EMERALD

Dated 19.12.2022

To
Department of Corporate Services,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001.

Sub: Postal Ballot Notice - Disclosure under regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Further to our intimation dated 17th December 2022, informing the stock exchanges about approval of the Board of Directors of the Company for conducting of Postal Ballot for obtaining shareholders consent, we hereby enclose a copy of the Postal Ballot Notice dated 17th December, 2022.

In reference with the MCA Circular No. 14/2020 dated 8th April 2020, 17 /2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 (collectively referred to as "MCA Circulars"), companies are permitted to conduct postal ballot process through e-voting process up to 31st December 2022. In compliance with the aforesaid MCA Circulars, Postal Ballot Notice has been sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and whose names appear in the Register of Members received from the Registrar & Share Transfer Agent (RTA), NSDL and CDSL as on the cut-off date. The schedule of events for the Postal Ballot is as given under:

Cut-off date (for dispatch and e-voting)	16th December, 2022
Completion date of sending of Postal Ballot Notice through email	19th December, 2022
E-voting start date/time	Tuesday, 20th December, 2022 (9.00 A.M.)
E-voting end date/time	Wednesday, 18th January, 2022 (5.00 P.M.)
Date of declaration of results	On or before 20th January, 2022

The Postal Ballot Notice along with e-voting instructions has been made available on the website of the Company at www.emeraldfin.com and on the website of CDSL at www.evotingindia.com

You are requested to take the above on your records.

For Emerald Leasing Finance &
Investment Company Limited

AMARJEET KAUR Digitally signed by AMARJEET KAUR Date: 2022.12.19 19:15:33 +05'30'

(Amarjeet Kaur)
Company Secretary

EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED

CIN: L65993CH1983PLC041774
Registered Office: SCO 7, First Floor, Industrial Area, Phase-II, Chandigarh,
Tel: 0172 – 4603957 | **Fax:** 0172 – 4603859
Website: www.emeraldfin.com | **E-mail:** cs@emeraldfin.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

In view of ongoing COVID-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or businesswhere any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 ofthe Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed electronic voting platform of CDSL for facilitating e-voting.

The Board of Directors of the Company has appointed Mr. Kanwaljit Singh, Practicing Company Secretary, having Membership No. F-5901 and CoP No. 5870 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company after completion of scrutiny of Postal Ballots in a fairand transparent manner.

The Results of Postal Ballot will be announced on or before 20th January, 2022 and also be hosted on website of theCompany (www.emeraldfin.com) and on the website of CDSL www.evotingindia.com. The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date ofremote e-voting i.e 18th January, 2022, in terms of the Secretarial Standards on General Meeting (SS2) issued by theInstitute of Company Secretaries of India.

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

Change in name of the Company from 'Emerald Leasing Finance and Investment Company Limited' to 'Emerald Finance Limited' and consequential alteration to MOA and AOA of the Company

"**RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Chandigarh, Ministry of Corporate Affairs, Central Government, RBI and/or any other regulatoryor statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from 'Emerald Leasing Finance and Investment Company Limited' to 'Emerald Finance Limited' as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

"The Name of the Company is Emerald Finance Limited".

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. 'Emerald Leasing Finance and Investment Company Limited' be substituted withthe new name, i.e. 'Emerald Finance Limited' in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other placeswherever appearing;

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions whichmay be necessary or desirable, as it may think fit;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to giveeffect to this resolution."

By Order of the Board of Directors

For **Emerald Leasing Finance and Investment**

Company Limited

Sanjay Aggarwal
Managing Director
DIN: 02580828

Date : 17.12. 2022,

Place : Chandigarh

Regd. Office:
SCO 7, First Floor, Industrial Area,
Phase-II, Chandigarh
CIN: L65993CH1983PLC041774

Notes:

1. An explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons forthe proposals set out in the resolution nos. 1 to 4 is annexed herewith.

2. On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Companywill send Postal Ballot Notice only by email to the members who have registered their email addresses with the Company or depository / depository participants and hard copy of Postal Ballot Notice alongwith Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this PostalBallot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-votingInstructions.

3. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, M/s MAS Services Limited having their office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020 (INDIA) Ph No. 01126387281/82/83. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.In case of any queries, shareholder may write to info@masserv.com.

4. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s MAS Services Limited having their office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020, India by following due procedure.

5. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, M/s MAS Services Limited to enable servicing of notices / documents / Annual Reports electronically totheir email addresses.

6. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company (www.emeraldfin.com) and on the website of CDSL (www.evotingindia.com) and on the website of BSE Limited at www.bseindia.com, in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company www.emeraldfin.com.

7. The notice is being sent to all the Members electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/Record of Depositories as on 16.12.2022. A person who is not a member should treat this Postal Ballot Notice for information purpose only.

8. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by themas on 16th December, 2022 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cutoff date, can cast their vote electronically.A person who is not a shareholder as on the Cut-off date, should treat this Notice for information purposesonly.

9. The voting rights for the Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up sharecapital of the Company held by them.

10. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with

Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time & Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting areprovided as part of this Postal Ballot Notice.

11. Postal Ballot (E-Voting) commences on **Tuesday 20th December**, **2022 (9.00 a.m. IST)** and ends on **Wednesday,18th January 2022 (5.00 p.m. IST)**

12. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutinizer through e-mail to kanwalcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

13. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.

14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@emeraldfin.com.

General information and instructions relating to e-voting.

(i) The voting period begins on **Tuesday 20th December**, **2022 (9.00 a.m. IST)** and ends on **Wednesday, 18th January 2022 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.12.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful log in the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) 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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual shareholders holding in Demat form:**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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 (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for Emerald Leasing Finance & Investment Company Limited on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kanwalcs@gail.com and cs@emeraldfin.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Change in name of the Company from 'Emerald Leasing Finance and Investment Company Limited' to 'Emerald Finance Limited' and consequential alteration to MOA and AOA of the Company

In the last few years, Emerald Leasing Finance and Investment Company Limited (the 'company' or 'ELFICL') has been doing the business of finance only and entered into agreements with various fintechs for the purpose. The company is not doing the business of leasing and investment as reflected in its name. Therefore, It was felt by the directors of the company that for doing the business of finance, there is a need to change the name of the company in order to reflect the above given reason. The Board of Directors in its meeting on 02.09.2022 has decided to change the name of the company from 'Emerald Leasing Finance and Investment Company Limited' (old name) to 'Emerald Finance Limited' (new name)

The Board of Directors of the Company is of the view that the Company's name should now reflect the finance business of the Company. The current name "Emerald Leasing Finance and Investment Company Limited" gives an impression of it being engaged in the business of leasing and investment also and hence, the name of the Company should reflect its significant business

activities, present andfuture in financial sector.

The Board of Directors, at its meeting held on 2nd September, 2022, decided to change the name of the Company subject to necessary statutory approvals. The Board is of the view that the new name will more aptly reflect theCompany's business activities and its growing aspirations.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a practising Chartered Accountant to this effect is annexed herewith as Annexure 1.

Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide its letter dated 25th November 2022, has conveyed its no objection to change the name of the Company to Emerald Finance Limited.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the shareholders.

By Order of the Board of Directors

For **Emerald Leasing Finance and Investment**

Company Limited

Sanjay Aggarwal
Managing Director
DIN : 02580828

Date : 17.12. 2022,

Place : Chandigarh

Regd. Office:
SCO 7, First Floor, Industrial Area, Phase-
II, Chandigarh
CIN: L65993CH1983PLC041774

Annexure 1 to the explanatory statement of Postal Ballot Notice

Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR), Regulations, 2015

To
The Board of Directors of
EMERALD LEASING FINANCE &
INVESTMENT COMPANY LIMITED
SCO 7, First Floor, Industrial Area, Phase-II, Chandigarh

I, S. Lal Bansal, Practising Chartered Accountant, have verified the relevant records and documents of Emerald Leasing Finance & Investment Company Limited (the Company) with respect to the proposed change of name by the Company from Emerald Leasing Finance & Investment Company Limited to Emerald Finance Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time and I hereby certify in respect of the proposed change ofname of the Company that:

a. The Company has not changed its name from the date of incorporation since 1983. This is in compliance withthe Regulation which requires a time period of at least one year from the last change of name.

b. The Company is a Non Banking Finance Company registered with RBI. There is no change in the business activities of the company. It is changing its name to make it more consonance with existing activities of the company. The Regulation 45 (1) (b) and 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and DisclosureRequirements) Regulations, 2015, as amended from time and time, are not applicable.

This certificate is issued at the special request of the Company in order to include the same in the Explanatory Statement to be attached to the Notice of Postal ballot for the purpose of proposed change of name of the Company.

Place: Chandigarh
Date: 17th December, 2022

S. Lal Bansal & Company
Chartered Accountants
M. No. 081569
UDIN: 22081569BFQVDL7223