifications/explanations.
- Determining valuations approach, techniques, and methods in compliance with applicable standards
- Valuation synthesis & revisiting the assumptions and decision made
- Report preparation and its validation.

Limitation of Verification

Our valuation report and analysis are subject to the assumptions and limiting conditions as mentioned in **Annexure A** of the report.

- The relevant information for the purpose of this valuation has been provided by the Management. We do not make any representations or warranty, express or implied, regarding the achievability/accuracy of the forecasts and accuracy/completeness of such other information as provided by the Management.
- The relevant information & support documents provided by the Management have not been independently verified by us with any third party or any other sources and are believed to be true and reliable. The information contained herein is based on the analysis of information known or knowable as of the valuation date.
- Unless stated otherwise, industry and market data used in this report have been obtained from market research, publicly available information & industry publications.
- In no event shall we be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Company, their management, employees or agents. In no circumstances shall the liability of registered valuer relating to services provide in connection with the engagement set out in this report exceed the amount paid to us in respect of the fees charged for those services.



Valuation Approaches & Methodologies

Valuation Approaches

In order to value the Company, we considered three approaches to valuation, as provided under the 'IVS 103 – *Valuation Approaches and Methods*': the market approach, the income approach and the asset approach. We have reviewed and analyzed several methods and their results to determine which methods would generate the most reasonable opinion of value of the Company's operations as on the Valuation Date. After careful consideration of each method's underlying assumptions and variables that were utilized, we concluded that market approach which would provide the most appropriate indication of the fair value of the Company due to being listed on the stock exchange.

A description of these methods and the methods considered but not used are included within this report. Both internal and external factors, which influence the value of the Company have been reviewed, analyzed, and interpreted. Internal factors included financial position and results of operations of the Company. External factors included, among other things, the status of the economy and the position of the Company relative to the industry.

As of the date of this valuation report, citizens and the economies of India and other countries have been impacted by the coronavirus (COVID-19) pandemic. The evolution of this disease, the extent of its economic impact and the steps to be taken by governments and financial institutions are unknown. Entities may face supply chain disruptions, labor shortages, revenue declines, increases in bad debts, reduced cash flows, difficulties meeting debt service requirements, challenges obtaining credit and loans, and inventory and goodwill impairments.

A brief explanation of each valuation approach is provided below:

Income Approach

The income approach provides an estimate of the present value of the monetary benefits expected to flow to the owners of the business. It requires the projection of the cash flows that the business is expected to generate. These cash flows are then converted to their present value by means of discounting, using a rate of return that accounts for the time value of money and the appropriate degree of risk in the investment. The value of the business is the sum of the discounted cash flows.



Market Approach

Market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. It considers actual arm's-length transactions for which the market value of investments alternative to the subject company can be observed. The value of a company or an ownership interest in the company can be estimated by developing relevant multiples for the comparative companies that relate value to underlying revenue, earnings, or cash flow variable, and then applying these multiples to the comparable underlying revenue, earnings, or cash flow variable for the subject company. The value multiples can be derived from guideline public company and guideline transactions of the publicly traded company or private companies.

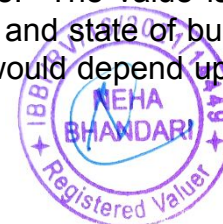
Cost (Asset-Based) Approach

The asset-based (net underlying assets) approach is a form of the cost approach. The values of the individual assets (i.e., current, fixed, and intangible) of the business are estimated. The sum of the individual asset values represents the total asset value of the enterprise. The enterprise's liabilities related to working capital are deducted to arrive at an indication of value for the invested capital of the business. Since the cost approach does not always reflect the full value of intangible assets, it is often inappropriate to value an operating business completely on the basis of this approach without giving weights to other valuation methods. Cost approach may be relevant to the value of an operating business that is not sufficiently profitable and whose "breakup" values may be greater than its going concern value.

Valuation Methodologies

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. Different methodologies are adopted for the valuation of manufacturing, investment, consultancy and trading companies. Though there are no thumb rules for valuation, the method to be adopted has to be appropriate to the particular purpose for which valuation is being done as well as the attendant circumstances of each case. For example, a manufacturing company is generally valued on the combination of asset value and the earning potential of the business. An investment company is valued based on the fair market value of underlying assets.

However, the value is specific to the point in time and may change with the passage of time. The value is derived in the context of an existing environment that includes economic conditions, state of industry/market and state of business activities of companies being valued etc. as on the appointed date of valuation. The basis of valuation would depend upon the purpose of valuation, the type of business, the prospects and other attendant circumstances.



Method of Valuation

There are several commonly used and accepted methods for determining the value of business/shares of the company, which would be applied to the present case, to the extent relevant and applicable, such as:

Income Approach - Discounted Free Cash Flow Method (DCF)

The DCF method values the asset by discounting the cash flows expected to be generated by the asset for the explicit forecast period and also the perpetuity value (or terminal value) in case of assets with an indefinite life. The DCF method is one of the most common methods for valuing various assets such as shares, businesses, real estate projects, debt instruments, etc. This method involves discounting of future cash flows expected to be generated by an asset over its life using an appropriate discount rate to arrive at the present value. The important inputs for the DCF method are (1) Cash flows; (2) Discount rate; and (3) Terminal value.

Market Approach -Comparable Company Multiples Method (CCM)

Under the CCM Method, the value of shares/ business of a company is determined based on market multiples of publicly traded comparable companies, that is, valuation based on multiples benchmark to the multiples of similar assets in the industry. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

This method involves reviewing valuation multiples for companies that are in the same or similar line of business as the company being valued and then applying the relevant valuation multiples to the subject company to determine its value. The theory behind this approach is that valuation measures of similar companies, as manifested through stock market valuations of listed comparable companies, should represent a good proxy for the specific company being valued. Depending on the source of data available and the underlying company being valued, a variety of valuation measures might be used including Enterprise Value (EV) to Sales, EV to EBITDA, Price to Earnings, etc.

Asset Approach - Net Asset Value Method (NAV)

The net asset value method is an asset-based approach to valuation where the value of the business is based on the difference between the fair market value of the assets and liabilities of the business. This method is a sound method for estimating the value of a non-operating business, such as real estate holding company, or a business that is continuing to generate losses, or which is expected to be liquidated. Net Asset Value Method is also considered appropriate, where the future cash flows / commercial operations of the valued company cannot be reasonably ascertained.



Valuation Exercise & Working

Valuation of the Company via Market Approach : Market Price Method

The three approaches discussed in previous section of the report are internationally accepted valuation approaches and used globally for valuations. After considering all the approaches, I have decided to use market approach as the best approach to ascertain fair value of AFL equity shares.

As AFL is listed company and need to comply with SEBI ICDR Regulations 2018, I have considered the Regulation 164 of valuing frequently traded shares. As per Regulation 164 “frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

In the present case, the relevant valuation date is 11 June 2022, therefore I have obtained the trade data from BSE for the period 24th June 2021 to 10th June 2022 (i.e. 240 trading days) to determine if the shares are frequently traded or not.

During the 240 trading days preceding to the valuation date, there has been trading of 98,50,868 number shares. The issued number of shares as on valuation date is 2,16,11,360. The trading number of shares 98,50,868 in 240 days are higher than 10% of outstanding number of shares i.e. 21,61,360 (10% of issued shares 2,16,11,360). Therefore, we conclude that the shares are frequently traded and fair value will be determined as per Regulation 164 of SEBI ICDR Regulations 2018.

As per SEBI ICDR Regulations 2018, the preferential issue shall be not less than higher of the following for frequently traded shares:

- the 90 trading days volume weighted average price preceding the relevant date; or
- the 10 trading days volume weighted average prices preceding the relevant date.



90 trading days volume weighted average price of equity shares of APM Finvest Limited preceding the relevant valuation date

Date	No. of Shares	Total Turnover	Date	No. of Shares	Total Turnover	Date	No. of Shares	Total Turnover (Rs.)
10-Jun-22	18895	1708480	28-Apr-22	28834	2335465	14-Mar-22	12039	733677
09-Jun-22	42967	3845813	27-Apr-22	295266	24381213	11-Mar-22	35244	2128987
08-Jun-22	47384	4090413	26-Apr-22	176295	14358677	10-Mar-22	10081	602111
07-Jun-22	39743	3382105	25-Apr-22	89427	6890118	09-Mar-22	13909	790503
06-Jun-22	30893	2465082	22-Apr-22	51736	3823887	08-Mar-22	10154	546706
03-Jun-22	23435	1866257	21-Apr-22	60588	4226138	07-Mar-22	8548	439312
02-Jun-22	19574	1520249	20-Apr-22	37148	2499128	04-Mar-22	12163	639333
01-Jun-22	52863	4092159	19-Apr-22	40941	2650839	03-Mar-22	5463	280394
31-May-22	29068	2229632	18-Apr-22	18885	1260218	02-Mar-22	30852	1506830
30-May-22	32749	2489550	13-Apr-22	11009	743705	28-Feb-22	12978	661799
27-May-22	12938	966167	12-Apr-22	24064	1588156	25-Feb-22	19088	1016483
26-May-22	16000	1184340	11-Apr-22	7736	505801	24-Feb-22	23926	1240310
25-May-22	16125	1193030	08-Apr-22	6024	404210	23-Feb-22	11802	653663
24-May-22	32778	2461248	07-Apr-22	5495	364447	22-Feb-22	20941	1160265
23-May-22	57341	4154321	06-Apr-22	10575	709367	21-Feb-22	9368	546907
20-May-22	33710	2392866	05-Apr-22	38038	2410672	18-Feb-22	6522	389460
19-May-22	29465	2091867	04-Apr-22	9813	619468	17-Feb-22	16725	1035780
18-May-22	26994	1951534	01-Apr-22	1732	107947	16-Feb-22	5272	315739
17-May-22	15275	1115555	31-Mar-22	5989	364975	15-Feb-22	17367	1004303
16-May-22	24429	1800375	30-Mar-22	12087	737663	14-Feb-22	32230	1882248
13-May-22	9220	686229	29-Mar-22	14429	873057	11-Feb-22	18904	1142130
12-May-22	17548	1318617	28-Mar-22	8612	535141	10-Feb-22	10630	668276
11-May-22	69776	5423345	25-Mar-22	9237	583075	09-Feb-22	14859	924919
10-May-22	31886	2451778	24-Mar-22	18273	1188893	08-Feb-22	36611	2331703
09-May-22	54462	3966798	23-Mar-22	49151	3333646	07-Feb-22	143974	9650792
06-May-22	26851	1982307	22-Mar-22	10605	703226	04-Feb-22	25619	1781074
05-May-22	5299	403710	21-Mar-22	33108	2263017	03-Feb-22	31324	2181217
04-May-22	38128	2951151	17-Mar-22	27821	1892635	02-Feb-22	50434	3481124
02-May-22	20427	1621664	16-Mar-22	46692	3101477	01-Feb-22	49869	3348101
29-Apr-22	22482	1778581	15-Mar-22	14901	960325	31-Jan-22	123011	7830332

Total value of shares traded (INR) 20,69,16,287
Total no. of shares traded in 90 days 28,83,123
VWAP 71.77



10 trading days volume weighted average price of equity shares of APM Finvest Limited preceding the relevant valuation date

Date	No.of Shares	Total Turnover
10-Jun-22	18895	1708480
09-Jun-22	42967	3845813
08-Jun-22	47384	4090413
07-Jun-22	39743	3382105
06-Jun-22	30893	2465082
03-Jun-22	23435	1866257
02-Jun-22	19574	1520249
01-Jun-22	52863	4092159
31-May-22	29068	2229632
30-May-22	32749	2489550

Total value of shares traded (INR)	2,76,89,740
Total no. of shares traded in 90 days	3,37,571
VWAP	82.03



Valuation analysis

Based on the above workings, the fair value of the share of APM Finvest Limited is determined as under:

Higher of 90 trading days or 10 trading days preceding relevant valuation date:

- **90 trading days - volume weighted average price: INR 71.77/-**
- **10 trading days - volume weighted average price: INR 82.03/-**

In accordance with SEBI ICDR Regulations 2018, the shares of the company are frequently traded based on preceding 240 trading days data. Therefore, the preferential allotment shall not be less than INR 82.03 i.e. the higher price between 90 & 10 trading days before the valuation date.

I have also reviewed the book value per equity share i.e. INR 47.03 based on 31 March 2022 audited financials. As confirmed by Management, there has been no change in equity shares and substantial business model from 31 March 2022 to valuation date.

The Company may consider issuing share at INR 82.03 or at a price higher than INR 82.03 as they deem fit in accordance with relevant Company's Act & SEBI regulations.

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Conclusion

In the ultimate analysis, valuation have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment etc. which are not evident from the face of the balance sheet but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon said in Gold Coast Selection Trust Ltd. Vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible."

Based on the above workings, the calculation of the fair value of the share of APM Finvest Limited is as under:

In accordance with SEBI ICDR Regulations 2018, the shares of the company are frequently traded. Therefore, I have determined the price per share in accordance with Regulation 164 that deals with valuation of frequently traded shares. Accordingly, pursuant to Regulation 164, for the purpose of preferential allotment of shares of Face value of INR 2/-, I have determined the fair value of the Equity share based on market approach to be **INR 82.03/-** as on valuation date i.e. 11 June 2022. The determined price is to be considered as floor price and preferential allotment can be made at any price but not less INR 82.03/- The values so arrived at are subject to the matters enumerated in 'Scope of Work, 'Caveat, Limitation & Disclaimer statement' and information provided to us and should be viewed in the light thereof.

Neha Bhandari

Neha Bhandari

Registered Valuer- SFA

IBBI Reg. No.: **IBBI/RV/16/2021/14449**

UDIN: 22407560AMCCPJ4798

Date: 27 June 2022

Place: Jaipur



Annexure A-CAVEATS, LIMITATIONS & DISCLAIMERS

This report is subject to the following assumptions and limiting conditions:

❖ Restrictions on use of Valuation Report

- a) This document has been prepared for the purposes stated herein and should not be relied upon for any other purpose.
- b) Our client is the only authorized user of this report and is restricted for the purpose indicated in the engagement letter.
- c) This restriction does not preclude the client from providing a copy of the report to third party advisors whose review would be consistent with the intended use.
- d) I do not take any responsibility for the unauthorized use of this report.

❖ Responsibility of RV

- a) I owe responsibility only to the authority that has appointed me under the terms of the engagement letter.
- b) I will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person.
- c) In no event I shall be liable for any loss, damage, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or wilful default on part of the client or companies, their directors, employees or agents.

❖ Accuracy of Information

- a) While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the clients existing business records.
- b) Accordingly, I express no audit opinion or any other form of assurance on this information.

❖ Achievability of the forecast results

- a) I do not provide assurance on the achievability of the results forecast by the management / owners as events and circumstances don't occur as expected, difference between actual and expected results may be material.
- b) I express no opinion as to how closely the actual results will correspond to those projected / forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.



❖ **Post Valuation Date Events**

- a) The user to which this valuation is addressed should read the basis upon which the valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the valuation date.
- b) Due to possible changes in market forces and circumstances, this valuation report can only be regarded as relevant as at the valuation date.

❖ **Range of Value Estimate**

- a) The valuation of companies and assets is made based on the available facts and circumstances and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgement .
- b) Although every scientific method has been employed in systematically arriving at the value , there is no indisputable single value and the estimate of the value is normally expressed as falling within a likely range.

❖ **No Responsibility to the Actual Price of the subject asset if sold or transferred/ exchanged**

- a) The actual market price achieved may be higher or lower than our estimate of value (or range of value) depending upon the circumstances of the transaction (eg: the competitive bidding environment), the nature of the business (eg : the purchaser's perception of potential synergies).
- b) The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved.
- c) Accordingly, our valuation conclusion will not necessarily be the price at which actual transaction will take place.

❖ **Multiple factors affecting the Valuation Report:**

- a) The valuation report is tempered by the exercise of judicious discretion by the RV, taking into account the relevant factors.
- b) There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which may not be apparent from the Balance Sheet but could strongly influence the value.

❖ **Future services including but not limited to Testimony or attendance in courts/ tribunals/ authorities for the opinion of value in the Valuation Report**

- a) I/We are fully aware that based on the opinion of value expressed in this report, I/we may be required to give testimony or attend court / judicial proceedings with regard to the subject assets, although it is out of scope of the assignment, unless specific arrangements to do so have been made in advance, or as otherwise required by law.
- b) In such event, the party seeking our evidence in the proceedings shall bear the cost/professional fee of attending court / judicial proceedings and my / our tendering evidence before such authority shall be under the applicable laws.

❖ **Reliance on the representation of the owners/ clients , their management and other third parties**

- a) The client/ owner and its management/ representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge.
- b) We have relied upon the representations of the owners/ clients, their management and other third parties concerning the financial data , operational data, and maintenance schedule of all plant –machinery –equipment –tools- vehicles, real estate investments and any other investments in tangible assets except as specifically stated to the contrary in the report.
- c) I shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or wilful default on part of the companies, their directors, employee or agents
- d) I express no opinion as to how closely the actual results will correspond to those projected / forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of management.

❖ **No procedure performed to corroborate information taken from reliable external sources**

- a) We have relied on data from external sources also to conclude the valuation. These sources are believed to be reliable .
- b) we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis.
- c) Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

❖ **Compliance with relevant laws**

- a) The report assumes that the company/business/asset complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the companies/business/assets will be managed in a competent and responsible manner.
- b) Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.

(End of report)

