

ASIT C. MEHTA FINANCIAL SERVICES LTD

Registered Office: 'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai 400072.

Tel.: 28570781 / 28583333

CIN:L65900MH1984PLC091326

Email id : accounts@nucleuservices.com

19th August, 2015

To
The BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai: 400001.

Ref: Scrip Code- 530723

Sir,

Sub: Intimation regarding Postal Ballot.

This is to inform you that the Company is seeking Member's approval by way of Postal Ballot for the resolutions mentioned in the attached Notice of Postal Ballot.

The voting on the resolutions begins on 21st August, 2015 and will end on 19th September, 2015.

Please find enclosed the Notice of Postal Ballot along with the explanatory statement and Postal ballot form.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours truly,

For Asit C. Mehta Financial Services Limited

K. J. Shah
Kavita Shah
Company Secretary

ASIT C. MEHTA FINANCIAL SERVICES LIMITED

CIN: L65900MH1984PLC091326

Registered Office: 'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai: 400072

Tel: 28570781 / 28583333

Website: www.acmfsl.com Email id: investorgrievance@acmfsl.co.in

**NOTICE OF POSTAL BALLOT
(Pursuant to section 110 of the Companies Act, 2013)**

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, that the Special Resolutions appended below is proposed to be passed by the Shareholders by way of Postal Ballot/E-Voting.

The Company is seeking your consent for the proposal as contained in the draft resolutions. The resolutions and relevant explanatory statement setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form ("Ballot Form") and a self addressed postage pre-paid envelope.

Proposed Resolutions

Item: 1

APPROVAL FOR INVESTMENTS / LOANS / GUARANTEES / SECURITIES

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

"RESOLVED THAT in supersession of all the resolutions passed earlier and pursuant to the provisions of Section 186 of the Act, read with the Rules and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of such loan(s) / guarantee(s) / security(ies)/investment(s) (apart from the loan(s) / guarantee(s) / security(ies) / investments already given / made / held by the Company) shall not at any time exceed Rs 500,000,000/- (Rupees Fifty crores only) over and above the paid up capital and free reserves of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors are hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents for creation of charge, if any, execute necessary documents papers, agreements etc for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, to do all such acts deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any committee of Directors or Managing Director or Director or any other person."

Item 2:

APPROVAL OF RELATED PARTY TRANSACTION

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

"RESOLVED THAT pursuant to the provisions of Clause 49(VII) of the Listing Agreement entered into with the stock exchange (including any amendment or modification thereof) and applicable provisions, if any, of the Act, read with Rules made thereunder, approval of the shareholders of the Company be and is hereby accorded to the material related party transaction proposed to be entered into between Asit C. Mehta Financial Services Limited and Asit C. Mehta Investment Intermediates Limited, a related party, for giving guarantee/providing security upto an aggregate value of Rs. 84,500,000/- crores (Rupees Eight Crore Forty Five Lakhs only)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is/ are hereby authorized jointly and/or severally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

REGISTERED OFFICE:

Nucleus House
Saki- Vihar Road, Andheri (East),
Mumbai – 400 072
CIN: L65900MH1984PLC091326

Place: Mumbai
Date: August 10, 2015

FOR ASIT C. MEHTA FINANCIAL SERVICES LIMITED

**ASIT C. MEHTA
CHAIRMAN
DIN: 00169048**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions is appended herein below along with the Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of members maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, August 14, 2015.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Ballot Form through permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.acmfsl.com and on the website of CDSL, i.e. www.cdslindia.com
5. You are requested to carefully read the instructions printed on the Ballot Form and return the same in original, duly completed, in the attached self addressed postage prepaid business reply envelope so as to reach the Scrutinizer, before the closing hours (i.e. upto 5:00 p.m.) on Saturday, September 19, 2015. The envelope may also be deposited personally at the address given thereon. Forms received after this date will not be considered.
6. In case a Member is desirous of obtaining Ballot Form in physical form, a Member may write to investor.grievance@acmfsl.co.in. The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
7. In compliance with the provisions of Section 108 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
8. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
9. Mr. Anshul Kumar Jain, Partner, M/s. Mehta & Mehta, failing him Ms. Dipti Mehta, Partner, M/s. Mehta & Mehta Practicing Company Secretaries, has been appointed as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.
10. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit the report to the Chairman of the Company. The results of the Postal Ballot will be declared on Tuesday, September 22, 2015. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e. www.acmfsl.com and intimated to the Stock Exchanges where the shares of the Company are listed.
11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
12. The said Special Resolutions will be deemed to have been passed on the last date for receiving the Forms, i.e., Saturday, September 19, 2015, if approved by the requisite majority as provided under the relevant provisions of the Act and the rules made thereunder.
13. The e-voting period commences at 9:00 a.m. on Friday, August 21, 2015 and ends at 5:00 p.m. on Saturday, September 19, 2015. During this period the shareholders of the company holding shares either in physical form or in dematerialised form, as on the cut-off date of August 14, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the member casts the vote on a resolution, the member shall not be allowed to change it subsequently.
14. **Instructions for e-voting**
 - (i) The shareholders should log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders"
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in physical form should enter folio number registered with the company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) **If you are a first time user follow the steps given below:**

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot form indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach the Company selection screen. However members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the Electronic Voting Sequence Number (EVSN) for "Asit C. Mehta Financial Services Limited" on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. **Note on Non - Individual Shareholders**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- xix. In case of members receiving ballot form by post, please follow the above steps to cast vote electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act") FORMING PART OF THE NOTICE OF POSTAL BALLOT

Item 1

The Company had availed shareholders approval for giving loan/guarantee/providing security not exceeding Rs. 250,000,000/- (Rupees Twenty Five Crores) through Postal Ballot and the postal ballot results were declared on 25th September 2014.

In order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee and / or provide security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limit of Rs. 250,000,000/- (Rupees Twenty Five Crores) approved by the shareholders earlier.

Therefore, it is proposed to increase the said limit of Rs. 250,000,000/- (Rupees Twenty Five Crores) to Rs. 500,000,000/- (Rupees Fifty Crores only). As per the provisions of Section 186 of the Act, it is necessary to obtain approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 500,000,000/- (Rupees Fifty Crores only) notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Act.

As per Section 110 of the Act read with the rules framed thereunder, the said resolution is to be passed through the postal ballot process.

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No. 1 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

Item 2

The Company intends to give security and or guarantee for and on behalf of Asit C. Mehta Investment Intermediates Limited (ACMIIL), the subsidiary of the company, to banks/financial institutions etc for the financial assistance to be provided by them to ACMIIL. In order to achieve long-term strategic and business objectives, the guarantee or the security is proposed to be offered to ACMIIL. The transaction will be made on the terms and conditions beneficial to the Company.

The transaction proposed to be entered into with ACMIIL is a material transaction as per the provisions of Clause 49 of the Listing Agreement. All material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

The consent of the shareholders is therefore sought in accordance to the provisions of the Clause 49 of the Listing agreement to give guarantee/provide security upto the limit of Rs 84,500,000/- (Rupees Eight Crores Forty Five Lakhs only)

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No. 2 of the accompanying Notice for the approval of members of the Company as Special Resolution.

Except Mr. Asit Mehta, Mrs Deena Mehta, the Directors of the Company and their relative and Mr. Kirit Vora, Director of the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

REGISTERED OFFICE:

Nucleus House
Saki- Vihar Road, Andheri (East),
Mumbai – 400 072
CIN: L65900MH1984PLC091326

Place: Mumbai
Date: August 10, 2015

FOR ASIT C. MEHTA FINANCIAL SERVICES LIMITED
ASIT C. MEHTA
CHAIRMAN
DIN: 00169048

ASIT C. MEHTA FINANCIAL SERVICES LTD

CIN: L65900MH1984PLC091326

Registered Office: 'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai: 400072

Tel: 28570781 / 28583333

Website: www.acmfsl.com Email id: investorgrievance@acmfsl.co.in

POSTAL BALLOT FORM

Serial :

1.	Name and the Registered Address of the Sole/ First Named Member	
2.	Name of the Joint Holder(s), if any	
3.	Registered folio No./DP ID No./Client ID No* (*Applicable to investors holding Shares in dematerialized form).	
4.	Number of Equity Shares held	

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated August 10, 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (v) mark at the appropriate box below:

Brief Description of Resolution	Type of Resolution	No. of Equity Shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
Approval for Investments / Loans / Guarantees / Securities	Special Resolution			
Approval for Material Related Party Transaction with Asit C. Mehta Investment Intermediates Limited	Special Resolution			

Date:

Place:

Signature of Member / Power of Attorney Holder / Authorised Representative

EVSN (Electronic Voting Sequence Number)	PAN/Sequence Number
150811005	

**Note: - 1. Please read the instructions printed overleaf carefully before exercising your vote
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is 19th September, 2015**

INSTRUCTIONS

A. General Information

- 1) This Postal Ballot Form ("Ballot Form") is provided for the benefit of Members who do not have access to e-voting facility.
- 2) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.
- 4) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Ballot Form to declare the final result of the Resolutions forming part of the Postal Ballot Notice dated August 10, 2015

B. Process and manner for Members opting to vote by using the Postal Ballot Form

- 1) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz. Mr. Anshul Kumar Jain, Partner, M/s. Mehta & Mehta, Practising Company Secretaries, not later than Saturday, September 19, 2015 (5.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- 2) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- 3) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- 4) In case the shares are held by the companies, other corporate bodies, Mutual Funds, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 5) Votes should be cast either in favour or against, by putting the tick mark in the column provided in the Form.
- 6) A shareholder need not use all the votes or cast all the votes in the same way.
- 7) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, August 14, 2015 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- 8) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to investor.grievance@acmfsl.co.in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. B(1) above.
- 9) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.
- 10) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 11) The said Special Resolutions will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e., Saturday, September 19, 2015, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- 12) The results of the Postal Ballot will be declared on Tuesday, September 22, 2015 and the same will also be posted on the website of the company and CDSL.