



# **SMART FINSEC LIMITED**

(Formerly Known as Kevalin Securities Limited)

**Regd. Office :** F-88, 2nd Floor, West District Centre, Shivaji Enclave, Rajouri Garden,  
Opp. TDI Paragon Mall, New Delhi-110027 Phone : 91-11-25167071, 45004425  
E-mail : smartfinsec@gmail.com Website : www.smartfinsec.com  
CIN : L74899DL1995PLC063562

To,

Date: 10.10.2024

**BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001**

**Scrip Code: 539494**

**Subject: Submission of Postal Ballot Notice**

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice along with the Explanatory Statement, seeking approval of the Members for Special Business as set out therein.

The Postal Ballot Notice has been sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners and whose email addresses are registered with the Company / Depositories as on Friday, 04th October, 2024 (Cut-off Date) through electronic mode only. Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The Company has engaged the services of National Securities Depository Limited for providing remote e-voting facility to its members.

The remote e-voting period commences from 9:00 a.m. IST on Friday, 11th October, 2024 and ends at 5:00 p.m. IST on Saturday, 09<sup>th</sup> November, 2024. The results of the voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.

Kindly, take the same on your records.

Thanking you,

Yours faithfully,

**For, Smart Finsec Limited**

**Rajvinder Kaur  
Company Secretary and Compliance Officer**



## SMART FINSEC LIMITED

**Registered Office:** F-88, West District Centre, Shivaji Enclave, Rajouri Garden,  
Opp. TDI Paragon Mall, New Delhi 110027

**Corporate Identity Number (CIN):** L74899DL1995PLC063562

**Website:** www.smartfinsec.com; **Email:** smartfinsec@gmail.com

**Tel:** +011 – 4500442

### NOTICE OF POSTAL BALLOT

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

#### Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions as set out hereunder, be passed by the members of the Company (as on the Cut-off Date), through postal ballot only through electronic means (‘remote e-voting’).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Notice of Postal Ballot (‘Notice’) and forms part of this Notice.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and the communication of assent / dissent of the Members on the Resolution proposed will take place through the remote e-voting system only.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to the Members of the Company. The instructions for remote e-voting are provided in this Postal Ballot Notice.

The remote e-voting period shall commence at 9.00 a. m. (IST) on Friday, October 11, 2024 and shall end at 5.00 p.m. (IST) on Saturday, November 09, 2024. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent or dissent through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The Board has appointed Mr. P.K Mishra & Associates, Proprietor, (FCS: 4605), M/s. P.K Mishra & Co. Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Board of Directors Company or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.smartfinsec.com., and the same will be communicated to BSE Limited (BSE) where the equity shares of the Company are listed.

The Resolutions as stated herein below are proposed to be passed by Postal Ballot / remote e-voting:

**SPECIAL BUSINESS:**

**1. Appointment of Mr. Rajinder Kumar Arora (DIN:10797869) as a Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 , including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Rajinder Kumar Arora (DIN: 10797869) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 08<sup>th</sup> October, 2024 in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

**2. Appointment of Mr. Rajinder Kumar Arora (DIN: 10797869) as a Whole-time Director of the Company:**

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

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the appointment of Mr. Rajinder Kumar Arora (DIN:10797869) as a Whole-time Director of the Company for a period of one year, with effect from 08<sup>th</sup> October, 2024 till 07<sup>th</sup> October, 2025, upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice with authority to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and as may be agreed to between the Board of Directors and Whole-time Director.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during his term of office, Company shall pay the remuneration in accordance with the limits specified under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to sign and execute all such documents and writings that may be required, on behalf of the Company and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution without being required to seek any further consent or approval of the member(s) of the Company.”

By order of the Board of  
**Smart Finsec Limited**

Place: New Delhi  
Date: October 7, 2024

Rajvinder Kaur  
Company Secretary

## NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 and other applicable provisions, if any of the Act read with the rules framed thereunder as amended from time to time setting out the material facts and reasons for the resolutions in respect of the proposed resolutions, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in respect of Directors seeking appointment is also annexed to this Notice.
3. In Compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, October 04, 2024 ("Cut-off date")** and who have registered their e-mail addresses with the Company or with the Depositories.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
5. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, as amended from time to time, the Company is providing facility for voting by remote e-voting to all the members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) and have made necessary arrangements to facilitate remote e-voting.
6. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the "Cut-off date". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. Members may note that postal ballot notice is also available on the Company's website [www.smartfinsec.com](http://www.smartfinsec.com) and website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The Portal for e-voting will remain open for the members for exercising their voting from **Friday, October 11, 2024 at 09:00 a.m. (IST) to Saturday, November 09, 2024 at 05:00 p.m. (IST)** both days inclusive. Please note that e-voting module will be disabled for voting after the said date and time. During this period, the members of the Company holding shares either in physical form or dematerialised form, as on Friday, October 04, 2024 ('cut-off date'), may cast their vote electronically only. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote once again.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Saturday, November 09, 2024. Further, resolution 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.
9. The Scrutinizer will submit his report to the Chairman of the Board or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 48 hours from the conclusion of e-voting i.e. on or before 5.00 PM IST on Monday, November 11, 2024 and will also be displayed on the Company website [www.smartfinsec.com](http://www.smartfinsec.com), on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA).

The instructions for Shareholders to vote electronically using NSDL e-Voting system is given hereunder:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



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 users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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](http://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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**



1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pkmishra59@yahoo.com](mailto:pkmishra59@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**Items No. 1 and 2: Appointment of Mr. Rajinder Kumar Arora (DIN: 10797869) as a Director and as a Whole-time Director.**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 07th October, 2024, appointed Mr. Rajinder Kumar Arora, (DIN: 10797869) as an Additional Director of the Company with effect from 08th October, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

Mr. Rajinder Kumar Arora, aged about 61 years, holds Bachelor's Degree in Commerce (Hons) from the University of Delhi and Master's in Business Administration from Maharshi Dayanand University, Rohtak.

He also obtained Chartered Wealth Manager (CWM) certification from the American Academy of Financial Markets, India.

With over 12 years of experience at IKM Investor Services Limited and his role as the North Head for Angel Broking, he has accumulated extensive expertise in the financial sector. Mr. Rajinder Kumar Arora also delivered over 2,500+ lectures on finance-related subjects through esteemed platforms like ICAI.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination & Remuneration Committee, given the knowledge, background, and experience of Mr. Rajinder Kumar Arora, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director. In view of the same, the Board of Directors appointed Mr. Rajinder Kumar Arora as a Whole-time Director of the Company for a period of one (1) year, commencing from 08th October, 2024 till 07th October, 2025, subject to the approval of the Members of the Company.

Mr. Rajinder Kumar Arora has conveyed his consent to act as a Director of the Company and he also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The key terms of Mr. Rajinder Kumar Arora's appointment are set out below:

- a) Term: One (1) year with effect from 08th October, 2024 till 07th October, 2025. Mr. Rajinder Kumar Arora will not be liable to retire by rotation.
- b) Remuneration:
  - (i) Salary: A salary of 152,000/- (Rupees One Lakhs Fifty-Two Thousand only) per month, including Basic Salary, with such increments as the Board may in its absolute discretion determine;
  - (ii) In addition to the above, Mr. Arora shall also be entitled to such allowance and incentives as the Board may in its discretion determine.

Where in any financial year during the currency of tenure of Mr. Rajinder Kumar Arora, the Company has no profits or its profits are inadequate, the Company shall pay remuneration including the allowance and incentives in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Rajinder Kumar Arora as a Director and Whole-time Director of the Company not liable retire by rotation.

Requisite information as required under Regulation 36 of the Listing Regulations, is annexed as Annexure - I hereto, and forms a part of this Postal Ballot Notice.

Mr. Rajinder Kumar Arora is not related to any Director or Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives except Mr. Rajinder Kumar Arora and his relatives, is concerned or interested in the above resolution.

Your Board of Directors recommends the Resolution at Item No. 1 and the Resolution at Item No.

**Statement containing additional information as required by Schedule V of the Companies Act, 2013:**

### **I. General Information**

1. Nature of Industry: NBFC
2. Date or expected date of commencement: Company is in operation since 1995
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators:

(Rs. Lakhs)

Particulars	FY 2023-24	FY 2022-23
Income from operations	2507.10	3075.46
Total Income	2507.10	3075.46
Profit before Tax	308.75	191.91
Tax Expenses including Deferred Tax	72.22	50.66
Profit after Tax	236.53	141.25

5. Foreign investments or collaborations, if any: The Company has not made any Foreign Investments and neither entered into any collaborations.

## II. Information About the Appointee:

1. **Background details:** Mr. Rajinder Kumar Arora, aged 61, holds Bachelor's Degree in Commerce (Hons) from the University of Delhi and MBA from Maharshi Dayanand University, Rohtak. He has extensive expertise in the financial sector.
2. **Past remuneration:** Not applicable
3. **Recognition and Awards:** Nil
4. **Job Profile and Suitability:** He will perform his duties as such with respect to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and confirm to and comply with all such directions and regulations as may be from to time may be given and made by the Board.
5. **Remuneration Proposed:** As stated in the explanatory statement to Special Resolution at Item No.1&2 of the Notice.
6. *Comparative remuneration with respect to industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details would be with reference to the country of their origin):* Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
7. **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Besides the remuneration proposed to be paid to Mr. Rajinder Kumar Arora, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel.

## III. Other Information:

1. **Reason for Loss or inadequacy:** The Company is of the viewpoint that rising interest rate, heightened competition and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant

caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

2. **Steps taken or proposed to be taken for improvement:** The Company is always looking forward to take all such steps and measures including expansion of existing asset size by increasing business, reduction of costs and expenses, improvement in key process with higher usage of information technology.
3. **Expected increase in productivity / profit in measurable terms:** The Company is expecting increased profitability in future. However, it is difficult at this stage to predict profits in measurable terms.

**IV. Disclosures:** The information and disclosures of the remuneration of the Mr. Rajinder Kumar Arora have been mentioned in the explanatory statement as stated above. The requisite details of remuneration etc. of Directors will be included in the Annual Report of the Company.

#### **Annexure-I**

##### **Details of Directors Seeking Appointment/Re-Appointment at The Annual General Meeting**

**[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]**

<b>Name</b>	<b>Mr. Rajinder Kumar Arora</b>
DIN	10797869
Date of Birth	15/11/1963
Age	61
Qualifications	Bachelor's degree in Commerce (Hons) from Delhi University and Masters of Business Administration from Maharshi Dayanand University, Rohtak.
Date of first appointment	08/10/2024
Brief Resume (Including expertise in specific functional area)	<p>Mr. Rajinder Kumar Arora holds Bachelor's Degree in Commerce (Hons) from the University of Delhi and Master's in Business Administration from Maharshi Dayanand University, Rohtak. He also obtained Chartered Wealth Manager (CWM) certification from the American Academy of Financial Markets, India.</p> <p>With over 12 years of experience at IKM Investor Services Limited and his role as the North Head for Angel Broking, he has accumulated extensive expertise in the financial sector.</p> <p>Mr. Rajinder Kumar Arora also delivered over 2,500+ lectures on finance-related subjects through esteemed platforms like ICAI</p>
Details of remuneration sought to be paid	152,000/-
Details of remuneration last drawn	Nil
Directorships held in other companies	Nil

Terms and conditions of the appointment / reappointment	Please refer to the Explanatory Statement forming a part of this Notice .
Membership / Chairmanship of committees in other companies	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Disclosure of relationships between directors inter-se;	He is not related to any of the Director or Key Managerial Personnel of the Company.
Details of Board Meetings attended by the Directors during FY 2023-24	-
No. of Shares held in the Company	NIL