

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434

Regd. Office –S-191/c, 3rd floor Manak Complex,

School Block, Shakarpur Delhi 110092

Ph. 011-22481711

Email-id – info@helpagefinlease.com, Website – www.helpagefinlease.com

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and read with regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and pursuant to other applicable laws and regulations, for obtaining assent of the Shareholders of the Company by means of Postal Ballot and voting through Postal Ballot/ electronic voting (e-voting) on the Resolution appended below for increase in **borrowing powers of the company**.

The explanatory statement pursuant to Sections 102 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the item and the reasons thereof are annexed hereto.

The Board of Directors of the Company, at its meeting held on January 8, 2020, appointed Ms. Anjali Suri, Practicing Company Secretary (M. No. 54171, COP-21005), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting.

- a) Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 17:00 Hours IST on Sunday, February 23, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

- b) Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting”.

The Voting Period shall commence from **Saturday January 25, 2020 at 9:00 A.M (IST) and end on Sunday February 23, 2020 at 5:00 P.M (IST)**.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Tuesday, February 25, 2020 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company’s website **www.helpagefinlease.com** and also on BSE’s Website viz. **www.bseindia.com**.

The date of declaration of the result of the postal ballot and remote e-voting shall be treated as the date on which the appended resolutions would be deemed to have been passed, if approved by requisite majority.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholders opts for), those shall be deemed to have been passed as Special Business at an Extra-ordinary General Meeting.

Special Business

1- Borrowing Powers of the Company

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

“**RESOLVED THAT** pursuant to Section 117, 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members be and is here by accorded to borrow money from time to time, at its discretion, on such terms and conditions as to repayment, interest or otherwise, any sum or sums of monies which together with money already borrowed by the company, apart from the temporary loans obtained from the Company’s banker in the ordinary course of business up to a limit of Rs. 50 Crore over and above the aggregate of paid up share capital, free reserves and securities premium of the Company.”

RESOLVED FURTHER THAT any of the Directors be and is here by severally authorized to sign and file all necessary forms, returns and documents as may be required statutorily in connection with the above matter and to take all such actions and do all such things from time to time in this regard.”

By order of the Board
Helpage Finlease Limited
Sd/-
Charu Chawla
Company Secretary

Date: 8th January, 2020

Place: Delhi

Notes:

1. The Explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) as on January 17, 2020. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will be available on the Company's website www.helpagefinlease.com.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on January 17, 2020 will be considered for the purpose of voting.
4. Resolution passed by the Members through postal ballot including e-voting is deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e voting service facility arranged by Beetal Financial & Computer Services (P) Limited. The instructions for e-voting forms part of this Notice.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e voting. In case Members cast their votes through both the modes, votes cast through e voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to info@helpagefinlease.com The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. Based on the consent received Ms. Anjali Suri, Practicing Company Secretary (M. No. A54171) has been appointed as scrutinizer to conduct the postal ballot and remote E-voting process in fair and transparent manner.
9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on January 17, 2020. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed pre-paid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on February 23, 2020. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Any postal ballot received after 17:00 Hours IST on February 23, 2020 will be considered invalid.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Tuesday, February 25, 2020 at the registered office and will also be displayed on the website of the Company www.helpagefinlease.com, besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.

13. Members having any queries related to voting via postal ballot/E-Voting may mail to Company Secretary at Info@hpagefinlease.com or Call at 011-22481711.
14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, February 25, 2020 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/e-voting.

General information and instructions relating to e-voting

A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e. January 17, 2020, only shall be entitled to avail the facility of e-voting.

The remote e-voting period commences on January 25, 2020 at 9.00 AM to February 23, 2020 at 5.00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 17, 2020,, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the member shall not be allowed to change it subsequently.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into 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 'Shareholders' section.								
3.	A new screen will open. You will have to enter your User ID, your Password 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 :								
	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th> <th style="width: 50%;">Your User ID is:</th> </tr> </thead> <tbody> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td> <td>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*****.</td> </tr> <tr> <td>b) For Members who hold shares in demat account with CDSL.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.</td> </tr> <tr> <td>c) For Members holding shares in Physical Form.</td> <td>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</td> </tr> </tbody> </table>	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 101456 then user ID is 101456001***
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*****.								
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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***								
5.	Your password details are given below:								
	<ol style="list-style-type: none"> 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 enter the 'initial password' and the system will force you to change your password. c) How to retrieve your 'initial password'? <ol style="list-style-type: none"> (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, your 'initial password' is communicated to you on your postal address 								

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.
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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting.Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 csanjalisuri09@gmail.com with a copy marked to evoting@nsdl.co.in.
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.: 1800-222-990 or send a request atevoting@nsdl.co.in

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Keeping in view the future financial requirements to support its business, the Company may need supplementary funds. The Company may, raise acquire funds from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid up capital free reserves and security premium the Company. Hence it is proposed to increase the borrowing limits from Rs. 10 crores to Rs. 50 Crores over and above the aggregate of paid up share capital, free reserves and securities premium of the Company.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise in the resolutions of this Notice except to the extent of their shareholding and outstanding stock options/RSUs in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

The Board recommends the special resolution for approval of the Members.

By order of the Board
Helpage Finlease Limited
Sd/-
Charu Chawla
Company Secretary

Date: 8th January, 2020

Place: Delhi

HELPAGE FINLEASE LIMITED

CIN: L51909DL1982PLC014434

Regd. Office –S-191/c, 3rd floor Manak Complex,

School Block, Shakarpur Delhi 110092

Ph. 011-22481711

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POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name of the Member(s)	
Name(s) of the Joint Holder(s) (if any)	
Address	
Folio No./DP & Client ID	
(Applicable to dematerialized form)	
No. of shares held	

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through postal Ballot for the business stated in the Notice of the Company dated 08.01.2020 by convening my/our assent or dissent to the said resolution(s) by placing the tick() mark in the appropriate box below:

S.No.	Description	No. of Shares	I/We assent to the Resolution(FOR)	I/We Dissent to the Resolution(AGAINST)
1.	Special Resolution: To increase the borrowing limits of the Company			

Place:

Date:

Signature of the Member(s)

EVEN (E-Voting Event Number)	USER ID	PASSWORD

(Please read the Instructions carefully before completing this form)

The E- Voting facility will be available during the following voting period:

Commencement	End
January 25, 2020	February 23, 2020

GENERAL INSTRUCTIONS FOR VOTING BY POSTAL BALLOT FORM

1. A member desirous to exercise vote by postal ballot may complete this postal ballot form in all respect and send it to the Scrutinizer in the attached self addressed postage pre-paid business envelope, which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing postal ballot form deposited in person or sent by courier at the expense of the member will also be accepted. Members who have not received postal ballot form may approach R&TA/ Company at beetalrta@gmail.com and/or info@helpagefinlease.com in order to obtain a duplicate of the same.
2. Self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Company.
3. The postal ballot form should be completed and signed by the member as per specimen signature registered with the R&TAgent/Depository Participant (DP), as the case may be.
4. The Company is also offering remote e-voting as an alternative for all shareholders to enable them to cast their vote electronically. The detailed procedure is forming part of postal ballot notice.
5. In case shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. The exercise of vote by postal ballot is not permitted through proxy.
6. A tick (✓) mark should be placed in the applicable box signifying assent/dissent for the resolution as the case may be, before mailing the postal ballot form. Incomplete, unsigned, improperly or incorrectly tick (✓) marked postal ballot form will be rejected. Postal ballot form bearing tick marks in both the columns will also render the Postal ballot form invalid.
7. Completed postal ballot form should reach the Scrutinizer not later than the close of working hours on the February 23rd, 2020 at 5:00 pm (IST). Postal ballot form received after the said date and time will be treated as if the reply from such member has not been received and shall not be counted for the purposes of passing of resolution(s).
8. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or partly in against.
9. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by certified copy of the Board Resolution/ Authority together with attested specimen signature(s) of the duly authorized signatory (ies).
10. Members are requested not to send any irrelevant paper along with the postal ballot form in the enclosed prepaid envelope as the same would not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Postal ballot form for each folio/DP & Client ID irrespective of the number of joint member(s).
12. Scrutinizer's decision on the validity of the Postal Ballot form will be final.
13. The results of Postal Ballot will be declared at the Registered Office of the Company as specified in the notice. The results thereafter will be hosted on website of the Company, for information of the members.
14. Votes will be considered invalid on the following grounds:
 - a. if the postal ballot is unsigned;
 - b. if the member's signature does not tally;
 - c. if the member has marked all his shares both in favour and also against the resolution(s);
 - d. if voting is done through any other form;
 - e. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.