

ASIT C MEHTA FINANCIAL SERVICES LIMITED

CIN: L65900MH1984PLC091326

Registered Office: 'Nucleus House', Saki Vihar Road, Andheri (E), Mumbai 400 072

POSTAL BALLOT FORM

Sr. No:

1. Name(s) of member(s) :
(including) joint holders, if any)

2. Registered address of the sole/first :
named member

3. Registered Folio / DPID / CID No(s) :

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through ballot for the business stated in the notice dated 31st July, 2014 of the Company by sending my/our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below:

Item No	Description of Resolution	No. of shares	I / We assent to the resolution (Vote in favour)	I / We dissent to the resolution (Vote against)
1	Special Resolution pursuant to section 186 of the Companies Act, 2013 seeking members approval for giving guarantee and security exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account but not exceeding Rs. 25 crores as stated in the Notice of the Postal Ballot dated 31.7.2014.			

Place :

Date :

Signature of the shareholder

Note: Please read the instructions carefully before exercising your vote

INSTRUCTIONS FOR BALLOT

- 1) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expenses of the Member will also be accepted.
- 2) The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) This Postal Ballot Form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his absence by the next named Member.
- 4) There will be one Postal Ballot Form for every folio/Client ID irrespective of number of joint holders.
- 5) Unsigned Postal Ballot Form will be rejected.
- 6) In case of shares held by companies, trusts, societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
- 7) The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
- 8) Duly completed and signed Postal Ballot Forms should reach the Company / Scrutinizer not later than the close of working hours (5.00 p.m.) on 22nd September, 2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member(s) has not been received.
- 9) Voting rights shall be reckoned on the paid up value of the shares registered in the name (s) of the Member(s) /Beneficial Owner(s) on 15th August, 2014.
- 10) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelop (except the Board Resolution / Authority specified in point no. (6) herein above) as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 11) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point no. (8) herein above.
- 12) The scrutinizer's decision on the validity of a Postal Ballot will be final.
- 13) The Postal Ballot shall not be exercised by a Proxy

ASIT C MEHTA FINANCIAL SERVICES LIMITED

CIN L65900MH1984PLC091326

Registered Office: 'Nucleus House', Saki Vihar Road, Andheri East, Mumbai 400 072

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of Companies Act, 2013, as amended (the "Companies Act"), read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended (the "Rules"), that the resolution appended below is proposed to be passed by way of postal ballot.

The Company is seeking your consent for the proposal as contained in the draft resolution. The Resolution and relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended herewith for your consideration along with a Postal Ballot Form and a self addressed postage pre-paid envelope.

Draft Resolution:

Item No 1

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

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any guarantees and or to provide security in connection with a loan to any other body corporate or person, exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 25 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Mumbai,
31st July, 2014

For Asit C Mehta Financial Services Ltd.

Asit C Mehta
Chairman
DIN .00169048

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of the business under Item No. 1, is annexed hereto.
2. Please read carefully the instructions printed in the Postal Ballot Form.
3. The Company has appointed Mr. V V Chakradeo, practising Company Secretary, as the 'Scrutinizer' for conducting the postal ballot process in a fair and transparent manner.
4. The notice is given to all the members, whose names appear in the Register of Members as on 15th August, 2014.
5. The date of declaration of the results of the postal ballot will be taken as the date of passing of the resolution proposed in this notice.

6. Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July 2012 of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the members of the Company. The Company has entered into an agreement with Central Depository Services Ltd (CDSL) for facilitating e-voting. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail. Members who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot.

The members can cast the votes by electronic mode, as applicable. In both the cases, the completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM on 22nd September, 2014.

Kindly note that members can opt only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa.

However, in case a member has voted both in physical as well as e-voting, then voting done through valid physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

7. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the result of the postal ballot will be declared on 25th September, 2014, at the Registered office of the Company, at Nucleus House, Saki Vihar Road, Andheri East, Mumbai 400 072. The result will also be published in the newspaper in English and in Vernacular language circulating in Mumbai
8. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form
9. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final.
10. In case of 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 letter together with attested specimen signature(s) of the duly authorized signatory/ ies, giving requisite authority to the person voting on the Postal Ballot Form.
11. Instructions for e voting:

(A) Procedure to cast vote electronically is as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select EVSN 140816010 alongwith "company name" from the drop down menu and click on "SUBMIT"
- (iv) 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 and then enter the Captcha Code as displayed on the screen.
- (v) Then Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier voting of any company, then your existing password is to be used.
- (vii) 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) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN filed. *In case the folio number is less than 8 digits enter the applicable number of 0's before of the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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.
Bank Details#	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. #Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off data in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then reach directly the EVSN 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.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the relevant EVSN along with the Company Name on which you choose to vote.
 - (xii) 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.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - (xix) In case of members receiving Postal Ballot Form by Post, Please follow the above steps to cast vote electronically.
- (B) The voting period begins on August 23, 2014 (9.00 a.m.) and ends on 22nd September, 2014 (5.00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 15th, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Mr. V V Chakradeo of M/s V V Chakradeo & Co, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the e-voting process and physical postal ballot, in affair and transparent manner. The scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (E) The result of the Postal Ballot declared by the Chairman of the Company or any person authorised by the Chairman along with the Scrutinizer's report shall be placed and on the website of CDSL within 2 (two) working days of passing the resolutions and communicated to BSE Ltd where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Business Item No 1

The Company intends to give security and or guarantee for and on behalf of Asit C Mehta Investment Intermediates Ltd (ACMIL) (an Associate concern) to banks/financial institutions / NBFCs for the financial assistance to be provided by them to ACMIL. The Company has a strategic investment in ACMIL. The guarantees and or securities proposed to be offered are to achieve long term strategic and business objectives. The guarantees and securities will be made on terms and conditions beneficial to the Company.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for a limit up to Rs. 25 Crores over and above the paid up capital of the Company and its free reserves.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for giving guarantee or provide security in connection with loans to ACMIL for an amount not exceeding Rs 25 crores.

As per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

The Directors recommend the Item No. 1 of the Notice for consent and approval by the shareholders.

Except, Mr. Asit C Mehta and Mrs. Deena A. Mehta, the Directors of the Company and their relatives and Mr. Kirit Vora, the Director of the Company, no other Director / Key Managerial Personnel of the Company are concerned or interested in the Resolution.

For Asit C Mehta Financial Services Ltd.

Mumbai,
31st July, 2014

Asit C Mehta
Chairman
DIN 00169048

ASIT C. MEHTA FINANCIAL SERVICES LIMITED

CIN: L65900MH1984PLC091326

'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai 400 072

Tel. No. :2857 4484 / 0781

CALENDER OF EVENTS FOR THE PROPOSAL TO PASS A RESOLUTION THRO POSTAL BALLOT

1	Date on which consent given by the Scrutinizer	31 st July, 2014
2	Date of Board resolution authorizing Mr. Asit Mehta, the Director and Mr. Tushar Kapadia, the Company Secretary to be responsible for the Postal Ballot process	31 st July, 2014
3	Date of Appointment of the Scrutinizer	31 st July, 2014
4	Last date of filing Form 61 with MCA	14 th August, 2014
5	Cut off date	14 th August, 2013
6	Date of completion of dispatch of Notice	22 nd August, 2014
7	Last date of newspaper advertisement	24 th August, 2014
8	Last Date of receiving the Postal Ballot forms by the Scrutinizer	22nd September, 2014
9	Date of submission of report by the Scrutinizer	25 th September, 2014
10	Date of decalaration of the result by the Chairman	25th September, 2014
11	Last date of signing of minutes by the Chairman	26 th September, 2014
12	Date of handing over the postal Ballot forms to the Company Secretary	26th September, 2014

For Asit C Mehta Financial Services Ltd



Asit C Mehta

Chairman

DIN : 00169048

ASIT C MEHTA FINANCIAL SERVICES LIMITED

CIN:L65900MH1984PLC091326

Regd. Office: 'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai 400 072

Tel. No. :2857 4484 / 0781


Extract of the Board resolution passed at the meeting held on 31st July, 2014

"Resolved that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended (the "Rules"), the consent of the Board be and is hereby accorded for seeking members' approval pursuant to section 186 of the Companies Act, 2013 by a Special Resolution through Postal Ballot in accordance with The Companies (Passing of Resolution by Postal Ballot), Rules, 2011"

"Resolved further that:

- a. the draft text of the Notice of the Postal Ballot along with draft resolution as placed on table and initialed by the Chairman for the purpose of identification be and is hereby approved;
- b. Mr. V V Chakradeo, Practicing Company Secretary who has given his consent to act as a Scrutinizer be appointed as a Scrutinizer to conduct the Postal Ballot process in fair and transparent manner on a remuneration of Rs 5000/-;
- c. Mr. Asit C. Mehta be authorized to issue the Notice of the Postal Ballot for and on behalf of the Company;
- d. the 14th August, 2014 be the date fixed for reckoning the voting rights and ascertaining those shareholders to whom Notice and postal ballot form should be sent;
- e. the postal ballot form be posted under certificate of posting not later than 23rd August, 2014;
- f. the last date for receipt of postal ballot forms from the members be 20th September, 2014 and the date of declaration of result of the Postal Ballot be on 24th September, 2014;
- g. the Company Secretary be authorized to monitor the Postal Ballot process and to take all such steps as are necessary including sending of the Notices to Members, filing of the resolution, if passed by the requisite majority with the Registrar of Companies etc

For Asit C Mehta Financial Services Ltd


Asit C Mehta

Chairman

DIN 00169048