

EURO FINMART LIMITED

CIN : L67190DL1989PLC036860

Regd. Off.: 205-208, ANARKALI COMPLEX, JHANDEWALAN EXTENSION, NEW DELHI-110055

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

**To
The Members of Euro Finmart Limited**

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") and the Resolution appended below is proposed to be passed by the Members as Special Resolution by way of Postal Ballot by giving their assent/dissent. The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

In the event the draft resolution as set out is assented by requisite majority of Members by means of a Postal Ballot, it shall be deemed to have been passed as Special Business at the Annual General Meeting. The special resolution shall be declared as passed if the number of votes cast in favour is not less than three times the number of votes cast, against the said resolution. The date of the announcement of result of Postal Ballot shall be considered the date of Annual General Meeting and the date of passing of said resolution.

Please carefully read the instructions printed on the enclosed Postal Ballot form and return the form duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on 30th June, 2014.

ITEM NO. 1

To consider and if thought fit, to pass with or without modifications the following as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 110 (Passing of Resolution by Postal Ballot) & 13, and other applicable provisions of the Companies Act, 2013 and confirmation of Registrar of Companies, the existing Clause III of the Memorandum of Association of the Company be and is hereby replaced and substituted by the new Clause III as follows:"

III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business or vocation of acting as advisers and consultants on all matters and problems relating to the technical industries, civil, administration, finance and organization, management, commencement or expansion of industry, purchasing, techniques and business, production, purchase, sales, material and cost control, marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies, associations (incorporated or unincorporated) departments and services of the Government, public or local authorities trusts, scientific research and development centers and to be appointed as technical, financial, industrial administration and civil consultants.
2. To carry on the business of rendering research, consultancy and or advisory services to National and International agencies in the Government and Private sector for issues relating to techno-economic feasibilities of projects, implementation of economic policies of Indian and other Governments, the working of international trade and commerce, transfer of technology, procedures and principles of import, export and marketing and engaging in Suo-Moto research on all the problems relating to the above areas.
3. To carry on consultancy service and in that connections conduct research and market survey with the objective of collecting, analysing, processing, interpreting and statistically extrapolating data information relating to the issues and problems mentioned in sub clause (1) above.
4. To assist in preparing application to government departments and financial institutions both at the level of Central and State governments international agencies.

5. To render advisory services on matters of marketing and sales promotion programmes to national and international clients/organisations.
6. To provide computer based data services after due analysis and interpretation in a published form to research organisations, government departments, international organisations, UN agencies, financial institution, Newsers and other media.
7. To carry on all or any of the activity in all its branches of consultants, advisor and intermediates including the business of management of security offering/issue of corporate bodies including marking arrangements for selling or buying or subscribing to or dealing in securities, preparation of offer documents/prospectus/letters of offer, tying up with other intermediaries in securities, rendering corporate advisory service, determining financial structure of issuer, to manage portfolio of securities, to handle allotment and refund of securities to underwrite issues and to undertake all other matters connected with issue/offering of securities.
8. Subject to the approval of the Securities and exchange Board of India and other Authorities where required, to carry on the business of stock share broking and its allied matters such as acting underwriters, sub-underwriters, brokers to issue of securities, dealers in securities, buying, selling, transferring, hypothecating and holding of shares, debentures and securities of all kinds and description of issue of shares/debentures and securities of all kinds, custodial services lead managers or co-managers, brokers of stocks and new issues of shares, debentures and securities of all kinds and description, registrars to the issue of securities, share transfer agents, investment business, portfolio management, corporate counselling, investment counselling, fixed deposit brokers, inter corporate investment canvassors, financial consultants, finance and discount brokers, foreign exchange brokers (with the permission of RBI and other authorities) advisors and consultants to the issue of securities of all kinds and types in all their aspects in India or outside and to manage/arrange mergers and acquisitions.
9. To invest in the securities of the group company, subsidiary company, wholly owned subsidiary company or any other entity, involves in the activities/business of Asset Reconstruction, Asset Management, Mortgage Guarantee, Non Banking Finance, Housing Finance or any other activities in the financial services sector governed or regulated by any statutory authorities or otherwise.
10. To carry on the activities of Depository Participant subject to the rules, regulations, bye-laws of the NSDL, CDSL, SEBI, FMC, RBI and any other regulatory authorities in this regards and to assist, regulate or control the business of buying, selling and dealing in securities/ commodities/currencies etc. and to facilitate, promote, assist, regulate and manage in the public interest, dealings in securities/commodities/currency and all other instruments of any kind including money market instruments and to provide specialized, advanced, automated and modem facilities for trading, clearing and settlement of securities/commodities/currencies, with a high standard of integrity and honour, and to ensure trading in a transparent, fair and open manner with access to investors/ traders/bankers in or outside India.
11. To act as Point of Presence (POP), Central Record Keeping Agency Facilitation Centre (CRAFC) and any other intermediary for New Pension System with the approval of PFRDA, NSDL any other Regulatory authority and to act as Point of Service (POS) for National Skill Registry.
12. To undertake and carry out the activities in India and Overseas relating to e-governance schemes, services, businesses, projects pertaining to Governments, Embassy, Missions, Posts, Public Institutions, Autonomous body or any other body Corporate and to participate in the various tenders issued by the agencies/body corporate for e-governance.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.
2. To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific

and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the objects of the Company.

4. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
5. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
6. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorized to carry on.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the objects of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
13. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank

or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

14. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
15. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
16. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
17. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
18. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
19. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
20. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
21. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organizing exhibitions.
22. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such direction as may be necessary in this connection.”

**BY ORDER OF THE BOARD
EURO FINMART LIMITED
Sd/-
PREETI PURI
COMPANY SECRETARY**

**DATE: 26.05.2014
PLACE: NEW DELHI**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Board vide its Resolution passed on 26.05.2014 has appointed Mr. Ashok Juneja, Practising Advocate, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The postal ballot form together with Self-addressed Business envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on 30.06.2014.
4. The notice is being sent to all the Members, whose names appeared in the Register of Members/record of Depositories on 27.05.2014. Voting rights shall be reckoned on the paid up value of the shares registered in the name of Members as on that date.
5. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot, e-voting is optional. In case a member desire to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for evoting printed on the back side of the Postal ballot form. He can use the facility and log in any number of times till he has voted on the resolution or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
6. The Scrutinizer will submit his report after completion of the Scrutiny, addressed to the Chairman on 02.07.2014. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 05.07.2014 at 10.00 a.m. at the Annual General Meeting of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolution. The scrutinizer decision on the validity of Postal Ballot shall be final.

Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The results of the Postal Ballot along with the Scrutinizer's report will also be displayed at the Company's registered office and hosted on the website of the Company www.eurofin.in besides being communicated to the Stock Exchange on which the shares of the Company are listed.

7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered office of the Company during normal business hours (9:00 a.m. to 5.00 p.m.) on all working days up to the date of declaration of the result of Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

The Board of Directors of the Company has decided in their board meeting dated 26.05.2014 to carry on the business of e-governance along with the advisory business in the Company and consequent thereto alteration in main objects and the matter which are necessary for furtherance of the main object of Memorandum of the Company is required.

As detailed above the proposed new business activities will add new dimensions in the business of the Company and will also help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself. Hence, in order to correctly reflect the business activity, it is proposed to replace Main Object clauses of the Memorandum of Association of the Company.

In terms of Section 11 of the Companies Act, approval of members is also required by way of Special Resolution for commencement of any business activity by the Company. Hence the said resolutions at Item No. 1 of the accompanying notice are circulated herewith for the approval of the Members.

Your Directors recommend the aforesaid special resolution for your approval.

None of the Directors of the Company may be deemed to be concerned/interested in passing of this special resolution, either directly or indirectly.

EURO FINMART LIMITED

CIN : L67190DL1989PLC036860

Regd. Off.: 205-208, ANARKALI COMPLEX, JHANDEWALAN EXTENSION, NEW DELHI-110055

POSTAL BALLOT FORM

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

1. Name of the Shareholder(s) :
(In Block Letters)
Including joint holders, if any)
2. Registered address of the Sole/First :
Named Shareholder
3. Registered Folio No./DP Id No.*/Client Id No.*:
(*Applicable to Shareholders holding shares in
Dematerialized form)
4. Number of Shares held :
5. I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the Resolution by placing tick () mark in the appropriate boxes below:

Sl. no.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special resolution for Change in object clause of Memorandum of Association u/s 13 of the Companies Act, 2013.			

PLACE:

DATE:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

Sl. no.	EVEN (E Voting Event Number)	User Id	Password

NOTES:

1. Last date for receipt of Postal Ballot form by Scrutinizer is 30.06.2014.
2. Please read the instructions printed overleaf carefully before completing this form.

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical ballot shall prevail and voting done by e-voting will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached self-addressed Envelope before the close of working hours (6 p.m.) on or before 30.06.2014.
2. The self-addressed Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members 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. A member may request for a duplicate Postal Ballot form, if so required. However, the fully filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point 1 above.
4. This postal ballot form should be completed and signed by the member or members, in case of joint holding as per the specimen signature registered with the Company/Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
6. In case the shares are held by Body Corporate/Trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board resolution/Authorisation together with the attested specimen signature of the authorized signatures.
7. Members are requested not to send any other paper (other than Board resolution/Authority as mentioned in the item no. 6 above) along with the Postal Ballot form in the enclosed self-addressed Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. Voting through electronic means
The instructions for e-voting are as under:
A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; "Euro Finmart evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - iii. Click on Shareholder - Login.
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Euro Finmart Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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. together with
 - xiii. Attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ashokjuneja@gmail.com with a copy marked to evoting@nsdl.co.in.
B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided at the bottom of the Postal Ballot form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
 1. 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 Downloads section of www.evoting.nsdl.com.
 2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 5. The e-voting period commences on 01.06.2014 (10.00 a.m.) and ends on 30.06.2014 (6.00 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 (record date) of 27.05.2014, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.