



**POSTAL BALLOT NOTICE**

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

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below is proposed to be passed by way of Postal Ballot including e-voting. A Statement setting out the material facts concerning to the Resolution mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice alongwith Postal Ballot Form (the “Form”) for your consideration. The Board of Directors (“Board) in its meeting held on 12<sup>th</sup> September, 2018 has appointed Mr. Nitesh Chaudhary, Practicing Company Secretaries (M. No. ACS 28511), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 22<sup>nd</sup> October, 2018. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions overleaf the Postal Ballot Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman of the Company on Wednesday, 24<sup>th</sup> October, 2018 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the BSE Limited where the Company’s shares are listed. Additionally, the results along with the Scrutinizer’s report will also be uploaded on the Company’s website [www.ainvest.co.in](http://www.ainvest.co.in) , on the website of Central Depository Services Limited (CDSL) [www.evotingindia.com](http://www.evotingindia.com) and published in the newspapers.

**The date of declaration of the result by the Chairman shall be considered to be the date of passing of the said resolution.**

**1. Increase in Authorized Share Capital of the Company.**

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

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 3,50,00,000 divided into 35,00,000 Equity Shares of Face Value of Rs. 10/- each to Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs) divided into 55,00,000 Equity Shares of Face Value of Rs. 10/- each by creation additional of 20,00,000 Equity Shares of Face Value of Rs. 10/- each.”

**RESOLVED FURTHER THAT** any of the director of the company be and is hereby authorized to all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution.”

**2. Alteration of Capital Clause of Memorandum of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Clause V** of the Memorandum of Association of the Company be and is hereby substituted by the following:

*V. "The Authorized Share Capital of the Company is Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs only) divided into 55,00,000 (Fifty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each."*

**RESOLVED FURTHER THAT** any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

### **3. Alteration of Capital Clause Articles of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Article 5 (a)** of the Articles of Association of the Company be and is hereby substituted by the following:

*"The Authorised Share Capital of the company shall be as per clause V of the Memorandum of Association of the company with rights to alter the same in whenever way as deemed fit by the company. The Company may increase the Authorised capital which may consist of Equity and/or preference shares as the company in General meeting may determine in accordance with the law for the time in force relating to Companies with power to increase or reduce such capital from time to time. In accordance with the regulations of the company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the Capital for the time being into Equity share capital or preference share capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions and to vary, modify and abrogate the same in such manner as may be determined by or in accordance with these presents."*

**RESOLVED FURTHER THAT** any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

### **4. PREFERENTIAL ALLOTMENT OF EQUITY SHARES:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), in accordance with Securities Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2009 (the “SEBI (ICDR) Regulations, 2009”), as amended thereto, the regulations/guidelines, if any, issued by the Government of India, The Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (“Concerned Authorities”) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression 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) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, up to 20,00,000 (Twenty Lacs) Equity Shares of Face value Rs. 10/- (Rupees Ten only) each at par to Strategic Investors aggregating to Rs. 2,00,00,000/- (Rupees Two Crores only), on preferential allotment basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	<b>Public Category</b>		
1	Kumar Mangat Rajaram Pathak	15,00,000	Kumar Mangat Rajaram Pathak
2	Abhishek Kumar Mangat Pathak	5,00,000	Abhishek Kumar Mangat Pathak
	<b>Total</b>	<b>20,00,000</b>	

**RESOLVED FURTHER THAT:**

- (i) The relevant date for the purpose of pricing of issue of the Equity Shares in accordance with the Regulation 71 of SEBI (ICDR) Regulations, 2009 (as amended) be fixed as **24<sup>th</sup> September, 2018** being the 30<sup>th</sup> day prior to 24<sup>th</sup> October, 2018 i.e. the date of declaration of the results by the Chairman for the proposed preferential issue.
- (ii) The Equity Shares allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Company.
- (iii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side, as it may deem expedient, without being required to seek any further consent or approval of the Company through Postal Ballot.

**RESOLVED FURTHER THAT** the aforesaid Equity Shares allotted on preferential basis shall be locked in from the date of trading approval granted from all the stock exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of Equity Shares of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

**By Order of the Board of Directors  
For Apunka Invest Commercial Limited**

Sd/-

**Manish Dalmia  
Managing Director  
DIN: 02279315**

**Date: 12.09.2018  
Place: Kolkata**

**Notes:**

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, 14<sup>th</sup> September, 2018 (cut-off date).
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. Voting rights of every member shall be reckoned on the paid- up value of the equity shares whose names shall appear in Benpos- Beneficiary Position/ Register of Members as on 14<sup>th</sup> September, 2018 (cut-off date), and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is being provided by the Company.
5. E-voting: In compliance with the provisions of Sections 108, 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and

Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically. Please note that e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for e-voting, then he/she/it should not vote by postal ballot and vice-versa. However, in case shareholder(s) cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail, notwithstanding whichever option is exercised first.

6. The Company has engaged Central Depository Services Limited (“CDSL”) to provide e-voting facility to the shareholders of the Company as an alternate to dispatch the Postal Ballot Form. If a shareholder has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form.
7. Members can cast their vote online from 22<sup>nd</sup> September, 2018 at 9.00 a.m. to 22<sup>nd</sup> October, 2018 at 5.00 p.m. as the e-voting module shall be disabled for voting by CDSL thereafter. During this period, shareholders’ of the Company as on the cut-off date i.e., on 14<sup>th</sup> September, 2018 may cast their vote electronically. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. by 5.00 p.m. on 22<sup>nd</sup> October, 2018. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Every member having a registered email address with the Company shall be provided with the Login ID/User ID and password details at the registered email address. In the absence of registered email address the same will be forwarded to the last known registered address of the member.
9. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;
10. Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots on 22<sup>nd</sup> October, 2018), whichever is earlier.
11. Mr. Nitesh Chaudhary, Practicing Company Secretaries (M. No. ACS 28511) has been appointed as the scrutinizer for Postal Ballot and electronic voting process who shall prepare and submit his report of the votes cast in favour or not in favour/ against, to the Chairman on 24<sup>th</sup> October, 2018.
12. The results declared along with the scrutinizer’s report shall be placed on the website of the Company [www.ainvest.co.in](http://www.ainvest.co.in), on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to BSE Limited.
13. Members may contact Mr. Nitesh Chaudhary, the Scrutinizer by an email at [csniteshchaudhary@gmail.com](mailto:csniteshchaudhary@gmail.com) for any information or queries pertaining to electronic voting;
14. Notice of the meeting is also displayed at [www.ainvest.co.in](http://www.ainvest.co.in) and [www.evotingindia.com](http://www.evotingindia.com) .
15. User Manual for electronic voting is available at [www.evotingindia.com](http://www.evotingindia.com)
- 16. The instructions for e-voting are as under:**

**In case of members receiving email:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (ii) Click on “Shareholders” tab.
- (iii) Now, select “APUNKA INVEST COMMERCIAL LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now enter your User ID.
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cutoff date in the Dividend Bank details field.</b></p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of “APUNKA INVEST COMMERCIAL LIMITED” to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changes password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the Physical copy:**

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) The voting period begins on Saturday, 22<sup>nd</sup> September, 2018 at 9.00 a.m. and ends on Monday, 22<sup>nd</sup> October, 2018 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 14<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1, 2 and 3:**

Your Board at its meeting held on 12<sup>th</sup> September, 2018 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs only) to Rs. 5,50,00,000 (Rupees Five Crores Fifty Lacs only).



The Proposed resolution under this item No. 1, 2 and 3 seeks to obtain Members' approval to alter Clause V as mentioned in the Memorandum of Association of the Company. Pursuant to section 61 of the Companies Act, 2013, if authorized Share Capital of the Company is to be increased, an Ordinary Resolution is required to be passed by the Members of the Company and if the Memorandum and Articles is to be altered, a Special Resolution is required to be passed by the members of the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 1 and recommends Special Resolution for your approval as set out under item No. 2 and item No. 3 of the Postal Ballot Notice.

A Copy of the Memorandum and Articles of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days between 01.00 p.m. to 3.00 p.m. from 22<sup>nd</sup> September, 2018 to 22<sup>nd</sup> October, 2018 i.e. the last date for receiving Postal Ballot forms/ E-Voting end date.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

#### **Item No 4:**

As per Section 42, 62 of the Companies Act, 2013 approval of shareholders is required for allotment of Equity Shares on preferential basis and hence the resolution is placed before the Shareholders.

The purpose of the proposed issue as mentioned above is for expansion of business i.e. to buy substantial stake in the Media/ Entertainment Company, Working Capital and general corporate purpose. The proceeds of the proposed issue may be utilized for any of the aforesaid purposes to the extent permitted by law. For this purpose, it is proposed to issue up to 20,00,000 Equity Shares on preferential allotment basis.

**The necessary information pertaining to the proposed preferential allotment in terms of Regulation 73(1) of SEBI (ICDR) Regulations, 2009, as amended thereto, are set out as below:**

#### **1. Particulars of Offer (including list of allottees)**

The Board of the Directors of the Company at its meeting held on 12<sup>th</sup> September, 2018 has approved the issue of 20,00,000 (Twenty Lacs) Equity Shares of Face value Rs. 10/- (Rupees Ten only) each at par to following Strategic Investors amounting to Rs. 2,00,00,000/- (Rupees Two Crores only):

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>No. of Equity Shares proposed to be allotted</b>	<b>Name of the Ultimate Beneficiaries/ Owners</b>
	<b>Public Category</b>		
1	Kumar Mangat Rajaram Pathak	15,00,000	Kumar Mangat Rajaram Pathak
2	Abhishek Kumar Mangat Pathak	5,00,000	Abhishek Kumar Mangat Pathak

	<b>Total</b>	<b>20,00,000</b>	
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**2. Object/s of the issue:**

The proposed preferential allotment of Equity Shares is for expansion of business i.e. to buy substantial stake in the Media/ Entertainment Company, Working Capital and general corporate purpose.

**3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:**

The Promoters/Directors/ Key Management Persons of the Company are not intended to subscribe to the offer being proposed under special resolution of the Postal Ballot Notice for shareholders' approval.

**4. Shareholding Pattern before and after the Issue:**

The shareholding pattern before and after the allotment of 20,00,000 Equity Shares is as under :(As on 30<sup>th</sup> June, 2018)

Category of Shareholders	Pre Preferential Shareholding		Post Preferential Shareholding	
	No. of Shares	As a % of (A+B+C)	No. of Shares	As a % of (A+B+C)
Promoter and Promoter Group (A)	1,10,670	3.21	1,10,670	2.03
Public Shareholding (B)	33,39,330	96.79	53,39,330	97.97
<b>Total (A) + (B)</b>	<b>34,50,000</b>	<b>100.00</b>	<b>54,50,000</b>	<b>100.00</b>
Custodian (C)	---	---	---	---
<b>Grand Total (A)+(B)+ (C)</b>	<b>34,50,000</b>	<b>100.00</b>	<b>54,50,000</b>	<b>100.00</b>

**5. Consequential Changes in the Voting Rights :**

Voting rights will change according to the change in the shareholding pattern mentioned above.

**6. Proposed time within which the allotment shall be completed:**

The Board proposes to allot Equity Shares within a period of 15 days from the date of passing of this resolution, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

**7. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:**

Identity Proposed Allottees	Pre Preferential Shareholding		No. of Equity Shares to be issued	Post Preferential Shareholding	
	No. of Shares	%age		No. of Shares	%age
Kumar Mangat Rajaram Pathak	Nil	0.00	15,00,000	15,00,000	27.52
Abhishek Kumar	1,70,000	4.93	5,00,000	6,70,000	12.29

Mangat Pathak					
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**Assumptions:**

1. All the Equity Shares, as are offered to the proposed allottees pursuant to the aforesaid resolution have been fully subscribed and allotted.

**8. Lock in Period:**

The aforesaid allotment of Equity Shares arising shall be locked in as per Regulation 78 of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

**9. Change in Management:**

The proposed preferential allotment of Equity Shares will result in change in the management and control of the Company and the proposed allottee has to comply SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011. Voting right shall change according to the change in shareholding pattern mentioned above.

**10. Basis or Justification of the Pricing of the issue:**

The Equity Shares of the Company are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011 and the pricing of Equity Shares is determined as per regulations 76A of SEBI (Issue of Capital and Disclosure Requirements) (ICDR) Regulations, 2009.

Further, the issue of Equity Shares on preferential basis shall be at a price of Rs. 10/- each. The price is determined in compliance with SEBI (ICDR) Regulations, 2009 for Preferential Issues.

**11. Name and address of the Valuer who performed valuation:**

The Valuation of Equity Shares has been done by Rinku Jain & Co., Chartered Accountants being an Independent Chartered Accountant having its Office at P-888, Block- A, Lake Town, 4<sup>th</sup> Floor, Kolkata- 700089.

**12. Auditor's Certificate:**

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 will be made available for inspection at the Registered Office of the Company during the business hours on all working days except Sundays between 01.00 p.m. to 3.00 p.m. from 22<sup>nd</sup> September, 2018 to 22<sup>nd</sup> October, 2018 i.e. the last date for receiving Postal Ballot forms/ E-Voting end date.

**13. Undertakings:**

- The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.

- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

**14. The Company, its Promoters and Directors are not willful defaulters.**

**15. Interest of Promoters/ Directors**

None of the Directors or Promoters of the Company are in anyway, directly or indirectly concerned or interested in the above resolution.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and/ or preferential issue as set out in the special resolution.

The Board of Directors recommends the said Special Resolution for your approval.

**By Order of the Board of Directors  
For Apunka Invest Commercial Limited**

**Date: 12.09.2018**  
**Place: Kolkata**

Sd/-  
**Manish Dalmia**  
**Managing Director**  
**DIN: 02279315**

**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before completing the form)

S. No. \_\_\_\_\_

1	<b>Name(s) of shareholders(s) (In block Letters) including joint-holders, if any)</b>	
2	<b>Registered Address of the sole/first named shareholder</b>	
3	<b>Registered Folio No./DP ID No*</b>	
4	<b>Client ID No*.</b>	
5	<b>Number of shares held</b>	

**I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:**

Resoluti on No.	Description	Type of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution AGAINST)
1.	Increase in Authorized Share Capital	Ordinary Resolution			
2.	Alteration of Clause V of Memorandum of Association of the Company	Special Resolution			
3.	Alteration of Capital Clause of Articles of Association of the Company	Special Resolution			
4.	Preferential Allotment of Equity Shares	Special Resolution			

**Place:**

**Date:**

\_\_\_\_\_  
**Signature of the Shareholder / Beneficial Owner**

(Refer Instruction No.3 given overleaf)

(\* Applicable to Shareholders holding shares in dematerialized form)

**Electronic Voting Particulars**

EVS (Electronic Voting Sequence Number)	User Id	Password

Notes:

1. If you opt to cast your vote by (“Electronic Voting”) E-voting, there is no need to fill up and sign this form.
2. Last date of receipt of Postal Ballot Forms by the Scrutinizer is 22<sup>nd</sup> October, 2018.

**INSTRUCTIONS:**

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 22<sup>nd</sup> October, 2018. Postal Ballot Form received after this date will strictly treated as if the reply from the member has not been received. Results of the Postal Ballot will be declared by the Chairman on 24<sup>th</sup> October, 2018.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on 14<sup>th</sup> September, 2018 (cut-off date).
7. The Postal Ballot shall not be exercised by a Proxy.
8. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
9. In case of shares held by companies, trusts, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board resolution / Authority together with specimen signature(s) of the duly Authorized signatory/ies.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Member may request for a Duplicate Postal Ballot Form from the Company, if so required. However, the duly filled in Duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 5.