

# Shubhra Leasing Finance and Investment Company Limited

Reg. Off. : Plot - A4, APMC-MAFCO Yard, Sector-18, Vashi, Navi Mumbai - 400 703, Maharashtra, India.

Tel : +91 22 6551 5555 / 6551 5556 • Fax : +91 22 2788 0820

CIN NO. : L67120MH1983PLC272707

## NOTICE OF VOTING THROUGH POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

To  
The Members(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and other applicable Rules issued under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for seeking the approval of the members for the proposal contained in the draft resolutions appended below by way of Special resolutions passed through Postal Ballot which includes voting by electronic means. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts pertaining to the said resolutions along with Postal Ballot Form (the "Form") are annexed herewith for your consideration and voting.

The Board of Directors of the Company has appointed Mrs. Isha Sumit Gupta, proprietor of M/s. I. S. Gupta & Co. (C.P. No. 8160), Company Secretary in Practice, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the postal ballot form, fill up the form, give your assent or dissent on the resolutions at the end of the form, and sign the same and return the duly completed form in the attached, self-addressed, postage prepaid envelope so as to reach the scrutinizer before the close of working hours i.e. on **21<sup>st</sup> September, 2016 (Wednesday) on or before 5:00 p.m.** Please note that any postal ballot forms(s) received after **21<sup>st</sup> September, 2016 (Wednesday), 5:00 p.m.** will be treated as not having been received. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the form. References to Postal Ballot(s) in this notice include votes received electronically. The Scrutinizer after completion of the e-voting and scrutiny of postal ballots will submit his report to the Chairman of the Company or to any other Director or any other Officer authorised in that behalf. The result of the postal ballot/ e-voting will be declared by the Chairman or any other director duly authorised by the Board on **23<sup>rd</sup> September, 2016 (Friday) on or before 5.00 p.m.** at the registered office of the Company. The date of declaration of result of postal ballot/e-voting will be taken to be the date of passing of the resolutions. The result of the postal ballot/e-voting will be published in the newspaper within 48 hours of the declaration of the result and will also be posted on the Company's website [www.shubhraleasing.com](http://www.shubhraleasing.com) and will be simultaneously communicated to the stock exchanges where the Company's shares are listed.

### Proposed Resolutions:

#### 1. Change in Name of the Company

To consider and, if thought fit, to assent / dissent the following resolution as a **Special Resolution:**



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**“RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government and any other Regulatory Authorities as may be necessary, consent of the Members be and is hereby accorded to change the name of the Company from **“SHUBHRA LEASING FINANCE AND INVESTMENT COMPANY LIMITED”** to **“VISTAR AMAR LIMITED”** or any other name as may be approved by the Central Government, Registrar of Companies, Mumbai and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**FURTHER RESOLVED THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company **“Vistar Amar Limited”**

**FURTHER RESOLVED THAT** in terms of Section 14 of the Companies Act, 2013 the Article 1.1 (viii) of the Articles of Association of the Company be altered accordingly and substituted by the following Article:

1.1 (viii) **“Company”** means **“Vistar Amar Limited”**, a Company incorporated under the Companies Act, 1956, having its Registered Office in the State of Maharashtra.

**FURTHER RESOLVED THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company **“Shubhra Leasing Finance and Investment Company Limited”** wherever appearing and substituting it with the new name of the Company **“Vistar Amar Limited”**.

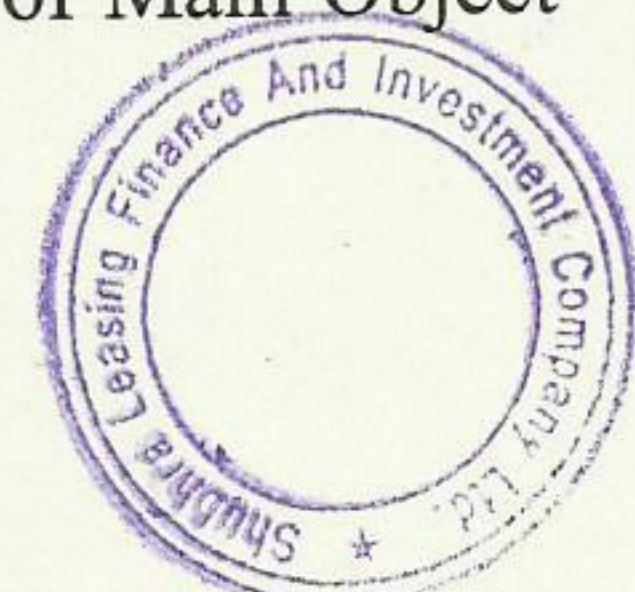
**FURTHER RESOLVED THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the Members for their approval.

**FURTHER RESOLVED THAT** any of the Board of Directors be and is hereby authorised to digitally sign and file e-Forms with the Registrar of Companies, Mumbai as required to file for Change of Name of the Company and to do all such other acts, deeds, things and matters necessary to give effect to this Resolution.”

## **2. Alteration of Main Object Clause of Memorandum of Association of the Company**

To consider and, if thought fit, to assent / dissent 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 amendment thereto or re-enactment thereof), subject to the necessary approval(s) if any, from the competent authorities, consent of the Members be and is hereby accorded for alteration of Main Object



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Clause of the Memorandum of Association of the Company by deleting Clause III (A) (1) and (2) and substituting it with following Clauses III (A) 1.

“To establish and carry on business and to act as processors, merchants, traders, commission agents, selling agents, buying agents, contractors, importers, exporters, carriers in all kinds of agricultural, marine, meat, dairy and poultry products whether raw preserved, frozen, dehydrated, canned converted or otherwise, their products, by products, and derivatives whether edible, pharmaceutical, industrial or of any other kind of nature whatsoever including jams jellies, pickles, cider, chutneys, marmalades, vinegars, sausages, ketchups, juices, powders, drinks, squashes, syrups, beverages, gelatins, collagel, essences, ice creams, milk and milk preparations, meat and meat products, fish and fish products, eggs, poultry products, fish meal, fruits, vegetables and all kind of foods.”

**FURTHER RESOLVED THAT** any of the Directors of the Company be and hereby authorized to digitally sign and file necessary Forms as may be required to file for alteration of Main Object Clause of the Memorandum of Association with the Registrar of Companies, and to do all such acts and things as may be deemed necessary in this regard.”

/By Order of the Board/

For Shubhra Leasing Finance and Investment Company Limited

Place: Mumbai

Date: 10.08.2016



Ramesh Babulal Panjri  
Chairman and Director  
DIN No. 00300737

## NOTE:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special Resolutions is appended herein below.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders to certain resolution(s) through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
3. The notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on **05<sup>th</sup> August, 2016 (Friday)**.
4. The Company has appointed Mrs. IshaSumit Gupta proprietor of I. S. Gupta & Co.(C.P. No. 8160),Practicing Company Secretary, as a Scrutinizer for conductingthe Postal Ballot process in a fair and transparent manner.

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5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. The scrutinizer will submit his report after completion of the scrutiny and the result of the postal ballot will be announced at the registered office of the Company on **23<sup>rd</sup> September, 2016 (Friday)** on or before **5.00 p.m.** The results of the postal ballot will be displayed at the Registered Office of the company and shall also be posted on the Company's website [www.shubhraleasing.com](http://www.shubhraleasing.com) besides communicating to the stock exchanges on which the shares of the Company are listed.
7. In compliance with the provisions of Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the applicable provision of the listing regulations the Company is pleased to offer the option of e-voting facility as an alternate to all the shareholders of the Company. E-voting is optional for shareholders. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. The shareholders who wish to vote by postal ballot form (instead of e-voting), can download postal ballot form from [www.evotingindia.com](http://www.evotingindia.com) or [www.shubhraleasing.com](http://www.shubhraleasing.com) or seek duplicate postal ballot form from the Company, fill in the details and send the same to the scrutinizer.
8. The Notice of Postal Ballot and the amended Memorandum of Association and Articles of Association of the Company is also placed on the website of the Company [www.shubhraleasing.com](http://www.shubhraleasing.com)

## The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22<sup>nd</sup> August, 2016 (Tuesday) at 10.00 a.m. and ends on 21<sup>st</sup> September, 2016 (Wednesday) at 05:00 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 05<sup>th</sup> August, 2016 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.



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- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"><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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"><li>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 as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- (xii) Click on the EVSN for the relevant “SHUBHRA LEASING FINANCE AND INVESTMENT COMPANY LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **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 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.



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- The list of accounts linked in the login 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.
- (xx) 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).
9. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the member through electronic means. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of postal ballot by e-mail and others are sent by post along with postal ballot form.
  10. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
  11. Shareholders desiring to exercise vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the duly completed form, signed and enclosed in the self-addressed business reply envelope to the scrutinizer. The postage cost will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
  12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 05<sup>th</sup> August, 2016 (Friday).
  13. The voting period commences on 22<sup>nd</sup> August, 2016 (Tuesday) at 10:00 a.m. and ends on 21<sup>st</sup> September, 2016 (Wednesday) at 5.00 p.m. The e-voting module shall also be disabled by CDSL for voting thereafter.
  14. As required by Rule 22(3) of Companies (Management and Administration) Rules, 2014, details of dispatch of notice and postal ballot paper to the shareholders will be published in at least one (1) English newspaper having nationwide circulation and one (1) vernacular language newspaper circulating in Navi Mumbai. The result of the postal ballot will also be displayed at website of the Company [www.shubhraleasing.com](http://www.shubhraleasing.com). For any grievances connected with the voting by postal ballot including voting by electronic means, shareholders may address their queries at [www.evotingindia.com](http://www.evotingindia.com) and also send requests to the Company's email id: [roc.shubhra@gmail.com](mailto:roc.shubhra@gmail.com).



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15. All documents proposed for approval, if any, in the abovenotice and documents specifically stated to be open forinspection in the explanatory statement are open forinspection at the registered office of the Company between10.00 a.m. and 12.00 noon on all working days (exceptSaturdays, Sundays and Holidays) up to the date ofannouncement of the result of the postal ballot.

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

### ITEM NO.1:

The Board of Directors of the Company in its Meeting held on 21<sup>st</sup> June, 2016 decided to change the name of the Company from “SHUBHRA LEASING FINANCE AND INVESTMENT COMPANY LIMITED” to “VISTAR AMAR LIMITED” because he word "VISTAR" means "EXPANSION" and the word "AMAR" is family Goddess of the Directors. Directors other group Companies namely Amar Universal Private Limited and AmarsagarSeafoods Private Limited is having word "AMAR" in its name and the Board considered the same as an auspicious name for the Company. The Directors believethat the change in the name of the Company which is being undertaken as part of corporaterebranding would make the name of the Company simple, sharp and focused.The name “Vistar Amar Limited” has been duly approved and made available for changing thename by the Registrar of Companies, Mumbai vide its name approval letter dated 05<sup>th</sup> July, 2016 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of theshareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 and Section 14 of the Companies Act, 2013, approval of the shareholders isrequired to be accorded for changing the name of the Company and consequent alteration in theMemorandum of Association and Articles of Association by way of passing a Special Resolution.

Accordingly, the Board recommends the Resolution at Item No. 1 of the Notice for approval of the Members by a Special Resolution through postal ballot.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested inthe passing of the aforesaid resolution.

### ITEM NO.2:

The Company was engaged in the business of Financing, Trading and Investment in shares and securities. For the growth of the Company, it is found suitable to diversify Company’s business activities which include all kinds of agricultural, marine, meat, dairy and poultry products.





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As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in Main Object Clause of the Memorandum of Association by way of passing a Special Resolution through Postal Ballot.

Accordingly, the Board recommends the Resolution at Item No. 2 of the Notice for approval of the Members by a Special Resolution through postal ballot.

The proposed Memorandum of Association of the Company is available in the Company's website. The shareholders can also obtain a copy of the same available at the Registered Office of the Company.

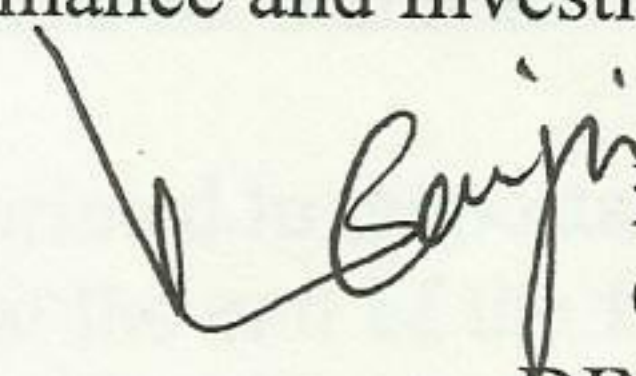
None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution.

Place: Mumbai  
Date: 10.08.2016

For Shubhra Leasing Finance and Investment Company Limited



/By Order of the Board/

  
Ramesh Babulal Panjri  
Chairman and Director  
DIN No. 00300737

Encl:

1. Postal Ballot Form
2. Pre-paid self-addressed Envelope