

ASCOM LEASING & INVESTMENTS LIMITED

CIN: L65993GJ1986PLC085128

Regd. Office: 331, 3rd floor, Four Point complex, Vesu, besides Maniba Park, Surat- Gujarat- 395007

Mail id: adityagroup.in@gmail.com

Website: www.ascomfinance.com

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Secretarial Standard – 2 on general meeting (the "SS-2"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 and General Circular No. 20/2021 dated December 8, 2021 including General Circular No. 3/2022 dated May 05, 2022 and and General Circular No. 11/2022 dated December 28, 2022 (the "MCA Circulars") in furtherance to the above said MCA Circulars, the approval of members of Ascom Leasing & Investments Limited through Postal Ballot (voting through electronic means only i.e. e-voting) is being sought in respect of the resolution set out hereinafter.

A statement pursuant to Section 102 of the Companies Act, 2013 read with the rules framed thereunder pertaining to the said resolution, setting out material facts and the reasons thereof is appended hereto for your consideration

Special Business:

ITEM-1: Migration of Equity Shares of the Company from SME Platform of NSE (NSE EMERGE) to Main Board of NSE and Main Board of BSE:

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

"RESOLVED THAT pursuant to provisions laid down in Chapter IX and Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the Listing Agreement entered into by the Company with Stock Exchanges, applicable to small and medium enterprise and subject to the applicable laws, by-laws, rules and regulations of BSE and NSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Equity Shares of the Company which are currently

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listed on SME Platform of NSE to the Main Board of National Stock Exchange of India Limited (NSE) as well as Main Board of BSE Limited (BSE) and upon Migration the said Equity Shares to get listed and traded on the capital segment (Main Board) of NSE and BSE, from the date of approval of Migration / getting listed and admitted to be dealt on Main Board of NSE and BSE as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI / regulatory authorities as amended from time to time to give effect to this resolution.”

“RESOLVED FURTHER THAT, any one of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to finalize and execute such documents/ deeds/ writings/ agreements as may be required based on the agreed terms with authority to revise the terms in the best interest of the Company and do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to settle any question, difficulty or doubt that may arise in this regard to give effect to this resolution, including but not limited to incorporation of amendment/ suggestion/ observation made by the Registrar of Companies, Stock Exchange, SEBI, Superintendent of Stamps, or any other authority, to the extent applicable.

**BY ORDER OF THE BOARD OF DIRECTORS
ASCOM LEASING & INVESTMENTS LIMITED**

**Date: 08th April 2023
Place: Gujarat**

**Tushar Rohitbhai Pandya
Whole time Director
DIN: 03264783**

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NOTES:

- (i) A statement for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.
- (ii) In accordance with the MCA circulars, the Corporation has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, March 31, 2023 (the cut-off date) who have registered their e-mail addresses. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope has not been sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- (iii) Members holding shares in physical form are requested to promptly notify in writing any change in their address, nomination, e-mail address, mobile number, their bank account details etc. in Form ISR-1 along with requisite documents as mandated by the Securities and Exchange Board of India ("SEBI"), to M/s. Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Corporation. These details will be updated, provided other relevant KYC details are registered for the folio. Members holding shares in electronic form are requested to notify the change in above particulars directly to their Depository Participant ("DP").
- (iv) The Postal Ballot Notice is placed at www.ascomfinance.com, www.nseindia.com and www.evotingindia.com.
- (v) The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Corporation as on the cut-off date i.e., Friday, March 31, 2023.
- (vi) All relevant documents shall be open for inspection by the Members until the last date of e-voting, at the registered office of the Corporation on all working days between 10:00 a.m. and 12 noon. Members seeking to inspect such documents need to send an e-mail to adityagroup.in@gmail.com requesting for the said inspection within the aforementioned period.
- (vii) In case any Member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to admin@skylinerta.com (RTA) for any queries, grievances or issues related to e-voting.
- (viii) Instructions for e-voting:**
 1. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, MCA circulars and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the e-voting facility to all its Members to enable them to cast their votes on the resolution listed in this Notice. The e-voting facility is provided by Central Depository Services Limited ("CDSL").

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2. SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, has enabled e-voting for all the individual demat account holders by way of a single login credential through their demat accounts and/or website of the depositories/DP, in an attempt to increase the participation of the shareholders as also improve the efficacy of the voting process.

1. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(i) The voting period begins on Tuesday, April 11th, 2023 from 09.00 AM (IST) and shall end on Wednesday, 10th May, 2023 at 05.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers , so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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	<p>2) If the user is 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.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Votingservice provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533.
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

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Login method for e-Voting and joining virtual meetings for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 10) Click on the EVSN for the relevant <ASCOM LEASING & INVESTMENTS LIMITED> on which you choose to vote.
 - 11) 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.
 - 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - 13) 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.
 - 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; suhas62@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to

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verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-VotingSystem, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on **1800225533**.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PAN/SEQUENCE NUMBER
230408002		

Notes:

- The E-voting facility will be available from Tuesday, April 11th, 2023 from 09.00 AM (IST) and shall end on Wednesday, 10th May, 2023 at 05.00 PM (IST). For E-voting refer to the instructions for voting provided in the Postal Ballot Notice.
- Accordingly, members may cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

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- E-voting facility is available at the link www.evotingindia.com from Tuesday, April 11th, 2023 at 9.00 AM. (IST) onwards to Wednesday, 10th May, 2023 at 5.00 PM (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.
- Institutional/ corporate members, are requested to send a certified copy of the board resolution authorising their representative(s) to vote on their behalf, to the Scrutinizer by sending an e-mail to suhas62@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com by quoting the concerned DP ID and Client ID or Folio Number. The said documents can also be uploaded under "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab.
- In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Corporation will be entitled to vote.
- Mr. Suhas S Ganpule, (Membership No.12122) Proprietor of M/s. S G & Associates, Practicing Company Secretaries, Mumbai,(CP.No. 5722) having communicated his willingness , has been appointed as the Scrutinizer to oversee the e-voting process
- The Scrutinizer shall submit his report on the total votes cast in favour of or against, if any, on the resolution set out in this Notice to the Chairman of the Company or any other person authorized by him who shall declare the results of the voting forthwith.
- The results, along with the Scrutinizer's Report, will be announced by Saturday, April 29, 2023 and be placed on Corporation's website and NSDL's website and shall be communicated to BSE Limited and National Stock Exchange of India Limited. The results will also be displayed on the notice board at the Registered Office and Corporate Office of the Company.
- Subject to the receipt of the requisite number of votes, the resolution as set out in this Notice shall be deemed to have been passed on the last date for e-voting i.e., April 28, 2023.
- In case a Member is desirous of obtaining this Notice in printed form, he/she may write to the Company or send an e-mail to admin@skylinerta.com (RTA).
- Shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest.

Annexure to the Notice

Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts.

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the Resolution No. 1 of Special Business set out in the accompanying Postal Ballot notice of Ascum Leasing & Investments Limited.

Item No. 1: Migration of Equity Shares of the Company from SME Platform of BSE to Main Board of BSE as well as Main Board of NSE.

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As the members of the Company are aware that the Equity Shares of the Company are listed on SME Exchange of NSE i.e. NSE EMERGE w.e.f. December 06th, 2019. The current paid up capital of the Company is Rs. 11,71,41,790. The listing of Equity Shares of the Company on the SME Platform of NSE (NSE EMERGE) has enhanced transparency in the functioning and over the period, the Company gained good experience in listing compliances, Corporate Governance practices and thus is now geared up for moving on to the main board of NSE and BSE.

In terms of eligibility criteria prescribed for shifting from SME Exchange to Main Board, the Equity Shares of the Company must be listed on NSE SME for 2 years. Moreover, the paid-up equity capital of the Company shall not be less than ₹ 10 crores and the market capitalization of the Company's equity shall not be less than ₹ 25 crores for a period as prescribed under the rules. Further, the Company should comply with other eligibility norms. The Company complies with the eligibility requirement of equity paid up share capital of more than ₹ 10 Crores, continued listing of 2 years on NSE SME & market capitalization of more than ₹ 25 crores for migration purpose.

The Board of Directors are of the view that Migration to Main Board on NSE and BSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on Saturday, April 08th, 2023 decided to migrate from NSE SME to Main Board of NSE as well as Main Board of BSE.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the Postal Ballot Notice of the Company. None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Pursuant to proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders to migrate the Equity Shares of the Company on the Main Board of NSE as well as Main Board of BSE and hence management recommends the passing of said resolution and seeks your approval.

**BY ORDER OF THE BOARD OF DIRECTORS
ASCOM LEASING & INVESTMENTS LIMITED**

**Date: 08th April 2023
Place: Gujarat**

**Tushar Rohitbhai Pandya
Whole time Director
DIN: 03264783**