

WALL STREET FINANCE LIMITED

CIN: L99999MH1986PLC039660

Registered Office: Spice Tower, CTS-R10, Phase-II,
Anand Nagar, New Link Road, Jogeshwari (West), Mumbai - 400102

Web: www.wallstreetfinanceltd.com

Dear Member(s),

POSTAL BALLOT NOTICE

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

NOTICE is hereby given that the following proposed Resolution is being circulated for the approval of the Members of Wall Street Finance Limited (Herein after referred as '**The Company**') to be accorded by Postal Ballot, in accordance with the Provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Consent of the Members is being sought for the Resolution proposed as follows:

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

“RESOLVED THAT in supersession of the earlier Resolution passed at the 6th Annual General Meeting held on 14th May, 1992 the consent of the Members of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee thereof) to borrow monies in terms of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, notwithstanding that the aggregate borrowings (apart from temporary loans from the Company's Bankers in the Ordinary Course of Business) may exceed the aggregate of the Company's Paid Up Share Capital and Free Reserves, i.e., reserves not set apart for any specific purpose, provided, however, that the aggregate amount of monies which may be borrowed shall not exceed Rs.50 Crores.”

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

“RESOLVED THAT in supersession of the earlier Resolution adopted at the 6th Annual General Meeting held on 14th May, 1992 under the provisions of Section 293(1)(a) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee thereof) for creation of mortgage, charge and hypothecation or creation of security, in such form and manner and on such terms and at such time(s) as Board may deem fit, over the assets of the Company, the whole or substantially the whole of the undertaking of the Company wherever situate, present and future, whether presently belonging to the Company or not, with a right to take over the Management of the business and Undertaking of the Company in certain events, in favor of any Lender Including Financial / Investment Institution(s) / Bank(s) / Insurance Company(ies) or others.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the form, extent and manner of and the Documents and Deeds, where applicable, for creating the appropriate mortgage and / or charge on such immovable and / or movable properties of the Company, on such terms and conditions as may be decided by the Board in consultation with the Lenders and / or any other person and for performing all such acts and things as may be necessary for making effect to this Resolution.”

NOTES:-

- (i) The explanatory statement and reasons for the proposed Resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
- (ii) The Company has appointed Mr. Dinesh Deora, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

- (iii) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statement of Beneficial Ownership maintained by the respective Depository i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Thursday, 25th September 2014.
- (iv) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of Shares held in Physical Form) or with their Depository Participant (DP) (in respect of shares held in electronic form) and made available to the Company by the respective Depository. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
- (v) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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. Please note that e-voting is optional.
- (vi) Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and *vice versa*. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- (vii) In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to evoting@spicemoney.in. The Company shall forward the same along with pre-paid self-addressed Business Reply Envelope to the Member.
- (viii) The Postal Ballot Notice is also being published in newspapers mainly Free Press Journal and Navshakti and the same has been uploaded on the Company's website viz., www.wallstreetfinanceltd.com and www.evotingindia.com
- (ix) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other Statutory Registers are open for inspection by the Members at the Registered Office of the Company between 11.00 AM and 03.00 PM noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof upto Thursday, 30th October 2014.
- (x) The voting right of the Members shall be in proportion to their Shares in the total paid-up Equity Share Capital of the Company as on Thursday, 25th September 2014.

(xi) Instructions for Voting:

In case of members receiving e-mail:

- I. Log on to the e-voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- III. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 characters DP ID followed by 8 digit 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*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <p>Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their Name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits, enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field.</p> <p>Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their Name in Capital Letter followed by 8 digit CDSL / NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.</p>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said Demat Account or folio.</p> <p>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 number of Shares held by you as on 25th September 2014 in the Dividend Bank details field.</p>

- VII. After entering these details appropriately, click on "SUBMIT" tab.
- VIII. Members holding Shares in Physical Form will then reach directly 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 EVSN for Wall Street Finance 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.
 - A. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - C. 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.
 - D. 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.
 - E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

In case of Members receiving the physical copy:

1. Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
2. The voting period begins on 1st October 2014 at 11.00 AM and ends on 30th October 2014 at 06.00 PM. During this period shareholders' of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date 25th September of 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. 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.

EXPLANATORY STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENTS AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO.1

In order to supplement long term resource for financing the ongoing capital expenditure and for general corporate purposes, it is proposed to renew the Rs. 50 Crore limit, upto which the Company can borrow.

At the 6th Annual General Meeting of the Company held on 14th May 1992, the Members had, by way of Ordinary Resolution and in pursuance of the provisions of Section 293(1)(d) of the Companies Act, 1956, approved borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the Ordinary Course of Business) in excess of the aggregate of the Paid Up Capital of the Company and its Free Reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs.50 Crore at any point of time.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall not, without the consent of the Members of the Company accorded at the General Meeting by means of a Special Resolution, Sell, Lease or otherwise dispose of the Whole or Substantially the Whole of its Undertaking.

For the purpose of its business operations, the Company raises resources, *inter alia*, by borrowing monies from time to time from various Persons, Firms, Corporate Bodies, Banks, Financial Institutions, etc.

These Borrowings are secured by Promissory Notes and / or Negative Liens / Pledges on the Assets and Properties of the Company coupled with Power of Attorney in favor of such Lenders.

Accordingly, the Board of Directors recommends passing of the Special Resolution as set out in this Postal Ballot Notice.

None of the Directors, Key Managerial Personnel or their Relatives are, in any way, concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 1 of the Notice.

ITEM NO. 2

At the Annual General Meeting of the Company held on 14th May 1992, the Members had by way of Ordinary Resolution and in pursuance of the provisions of Section 293(1)(a) of the Companies Act, 1956, approved creation of a Mortgage or charge by way of Mortgage / Hypothecation on the Company's Assets in favor of Lenders / Financial Institutions to secure the amounts borrowed, including interest, charges, etc. payable thereon.

As per Section 180(1) (a) of the Companies Act, 2013, the aforesaid approval is required to be taken by way of Special Resolution. However, the corresponding Resolution under Companies Act, 1956 viz. Section 293(1) (a) required such approval by way of Ordinary Resolution

Hence, the approval of the Members authorizing the Board in the manner set out at Item No.2 of this Notice is therefore being sought, by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financial or otherwise in the passing of the Resolution at Item No. 2 of the attached Notice.

By the Orders of Board
Wall Street Finance Limited

Sudip Bandyopadhyay
Chairman
DIN: 00007382

WALL STREET FINANCE LIMITED

CIN: L99999MH1986PLC039660

Registered Office: Spice Tower, CTS-R10, Phase-II,
Anand Nagar, New Link Road, Jogeshwari (West), Mumbai - 400102

Web: www.wallstreetfinanceltd.com

POSTAL BALLOT FORM

- 1) Name of the Sole / :
First Named Shareholder
- 2) Registered Address of the sole / :
First Named Shareholder
- 3) Name (s) of the Joint Shareholder (s), :
if any
- 4) Registered Folio No. / DP ID No. / :
Client ID No.
- 5) Number of Shares Held :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed by Postal Ballot for the business stated in the Notice of the Company dated 30th July, 2014 by conveying my / our assent or dissent to the said Resolution by placing a tick (✓) mark in the appropriate box below:

Sr. No.	Description	No. of Shares held	OPTION (Please put (✓) in appropriate box below)	
			I / We assent (agree) to the Special Resolution	I / We dissent (disagree) to the Special Resolution
1.	Special Resolution for approval of borrowing limits U / Sec 180(1)(c) of Companies Act 2013 upto a limit of Rs 50 Crore			
2.	Special Resolution for approval to grant of lease, creation of charge on property etc under section 180(1) (a) of Companies Act 2013			

Place :

Date :

(Signature of the Shareholder)

EVEN (E-Voting Event No.)	User ID	Password / PIN

(Please read the printed instructions on the overleaf carefully before exercising the vote)

NOTES / INSTRUCTIONS

1. Pursuant to the provisions of section 110 of Companies Act 2013 read with rules prescribed in the behalf and clause 35-B of the Listing Agreement, assent decent of the Shareholders in Respect of the Resolution contained in the notice dated 30th July 2014 is being taken through Postal Ballot / e-voting.
2. Under the green initiative of Ministry of Corporate affairs, Postal Ballot Notice is being sent to the Shareholders who have registered their emails with the Company / RTA through email and to all other Shareholders by post along with Postal Ballot Form.
3. The Company has appointed Mr. Dinesh Deora, to act as the Scrutinizer for conducting the Postal Ballot / e-voting.
4. The Notice of Postal Ballot / e-voting is being sent to the Members, whose names appear in the Register of Members as on 25th September 2014 and Shareholders holding Equity Shares shall have one vote per Share as shown against their holding.
5. The Scrutinizer will submit his final report as soon as possible after the last date for receipt of Postal / e-voting i.e. 30th October 2014.
6. The date of declaration of the results of the Postal Ballot i.e. Wednesday, 5th November 2014 shall be deemed to be the date of passing of the said Special Resolution(s). The result shall be declared by the Chairman or his representative or any Director duly authorized by the Board on Wednesday.
7. The result of Postal Ballot / e-voting will be placed on the website of the Company i.e.. www.wallstreetfinanceltd.com.
8. The Shareholders can opt for only one mode of voting i.e. through Postal Ballot or e-voting. If the Shareholders decide to vote through Postal Ballot, then they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, voting through a valid e-voting will be considered and counted and through Postal Ballot form of such Shareholder will treated as invalid.
9. There will be one Postal Ballot or form / e-voting for every folio / client irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
11. The Scrutinizer's decision on the validity of a Postal Ballot / e-voting will be final.

VOTING IN PHYSICAL FORM

12. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Dinesh Deora, Practicing Company Secretary, Mumbai on or before 30th October 2014 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier.
13. 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. Both tick mark shall not be considered. Voting on the enclosed Postal Ballot form is only permitted and no other paper shall be admitted in vote.
14. In case of joint holding, this Postal Ballot Form should be complete and signed by the first named Member and in his absence by the next named Member.
15. In respect of shares held by Corporate and Institutional Shareholders (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a Certified Copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
16. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will be rejected summarily. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
17. Members / Shareholders from whom no Postal Ballot Form is received or received after the evening closing hours at 6.00 P.M. on 30th October 2014 shall not be counted for the purpose of passing of this Resolution.
18. The Postal Ballot Form should be completed and signed by the Member / Shareholder. (As per specimen signature registered with the Company).
19. Shareholders are requested not to send any other matter along with the Postal Ballot form in the enclosed pre-paid self addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.