

MUFIN GREEN FINANCE LIMITED

(FORMERLY KNOWN AS APM FINVEST LIMITED)

Regi. Off: SP-147, RIICO Industrial Area, Bhiwadi, Rajasthan-301019

Corporate Office: 201, 2nd Floor, Best Sky Tower, Netaji Subhash Place, Pitampura, Delhi-110034

Phone: (011) 42610483, Email: apmfinvestltd@gmail.com

CIN: L65990RJ2016PLC054921, Website: www.apmfinvest.com, www.mufingreenfinance.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT the Resolution set out below is proposed to be passed by the Members of **MUFIN GREEN FINANCE LIMITED (FORMERLY KNOWN AS APM FINVEST LIMITED)** (“**the Company**”) by means of Postal Ballot by way of electronic voting (“**e-voting**”), pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“**the Companies Act**” or “**the Act**”), read with the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 and General Circular No.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Explanatory Statement pursuant to Section 102(1) of the Act, setting out all the material facts relating to the Resolution mentioned in this Postal Ballot Notice, is enclosed herewith for your consideration.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form by e-mail to all its Members who have registered their email addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent of the Company and the communication of assent / dissent of the Members will take place through the e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will, therefore, **not** be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members are also allowed to cast their votes by physical Postal Ballot, as per the instructions contained in this Notice.

In accordance with the provisions of the MCA Circulars, those Members who have not yet registered their email addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company, by a resolution passed on Thursday, May 25, 2023, has approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolutions and the Explanatory Statement thereto, along with the Postal Ballot Form are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot by way of e-voting facility provided by the Company.

Members may please note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Regulation 44 of the Listing

Regulations, the Company is pleased to provide its Members, the facility to exercise their right to vote by electronic means through e-voting services provided by National Securities Depository Limited (“NSDL”).

The e-voting facility will be available from 9.00 a.m. (IST) on 29th May, 2023 upto 5.00 p.m. (IST) on 27th June, 2023. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cutoff date, 26th May, 2023, may cast their vote electronically. Please carefully read and follow the instructions on e-voting listed in the Notes to this Notice. It may please be noted that failure to cast vote during the e-voting period will be strictly considered that no vote has been received from the Member.

The Board of Directors has appointed Mr. Abhay Kumar, Practicing Company Secretary, having ICSI Membership No. A-60309 and Certificate of Practice No.22630, to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman, after completion of the e-voting. The results of Postal Ballot by way of e-voting will be declared on or before **29th June, 2023** at the Registered Office of the Company. The declaration / announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act and applicable Rules framed thereunder. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company, viz., www.apmfinvest.com, www.mufingreenfinance.com immediately after the results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited, where the Equity Shares of the Company are listed and to NSDL and shall also be displayed at the Registered Office of the Company.

PROPOSED RESOLUTIONS:

ITEM NO. 1: TO INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 7,00,00,000 (Rupees Seven Crore only) comprising of 7,00,00,000 (Seven Crores) Equity Shares of Rs. 1 (Rupees One) each to Rs. 20,00,00,000 (Rupees Twenty Crores only) comprising of 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 1 (Rupees One) each”.

V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores only) comprising of 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 1 (Rupees One) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

ITEM NO. 2: ISSUE OF BONUS EQUITY SHARES:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors and subject to Regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI") i.e., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the General reserves and/ or Retained earnings and/ or Securities premium account of the Company as determined by the Board as may be necessary, for the purpose of issue of bonus equity shares of Rs. 1/- (Rupee One only) each, credited as fully paid as bonus equity shares to the eligible Members of the Company holding equity shares of Rs. 1/- (Rupee One only) each of the Company whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the 'Record Date' to be determined by the Board for this purpose, in the proportion of 02 (two) new fully paid-up equity share of Rs. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up equity shares of Rs. 1/- (Rupee one only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form, and for others who do not have valid Demat account, the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members on case to case basis, who are entitled to receive proceeds for their respective fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

RESOLVED FURTHER THAT for the purposes of giving effect to the issuance of bonus equity shares resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEBI, listing the additional equity shares on BSE Limited, National Stock Exchange of India Limited as the case may be, in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or

approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus equity shares and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding.”

ITEM NO. 3: RATIFICATION OF REVISION AND INCREASE IN REMUNERATION PAYABLE TO MR. KAPIL GARG, MANAGING DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to ratify revision and increase in the remuneration payable to Mr. Kapil Garg (DIN: 01716987), Managing Director, with effect from April 1, 2023 to Rs. 60,00,000 /- (Rupees Sixty Lakhs Only) per annum whether paid as salary, allowances, perquisites, or bonus or a combination thereof and on the terms and conditions as per the Explanatory Statement attached to this Notice, with liberty to the Board of Directors (herein after referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to add, alter and vary the terms and conditions of the said appointment/remuneration and/or Agreement, remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Kapil Garg, Managing Director of the Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised with liberty to alter or vary the terms and conditions of the said remuneration, so long as it does not exceed the overall limits of ten percent of the net profits of the Company computed in the manner set out in Section 198 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and also to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or officer(s) of the Company to give effect to this resolution.”

**For and on behalf of the Board of Directors
Mufin Green Finance Limited**

**Mayank Pratap Singh
Company Secretary & Compliance Officer
M. No. A46666**

Date: 25.05.2023
Place: New Delhi

Reg Off:- SP-147, RIICO Industrial Area, Biwadi, Rajasthan-301019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members / List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, May 26, 2023 and who have registered their e-mail addresses with the Depositories / Depository Participants / Registrar and Share Transfer Agent. It is however, clarified that all the persons who are Members of the Company as on Friday, May 26, 2023, including those Members who may not have received this Notice due to non-registration of their e-mail address with the Depositories / Depository Participants/ Registrar and Share Transfer Agent, shall be entitled to vote in relation to the Resolution specified in this Notice.
3. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on Friday, May 26, 2023. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date, i.e., Friday, May 26, 2023. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the relevant Circulars issued by the Ministry of Corporate Affairs (“the MCA Circulars”), the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited (“NSDL”). The instructions for electronic voting are annexed to this Notice.
5. Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by physical Postal Ballot shall be treated as INVALID.
6. E-voting will be available **from 9.00 a.m. (IST) on Monday, May 29, 2023 upto 5.00 p.m. (IST) on Tuesday, June 27, 2023**. The e-voting module shall be disabled by NSDL for voting after the abovementioned time. Members are requested to refer to instructions for e-voting, appended to this Notice.
7. During the e-voting period, Members can login to NSDL’s e-voting platform any number of times till they have voted on the Resolution. Once the vote on the Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Resolution are not less than three times the number of votes cast against the Special Resolution.
9. In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company’s website, viz., www.apmfinvest.com, www.mufingreenfinance.com and return the same in original, duly completed and signed, so as to physically reach

the Scrutinizer at Mr. Abhay Kumar, Practicing Company Secretary, R-8/2, 3rd Floor, Ramesh Park, Laxmi Nagar, Delhi-110092, India, on or before 5.00 p.m. (IST) on 27th June, 2023, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of restrictions due to any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members.

10. Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the Resolution set-out herein or imposed any condition while exercising his vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.
11. Please note that pursuant to Circular No. 11/2022, Companies are allowed to Conduct EGMs through Video Conference (VC) or Other Audio Visual Means (OVAMS) or transacts items through postal ballot in accordance with Framework provided in the Circular.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

12. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated, and the Company will also not be under any obligation to provide physical copies upon specific request of any Member(s).

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 Depository(ies) / Depository Participant(s), as on Friday, May 26, 2023, and who have registered their e-mail addresses with the Company or with the Depositories / Depository Participants.

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Skyline Financial Services Private Limited ("Skyline"), our Registrar and Share Transfer Agent ("RTA") (in case of Shares held in physical form).

13. Members holding shares in physical mode and who have not registered / updated their email addresses are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Skyline on its website (at www.skylinerta.com) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Aadhar Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to apmfinvestltd@gmail.com. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). The Company and RTA will co-ordinate with NSDL and provide the login credentials to the abovementioned Members, subject to receipt of the required documents and information from the Members. The Postal Ballot Notice is also being uploaded on the website of the Company www.apmfinvest.com and on the websites of the Stock Exchanges at BSE Limited (www.bseindia.com).
14. The result of voting on the Resolution will be declared on or before 29th June, 2023 at the Registered Office of the Company and will also be displayed on the website of the Company (www.apmfinvest.com and www.mufingreenfinance.com) besides being communicated to the Stock Exchanges and NSDL.

15. INSTRUCTIONS FOR VOTING

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 Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) 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 e-mail 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">Existing IDeAS user can visit the e-Services website of NSDL, viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “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, i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.If you are 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.jspVisit 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 16-digit demat account number held 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, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL”

	<p>Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on “NSDL” to cast your vote. 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 from a link in 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 provided links for the respective ESP, i.e., NSDL, where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<p>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 e-Voting period</p>

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:

Login Type	Helpdesk Details
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
Individual Shareholders holding securities in	Members facing any technical issue in login can contact

demat mode with CDSL	CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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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:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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 120503 then user ID is ____001***

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.
 - b) **Physical User Reset Password?**" (if you are holding shares in physical mode) option available on 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.co.in 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 exists.
2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period. In the present case, EVEN is _____ for Postal Ballot of Mufin Green Finance Limited (Formerly Known as APM Finvest Limited).
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 abhaycsjha@gmail.com, with a copy marked to apmfinvestltd@gmail.com and evoting@nsdl.co.in. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Authority / 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING ON THE RESOLUTION SET OUT IN THIS POSTAL BALLOT 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 Skyline on its website www.skylinerta.com.
 2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID (For NSDL Demat Account) or 16 digit beneficiary ID (For CDSL Demat Account), 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 Skyline on its website www.skylinerta.com. If you are an Individual Shareholder 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, Members may send a request to evoting@nsdl.co.in for procuring User ID and password for e-voting by providing above mentioned documents.
 4. In terms of the Circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI) 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 E-mail ID correctly in their demat account in order to access e-Voting facility.
16. The last date for the receipt of duly completed Postal Ballot Forms and e-voting (i.e., 27th June, 2023) shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

17. The relevant documents referred to in this Postal Ballot Notice are available for inspection by the Members. The request for inspection may please be sent on apmfinvestltd@gmail.com along with the Folio No. / DP ID and Client ID.
18. A Shareholder need not cast all his/her votes for the Resolution nor does he require to cast all the votes in the same manner (i.e., either “For” or “Against”).
19. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the Resolution mentioned in this Postal Ballot Notice is given below:

ITEM NO. 1

Presently, the Authorised Share Capital of your Company is Rs. 7,00,00,000 (Rupees Seven Crores only) comprising of 7,00,00,000 (Seven Crores) Equity Shares of Rs. 1 (Rupees One) each.

Considering the overall business growth and operational needs of the Company, the Company may propose to raise additional capital, as mentioned under Resolution No. 2 this Notice, by way of issue of equity shares through bonus issue.

The proposed aforesaid increase of share capital would require increase in the Authorized Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share capital of the Company from Rs. 7,00,00,000 (Rupees Seven Crores only) comprising of 7,00,00,000 (Seven Crores) Equity Shares of Rs. 1 (Rupees One) each to Rs. 20,00,00,000 (Rupees Twenty Crores only) comprising of 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 1 (Rupees One) each. Consequently, the existing Clause V of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested in these Resolutions.

A draft of altered Memorandum with the aforesaid alterations, shall be available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to 27th June, 2023, at the Registered Office of the Company.

The Board recommends that the resolution set out at item no. 1 be passed as an **Ordinary Resolution**.

ITEM NO. 2

The Board of Directors in its meeting held on May 25, 2023 considered, approved and recommended an issue of bonus shares in the proportion of (2:1) Two (02) new Equity Shares of the Company of INR 01/- (Indian Rupees One only) each for every One (01) existing Equity Shares of the Company of INR 01/- (Indian Rupees One only) each held by the Members on the “Record Date” to be determined by the Board from amount standing to the credit of free reserves and/or the securities premium account as at March 31, 2023. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

As on March 31, 2023, the free reserves and surplus of the Company is INR 70,34,31,105. Since, reserves and surplus required for implementing the bonus issue is INR 10,06,63,448, the issue of bonus shares need to be considered.

The issue of bonus equity shares by way of capitalization of the sums standing to the credit of Free Reserve, as may be considered appropriate for the purpose of issue of bonus equity shares requires members’ approval in terms of Sections 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice.

The Board recommends that the resolution set out at item no. 2 be passed as an **Ordinary Resolution**.

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee and the Board, in their Meeting held on March 09, 2022 and the Shareholders through postal ballot on April 15, 2022 had given their approval for Appointment and Remuneration payable to Mr. Kapil Garg for period of 5 years w.e.f. March 09, 2022 as a Managing Director of the Company without any remuneration.

Further, the Nomination and Remuneration Committee in their Meeting held on May 25, 2023, subject to approval of Board and Members of the Company, recommended revision and increase in the remuneration payable to Mr. Kapil Garg to Rs. 60,00,000/- p.a. (Rupees Sixty Lakhs) w.e.f. April 1, 2023, irrespective of adequacy of the profits of the Company. The recommendation was approved by the Board of Directors at their Meeting held on May 25, 2023.

In consideration of the duties and obligations undertaken by the Managing Director herein above, the Company has paid him the revised remuneration as per the terms and conditions detailed w.e.f. April 1, 2023, upto the remaining of his tenure of the present term as Managing Director i.e. upto March 08, 2027 subject to the ratification/ approval of Shareholders.

The proposed remuneration to be ratified from April 1, 2023 is as follows:

Particulars	Remuneration
Fixed Pay (inclusive of salary, allowances and Provident fund/NPS) payable on monthly basis	With effect from April 1, 2023 till the expiry of tenure of his appointment Mr. Kapil shall be paid a minimum annual compensation of ₹ 60,00,000/- (Rupees Sixty Lakh) on Cost to Company (CTC) basis with an annual increase as may be recommended by the Nomination & Remuneration Committee and approved by the Board.
Perquisites and Benefits	In addition to the salary, Mr. Kapil shall also be entitled to the perquisites and allowances as decided by the Board from time to time.
Variable Pay (Performance Linked Incentive) to be paid annually after the end of the financial year	With effect from April 1, 2023 till the expiry of tenure of his appointment Mr. Kapil shall be entitled to an Annual bonus in the form of Performance Linked Incentives as may be recommended by the Nomination & Remuneration Committee and approved by the Board, based on and subject to the satisfaction of certain targets with respect to Adjusted profit before tax of the Company, more specifically described in the employment agreement.
Minimum Remuneration	In the event of absence of profits and/ or inadequacy of profits, in any financial year during the currency of tenure of Mr. Kapil Garg as Managing Director of the Company, the payment of above remuneration by way of fixed pay, variable pay (Performance Linked Incentives), perquisites, allowances, as are in force or as may be announced by the Company and other benefits shall be made notwithstanding such remuneration may exceed the 5% limit prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other law for the time being in force, if any.

In view of the foregoing factors, the approval of the members is being sought for payment of remuneration to Mr. Kapil Garg from April 1, 2023 to March 08, 2027, as may be permitted under applicable laws, in case of absence of profits and/or inadequacy of profits or otherwise, in the Company.

The profile and brief information of Mr. Kapil Garg is provided as Annexure to this Notice.

**For and on behalf of the Board of Directors
Mufin Green Finance Limited**

**Mayank Pratap Singh
Company Secretary & Compliance Officer
Membership No.:A46666**

Date: 25.05.2023

Place: Delhi

Particulars and additional information of the Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	Mr. Kapil Garg
Category	Managing Director
Age	44 Years
DIN	01716987
Nationality	Indian
Date of first appointment	March 09, 2022
Relationship with Directors and KMPs	Not related to any other Director or KMP of the Company
Terms and Conditions of reappointment along with remuneration	As disclosed above
Remuneration last drawn	Nil
Remuneration sought to be paid	As disclosed above
Profile of the Director	<p>Mr. Kapil Garg is a qualified Chartered Accountant from Indian Chartered Accountants of India ('ICAI') and Certified Practising Accountant ('CPA') from Australia. He has also completed his Bachelor of Laws (L.L.B) from Manav Bharti University in the year 2019.</p> <p>He has good experience in handling US GAAP and IFRS Implementation. He possesses 15 years of post-qualification experience in Audit particularly in Bank Audits and Management Audit.</p> <p>Mr. Garg also a certified hacking & forensic investigator (CHFI) & holds FAFD certificate and further he is involved in helping various investigation agencies like Income tax, Delhi police, Anti evasion, SFIO (serious fraud investigation office), CAG, DGGI etc. in network / software / forensic investigation like data extraction, imaging, filtering, software implementation, data analysis etc. He have rich experience of worldwide tools and software with deep knowledge of both software and hardware is involved in same. He has assisted in more than 300 specialized assignment on behalf of central and state government agencies.</p> <p>He also handles the compliances which includes compliance of Income Tax, ROC, RBI, Registrar of Co-operative Societies and Service Tax Matters. He is also visiting faculty and guest speaker on various seminars and workshops on Accounting and Auditing matters.</p> <p>He has an experience of more than 2 years in the business of Non-Banking Financing Companies and the similar sector.</p> <p>He has been serving to the Board of Directors of Fintelligence Data Science Private Limited, a Non-Banking Financing Company, regulated by the Reserve Bank of India ('RBI') incorporated on 24.08.2016 carrying on the activity of 'Peer to Peer Finance' since 16.08.2021 till date.</p> <p>Also, he has been serving to the Board of Directors of Hindon Mercantile Limited, a Non-Banking Financing Company, regulated by the Reserve Bank of India ('RBI') incorporated on 14.08.1985 carrying on the activity of</p>

	'Financial Services' since 07.09.2021 till date.
Expertise in specific functional area	He has an experience of more than 2 years in the business of Non-Banking Financing Companies and the similar sector.
Qualification	CA, CPA and LL.B
Directorship held in other Companies (including Foreign and Private Companies)	1. Hindon Mercantile Limited 2. Hindon Peer to Peer Finance Private Limited 3. Bimapay Finsure Private Limited 4. Mufinpay Payment Solutions Private Limited 5. Fintelligence Data Science Private Limited 6. Hindon Account Aggregators Private Limited 7. Electric Mobility Financiers Association of India
Membership of the Committees of the Board of other Companies	Nil
Number of Shares held in the Company	1,80,000
No. of Board Meetings attended during the year 2022-23	9 of 10

Annexure-2

Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the resolutions at Item no. 3 of the Notice:

1. General Information

1	Nature of Industry	The Company is engaged in the Non-Banking Financial Services as prescribed by the Reserve Bank of India.	
2	Date or expected date of commencement of commercial production	The Company is already into commercial business of the above activities.	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable	
4	Financial performance based on given indicators (In Lakhs)		
	Financial Parameters	FY 2022-23	FY 2021-22
	Total Income	3530.16	1527.82
	Profit/Loss before tax	1079.12	1267.90
	Profit/Loss after tax	809.63	1088.19
	Dividend paid/recommended	Nil	452.23
	Dividend rate	Nil	Rs. 0.20 Per Share

2. Information about Mr. Kapil Garg

1	Background Details	<p>Mr. Kapil Garg is a qualified Chartered Accountant from Indian Chartered Accountants of India ('ICAI') and Certified Practising Accountant ('CPA') from Australia. He has also completed his Bachelor of Laws (L.L.B) from Manav Bharti University in the year 2019.</p> <p>He has good experience in handling US GAAP and IFRS Implementation. He possesses 15 years of post-qualification experience in Audit particularly in Bank Audits and Management Audit.</p> <p>Mr. Garg also a certified hacking & forensic investigator (CHF) & holds FAFD certificate and further he is</p>
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		<p>involved in helping various investigation agencies like Income tax, Delhi police, Anti evasion, SFIO (serious fraud investigation office), CAG, DGGI etc. in network / software / forensic investigation like data extraction, imaging, filtering, software implementation, data analysis etc. He have rich experience of worldwide tools and software with deep knowledge of both software and hardware is involved in same. He has assisted in more than 300 specialized assignment on behalf of central and state government agencies.</p> <p>He also handles the compliances which includes compliance of Income Tax, ROC, RBI, Registrar of Co-operative Societies and Service Tax Matters. He is also visiting faculty and guest speaker on various seminars and workshops on Accounting and Auditing matters.</p> <p>He has an experience of more than 2 years in the business of Non-Banking Financing Companies and the similar sector.</p> <p>He has been serving to the Board of Directors of Fintelligence Data Science Private Limited, a Non-Banking Financing Company, regulated by the Reserve Bank of India ('RBI') incorporated on 24.08.2016 carrying on the activity of 'Peer to Peer Finance' since 16.08.2021 till date. Also, he has been serving to the Board of Directors of Hindon Mercantile Limited, a Non-Banking Financing Company, regulated by the Reserve Bank of India ('RBI') incorporated on 14.08.1985 carrying on the activity of 'Financial Services' since 07.09.2021 till date.</p>
2	Past remuneration	Nil
3	Recognition or Awards	Nil
4.	Job profile and suitability	<p>Mr. Kapil Garg is the Managing Director and is in-charge of the overall management of the affairs of the Company, business development and sales and marketing activities.</p> <p>His past experience in managing overall business as well as expertise in business development is considered relevant and valuable for his responsibilities as the Managing Director of the Company.</p>
5.	Remuneration proposed	As set out in the resolution at Item no. 3 of the Notice of the Postal Ballot
6.	Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and the person (in case of expatriates the relevant details would be with respect to the Country of his origin)	The proposed remuneration (duly recommended by the Nomination and Remuneration Committee and approved by the Board) is in line with the trends in the industry and is befitting Mr. Kapil Garg's experience and competence.
7.	Pecuniary Relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any	Mr. Kapil Garg is a Promoter and Managing Director of Holding Company i.e. Hindon Mercantile Limited.

3. Other Information

1	Reasons of loss or inadequate profits	The Company has not incurred losses and had adequate profits over the past 3 years, however this is an enabling provision in the event the proposed remuneration were to breach the limit set under the Companies Act, 2013
2	Steps taken or proposed to be taken for Improvement	The Company is on a growth path and is expected to make higher profits in future.
3	Expected increase in productivity and profits in measurable terms	Management expects to have higher sales and profits in line with the estimated budget.

4. Other Information

1	The Shareholders of the Company shall be informed of the remuneration package of the managerial person	Disclosure of the remuneration package is part of this Notice of Postal Ballot being sent to Shareholders.
2	The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report:- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors ii. Details of fixed component and performance linked incentives along with the performance criteria iii. Service contracts, notice period, severance fees iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

MUFIN GREEN FINANCE LIMITED

(FORMERLY KNOWN AS APM FINVEST LIMITED)

Regi. Off: SP-147, RIICO Industrial Area, Bhiwadi, Rajasthan-301019

Corporate Office: 201, 2nd Floor, Best Sky Tower, Netaji Subhash Place, Pitampura, Delhi-110034

Phone: (011) 42610483, Email: apmfinvestltd@gmail.com

CIN : L65990RJ2016PLC054921, Website: www.apmfinvest.com

POSTAL BALLOT FORM

1.	Name of the First Named Member (in BLOCK LETTERS)	
2.	Registered Address of the Sole / First Named Member / Beneficial Owner	
3.	Regd. Folio No./ DP ID No.* / Client ID No.* (*applicable only to Members holding equity shares in dematerialized form)	
4.	Number of Equity Share(s) held	

I / We hereby exercise my / our vote(s) in respect of the Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated 25.05.2023, by conveying my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Number of Equity Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY			
2.	ISSUE OF BONUS EQUITY SHARES			
3.	RATIFICATION OF REVISION AND INCREASE IN REMUNERATION PAYABLE TO MR. KAPIL GARG, MANAGING DIRECTOR OF THE COMPANY			

Place:

Date:

Signature of Member/Authorized Signatory

E-VOTING PARTICULARS

EVEN	USER ID	PASSWORD

Cut-off date for reckoning Voting Rights for Postal Ballot and E-Voting	Commencement of voting by Postal Ballot and E-Voting (Start Date)	Last date of receipt of Postal Ballot and Close of E-Voting (End Date)

(Please see the instructions overleaf for filling the Postal Ballot Form.)

IMPORTANT INSTRUCTIONS FOR VOTING:

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / Beneficial Owner as on 26th May, 2023. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the Cut-off date.
2. For E-voting, please refer the instructions under “E-voting Instructions” in the Notice attached herewith.
3. A Member may vote through electronic mode. E-voting will be available from 9.00 a.m. (IST) on 29th May, 2023. Members are requested to refer to instructions for e-voting, appended to this Notice.
4. Alternatively, Members may print the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer at Mr. Abhay Kumar, Practicing Company Secretary, R-8/2, 3rd Floor, Ramesh Park, Laxmi Nagar, Delhi-110092, India on or before 5.00 p.m. (IST) on 27th June, 2023, failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. Postage / Courier expenses for sending such physical Postal Ballot Form to the Scrutinizer will be borne by the Members. The Members are also requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
5. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed in all respects and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint shareholding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his / her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may

vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.

7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her / their votes nor does he / she / they need to cast his / her / their votes in the same way.
9. The vote(s) of a Member will be considered invalid, *inter alia*, on any of the following grounds:
 - a) If a form other than the Postal Ballot Form issued by the Company is used;
 - b) If the Postal Ballot Form has not been signed by the Member or if the Member’s signature does not tally with the specimen signature of the Company;
 - c) If the Member has put a tick mark (✓) in both the columns, that is, for ‘Assent’ and also for ‘Dissent’ to the resolution in such manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceed the total number of shares held;
 - d) If the Postal Ballot Form is incomplete or incorrectly filled;
 - e) If the Member has made any amendment to the resolution or imposed any condition while exercising his / her / their vote;
 - f) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final.
11. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to apmfinvestltd@gmail.com.
12. The Result of voting on the resolution will be declared within 2 (two) working days of the end date, at the Registered Office of the Company and will also be displayed on the website of the Company (www.apmfinvest.com) besides being communicated to the Stock Exchanges.
