



APEX HOME FINANCE LIMITED

Registered Office: L-5 & 6, Green Park Extension, New Delhi – 110 016

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POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given to the members of Apex Home Finance Limited (the “**Company**”), pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolution appended below is proposed to be passed by way of Postal Ballot including Electronic voting in compliance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (“**Postal Ballot Form**”) and self-addressed Business Reply envelope for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules 2014, the Board of Directors has appointed Mr. Ajit Kumar Mishra of M/s Ajit Mishra & Associates, Company Secretaries, New Delhi (M No. FCS-9703, CP No. 20737) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, postal ballot form(s) if sent, at the expenses of member(s) will also be accepted, the postal ballot form(s) may also be deposited personally at the address given in the business reply envelop, so as to reach the Scrutinizer not later than close of working hours (5.00 pm IST) on December 22, 2018. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on December 22, 2018 for voting by the Members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means (“e-voting”) to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

The Scrutinizer will submit his report to Mr. Ramesh Shah, Chairman of the Board, or in his absence to any person authorized by him, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced by the Chairman or any person authorized by him, on December 24, 2018 and will be displayed at the website of the Company i.e., www.apexfinancials.in and communicated to BSE Limited (the “**BSE**”), being the stock exchanges where the equity shares of the Company are listed and to the other related agencies/regulatory authorities.

The last date specified for receipt of duly completed postal ballot forms / e-voting, i.e. December 22, 2018 shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the “Act”), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “SEBI Listing Regulations”) and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company and such other approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, 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 be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to increase the authorized share capital of the company from Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of face value of Rs. 10/- (Rupees Ten Only) each by creation of additional 9,40,00,000 (Nine Crore Forty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company, with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded through postal ballot process to alter the existing Clause V of the Memorandum of Association of the Company with the following new clause as Clause V:

V: The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company.”

Item No. 2: Issue of Equity shares to the Promoters/persons belonging to the Promoters Group/persons other than the Promoters and Promoters Group on preferential basis

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 42, 52, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the “Act”), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (the “SEBI ICDR Regulations”) and any other law for the time being in force, and the provisions in the Memorandum and Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, 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 be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more

tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 2,30,00,000 equity shares of the Company of face value Rs.10/- (Rupees Ten) each (“**Equity Shares**”) at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter V of the SEBI ICDR Regulations by way of preferential allotment to Promoters/persons belonging to the Promoters Group and to persons other than the Promoters and Promoters Group of the Company (hereinafter referred to as the “**Proposed Allottees**”):

Sl. No.	Name of the Proposed Allottees	Maximum No. of Equity shares to be allotted
1	Suchitra	3,614,751
2	Hillgrow Infoservices Pvt. Ltd.	3,167,784
3	Inscence Developers Pvt. Ltd.	815,718
4	Foster Infrastructure Pvt. Ltd.	2,352,065
5	Palmtree Infracon Pvt. Ltd.	2,352,065
6	Veteran Infradevelopers Pvt. Ltd.	2,352,065
7	Surender Singh (HUF)	2,135,552
8	Shamsher Singh (HUF)	1,260,000
9	Yogender Kumar	1,200,000
10	Yogender Singh (HUF)	1,250,000
11	Parveen Kumar (HUF)	1,250,000
12	Pawan Singh (HUF)	1,250,000
	Total	23,000,000

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be November 22, 2018, being the working day immediately preceding the date 30 days prior to the last date of voting through Postal Ballot process including e-voting.

RESOLVED FURTHER THAT the equity shares to be allotted shall rank pari passu in all respects including as to dividend with the existing equity shares of the Company of face value Rs. 10/- each.

RESOLVED FURTHER THAT the Equity Shares, issued to the Proposed Allottees, be listed on BSE Limited, and that the Board be and is hereby authorised to make the necessary application and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories and for the credit of such Equity Shares to the Proposed Allottees.

RESOLVED FURTHER THAT the Common Seal of the Company, if required be affixed on any agreement, undertaking, deed or other documents as per the provisions of the Articles of Association of the Company.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolutions, delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

By Order of the Board of Directors
For Apex Home Finance Limited

Date: November 14, 2018
Place: New Delhi

Sd/-
(Phul Jha)
Company Secretary & Compliance Officer
ICSI M. No. 20850

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business annexed hereto and forms part of this Notice.
2. All relevant documents referred to in the explanatory statement are available for inspection of the shareholders at the Company’s Registered & Corporate Office on any working day except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST upto December 22, 2018.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
FORMING PART OF THE NOTICE**

ITEM NO. 1:

The Company is having an existing Authorised Share Capital of Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten Only) each. The Company requires more funds to finance its short term and long term working capital requirements. As a result, the Authorised Share Capital of the Company is to be increased from Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of face value of Rs. 10/- (Rupees Ten Only) each. The increase in the Authorised Share Capital as aforesaid would also require consequential alteration to the existing Clause V of the Memorandum of Association of the Company

And, in accordance with the provision of Section 61 of the Companies Act, 2013, approval from the Shareholders of the Company are required to increase the Authorised Share Capital of the Company and to alter clause V of the Memorandum of Association of the Company.

Therefore, the Board recommends the passing of the Resolution set out at Item Nos. 1 of this Postal Ballot Notice as Ordinary Resolution.

None of the Directors, Key Managerial person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this item of business except to the extent of their shareholding.

ITEM NO. 2:

With a view to augment funds and to finance the short term and long term working capital requirements of the Company and to support its future growth plans, the Board of Directors in their meeting held on November 14, 2018 has considered and approved the proposal of raising funds through issue of equity shares of the Company on a private placement basis to the Promoters/persons belonging to the Promoters Group and to persons other than the Promoters and Promoters Group of the Company, subject to receipt of necessary approvals from the shareholders and Stock Exchanges on which the equity shares of the Company are listed.

The relevant details / disclosures of the proposed issue are given below:

1. The Equity Shares issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 167 and 168 of the SEBI ICDR Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.
2. The Equity Shares shall rank pari passu inter se and with the existing equity shares of the Company in all respects, including in relation to rights to dividend.
3. The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof.
4. The consideration for allotment of Equity Shares shall be paid to the Company from the respective Bank account(s) of the Proposed Allottees.
5. Allotment shall only be made in dematerialized form.

The disclosures prescribed under Regulation 163 of the SEBI ICDR Regulations in respect of the proposed Resolution, are as follows:

(a) The objects of the preferential issue:

The object of the issue is to finance the short term and long term working capital requirements of the Company on one hand and to support future growth plans of the Company on the other hand.

(b) maximum number of specified securities to be issued

upto 2,30,00,000 Equity Shares

(c) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The following entities forming part of the Promoter and Promoters group of the Company, named as Proposed Allottees, shall subscribe to equity shares mentioned against their names as provided below. However, none of the other directors and other person/entities belonging to the Promoter Group or key management personnel intends to subscribe to the proposed preferential offer of equity shares.

Sl. No.	Name of the Proposed Allottees	Maximum No. of Equity shares to be allotted
1	Suchitra	3,614,751
2	Hillgrow Infoservices Pvt. Ltd.	3,167,784
3	Inscence Developers Pvt. Ltd.	815,718
4	Foster Infrastructure Pvt. Ltd.	2,352,065
5	Palmtree Infracon Pvt. Ltd.	2,352,065
6	Veteran Infradevelopers Pvt. Ltd.	2,352,065
7	Surender Singh (HUF)	2,135,552

(d) Equity Shareholding Pattern before and after the Preferential Issue

Sr. No.	Particulars	Pre-Issue holding		Post Issue shareholding pattern	
		No. of Equity Shares	%age	No. of Equity Shares	%age
A	Promoter Shareholding				
	Suchitra	930,588	15.72	4,545,339	15.72
	Hillgrow Infoservices Pvt. Ltd.	815,520	13.77	3,983,304	13.77
	Inscence Developers Pvt. Ltd.	210,000	3.54	1,025,718	3.54
	Foster Infrastructure Pvt. Ltd.	605,520	10.23	2,957,585	10.23
	Palmtree Infracon Pvt. Ltd.	605,520	10.23	2,957,585	10.23
	Veteran Infradevelopers Pvt. Ltd.	605,520	10.23	2,957,585	10.23
	Surender Singh (HUF)	549,780	9.29	2,685,332	9.28
	Remaining Promoter & Promoter Group	-	-	-	-
	Total Promoter Group holding (A)	4,322,448	73.01	21,112,448	73.00
B	Public Shareholding				
	FIs / Banks / Insurance Companies	-	-	-	-
	FIIIs / FPIs	-	-	-	-
	NRIIs / OBCs	-	-	-	-
	Resident Companies	-	-	-	-
	Resident Individuals & HUF	1,597,530	26.99	7,807,530	27.00
	Others				
	Total Public holding (B)	1,597,530	26.99	7,807,530	27.00
	Grand Total (A) + (B)	5,919,978	100.00	28,919,978	100.00

(e) Proposed time within which the allotment shall be completed

The Equity Shares shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

(f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.

The details of the Proposed Allottees are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of Equity Shares. There will not be any change in the

management control of the Company on account of the proposed preferential allotment of Equity Shares except a corresponding change in the shareholding pattern as well as the voting rights. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year.

Sr. No.	Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee	No. of equity shares to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding	
				No. of Equity Shares	%age	No. of Equity Shares	%age
1	Suchitra	Individual (one of the Promoter of the Company)	3,614,751	930,588	15.72	4,545,339	15.72
2	Hillgrow Infoservices Pvt. Ltd.	Mrs. Suchitra, Mr. Shekhar Singh, Mrs. Sheela Gehlot and their relatives are the Natural persons who are the ultimate beneficial owners / who control the proposed allottee.	3,167,784	815,520	13.78	3,983,304	13.77
3	Incense Developers Pvt. Ltd.	Mrs. Suchitra, Mr. Shekhar Singh, Mrs. Sheela Gehlot and their relatives are the Natural persons who are the ultimate beneficial owners / who control the proposed allottee.	815,718	210,000	3.55	1,025,718	3.55
4	Foster Infrastructure Pvt. Ltd.	Mrs. Suchitra, Mr. Shekhar Singh, Mrs. Sheela Gehlot and their relatives are the Natural persons who are the ultimate beneficial owners / who control the proposed allottee.	2,352,065	605,520	10.23	2,957,585	10.23
5	Palmtree Infracon Pvt. Ltd.	Mrs. Suchitra, Mr. Shekhar Singh, Mrs. Sheela Gehlot and their relatives are the Natural persons who are the ultimate beneficial owners / who control the proposed allottee.	2,352,065	605,520	10.23	2,957,585	10.23
6	Veteran Infradevelopers Pvt. Ltd.	Mrs. Suchitra, Mr. Shekhar Singh, Mrs. Sheela Gehlot and their relatives are the Natural persons who are the ultimate beneficial owners / who control the proposed allottee.	2,352,065	605,520	10.23	2,957,585	10.23
7	Surender Singh (HUF)	Mr. Surender Singh is the Karta of the HUF	2,135,552	549,780	9.29	2,685,332	9.28
8	Shamsher Singh (HUF)	Mr. Shamsher Singh is the Karta of the HUF	1,260,000	87,880	1.48	1,347,880	4.66
9	Yogender Kumar	Individual	1,200,000	200,565	3.39	1,400,565	4.84
10	Yogender Singh (HUF)	Mr. Yogender Kumar is the Karta of the HUF	1,250,000	136,260	2.30	1,386,260	4.79
11	Parveen Kumar (HUF)	Mr. Praveen Kumar is the Karta of the HUF	1,250,000	138,564	2.34	1,388,564	4.80
12	Pawan Singh (HUF)	Mr. Pawan Singh is the Karta of the HUF	1,250,000	157,610	2.66	1,407,610	4.87

(g) Issue Price and Relevant Date

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is November 22, 2018, i.e. working day immediately preceding the date 30 days prior to the last date of voting through Postal Ballot process including e-voting.

It is proposed to issue the Equity Shares at an issue price as may be determined on the relevant Date in compliance with the provisions of Chapter V of the SEBI ICDR Regulations. The equity shares of the Company are in-frequently traded. The Company has appointed Sundae Capital Advisors Private Limited, a Category I Merchant Banker, to determine the price in accordance with Regulation 165 of the SEBI ICDR Regulations.

(h) Undertaking by the Company

The Board of Directors of the Company hereby undertakes and confirms that 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.

(i) Lock-in

The Equity Shares allotted will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the ICDR Regulations.

The Equity Shares to be allotted on preferential basis to the Proposed Allottees shall subject to lock-in for a period of 3 Years/ 1 Year, as applicable, from the date of the receipt of trading approval for such Equity Shares.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottees shall be locked-in from the relevant date up to a period of six months from the date of the receipt of trading approval.

(j) Auditors Certificate

A copy of the certificate of the Company's Statutory Auditor, M/s Shailendra Goel & Associates, Chartered Accountants, certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results.

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 2 relating to issue of Equity Shares in the notice as Special Resolution.

Accordingly, the Special Resolution proposed at Item No. 2 will, if passed, enable the Company to issue and allot Equity Shares on a preferential basis to the Proposed Allottees in the manner and to the extent as stated in the resolution.

Mr. Shekhar Singh, Mr. Sumit Choudhary, Mr. Sandeep Singh, Directors and their relatives, being part of promoter / promoter group, are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

None of the directors or Key Managerial Personnel of the Company or their relatives other than specified above, are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company

By Order of the Board of Directors
For Apex Home Finance Limited

Sd/-
(Phul Jha)

Company Secretary & Compliance Officer
ICSI M. No. 20850

Date: November 14, 2018
Place: New Delhi

NOTES AND INSTRUCTIONS

A. CASTING OF VOTE THROUGH E-VOTING

1. For the purpose of offering E-Voting facility, the Company has entered into an agreement with NSDL. E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form.
2. The instructions for shareholders for e-voting is as under:

In terms of the requirements of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility of e-Voting, through NSDL, to the shareholders for casting their vote electronically.

The electronic voting period commences on November 23, 2018(9:00 A.M.) and ends on December 22, 2018(5:00 P.M). The electronic voting facility will be disabled by NSDL for voting thereafter. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 16, 2018, may cast their vote electronically.

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

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

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.

2. A new screen will open. You will have to enter your User ID, your Password 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.

3. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

4. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
5. 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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 amadelhi1212@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B. Casting of Vote through Postal Ballot Form

1. Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.

The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (√) in the appropriate column.

2. Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If sent, the same paper / document would not be acted upon.
3. The postal ballot notice is being sent to all the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 16, 2018 along with a postage prepaid self-addressed Business Reply Envelope. The postal ballot notice is also being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding).
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 16, 2018 will be considered for the purpose of voting.
3. Members can seek a duplicate Postal Ballot Form from the Company or Company’s Registrar and Transfer Agent M/s. Skyline Financial Services Private Limited from their office at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, fill in the details and send the same to the Scrutinizer.
4. The Scrutinizer’s decision on the validity of the Postal Ballot will be final.
5. The period for voting through physical Ballot and e-voting starts from November 23, 2018 9.00 am IST and ends on December 22, 2018 at 5.00 pm IST and any physical ballots received thereafter shall not be considered and e-voting shall be disabled.
6. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 pm IST) on December 22, 2018. No other request / details furnished in the Self-Addressed envelope will be entertained. The Postal Ballot Forms received after close of working hours (5.00 pm IST), December 22, 2018, will be treated as if the same has not been received from the Member.
7. The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by him, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The Scrutinizer’s report will be displayed on the Company’s website: www.apexfinancials.in. The results of the Postal Ballot will be announced December 24, 2018 and will be communicated to BSE where the equity shares of the Company are listed. The last date specified for receipt of duly completed postal ballot forms / e-voting, i.e. December 22, 2018, shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.