

ANERI FINCAP LIMITED

(Formerly known as Farry Industries Limited)

CIN: L65910MH1990PLC295982

Non-Banking Finance Company

RBI Reg. No. N.13.00906

Regd. Office: Flat No. 207/A, Shivai Industrial Estate, 2nd Floor, 89, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai 400 072

Email ID: farryind@gmail.com | website: www.anerifincap.com | Contact No.: 022 62361104

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, **Aneri Fincap Limited** ("the Company") is seeking the approval/ consent of Members for the Resolution, proposed to be passed through Postal Ballot / Electronic Voting (E-voting).

Members are requested to read carefully the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolution at the end of the Postal Ballot Form and return the duly completed and signed Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self- addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on, 30th August, 2019. Ballot received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Reg. 44 (2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to postal Ballot, for all the Members of the Company. For this purpose, the Company has appointed **National Securities Depositories Limited (NSDL)** for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes as "**Instructions/ Procedure for Voting through Electronic means**" to this Notice of postal ballot.

Mr. Nitesh Chaudhary, Company Secretary in Practice, (Membership No. 28511 and CP No. 16275) has been appointed by the Board of Directors of your as Scrutinizer to conduct Postal Ballot and E-Voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the Scrutiny of the Postal Ballot including e-voting and the result of the voting by Postal Ballot and e-voting will be announced on or before **1st September, 2019** at the registered office of the company situated at the registered office of the company situated at Office No. 207/A, Shivai Ind. Estate, Bldg No.89, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai – 400072. The resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. on or before **1st September, 2019** and shall be deemed to have been passed at the General Meeting of the Members.

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Item No. 1. Appointment of Statutory Auditors to fill Casual Vacancy.

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

“**RESOLVED THAT** pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force, and as per the recommendation of Audit Committee and Board of Directors, M/s. IRAA & Associates, Chartered Accountants, Mumbai, (FRN - 016640C) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SSRV & Associates, Chartered Accountants, Mumbai, (FRN – 135901W).”

“**RESOLVED FURTHER THAT** M/s. IRAA & Associates, Chartered Accountants, Mumbai, (FRN - 016640C) be entitled to hold office as Statutory Auditors of the Company up to conclusion of ensuing Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors in consultation with the auditors.”

Place : Mumbai
Date : 26.07.2019.

By order of the Board of Directors of
Aneri Fincap Limited

Sd/-

Aditya Shah
Company Secretary & Compliance Officer

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Notes:

1. The Explanatory Statement under Section 102 of the Act read with Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appears as on 19th July, 2019, in the Register of Members/ List of Beneficial Owners, as received from Satellite Corporation Services Private Limited the Registrar and Transfer Agent of the Company.
3. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the email addresses registered with the Company's Registrar and Transfer Agent. For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self-addressed pre-paid Business Reply Envelope.
4. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: **www.anerifincap.com**, where the Postal Ballot Notice is displayed.
5. The Postal Ballot period shall commence from 1st August, 2019 at 9.00 AM and shall conclude on 30th August, 2019 at 5.00 PM.
6. Members are requested to carefully read the instructions before exercising their vote and either return form duly completed in the attached self-addressed pre-paid postage envelope; or vote by electronic means in the manner set out herein. In each case, ensure that votes reach the scrutinizer on or before 5.00 P.M. on the 30th August, 2019. (**"Last Date"**).
7. In case shares held by Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authorized Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form by the last date.
8. The result and the report of Scrutinizer on the postal ballot and e-voting shall be communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and will also be displayed on the Company's website www.anerifincap.com.
9. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed at a General meeting of the members convened in that behalf.
10. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or any other person authorized by the Chairman for this purpose i.e. on or before **1st September, 2019**.

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11. A copy of this notice has been placed on the website of the Company **www.anerifincap.com** and shall remain on the website until the last date for receipt of the postal ballots from the shareholders. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and also shall be displayed on the Company's website.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent for sending future communication(s) in electronic form.
13. Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or members who have been sent this Postal Ballot electronically and who do not want to avail the E-voting facility organized through NSDL, may send a request on the e-mail id: **farryind@gmail.com** by mentioning his/her Folio/DP No. and Client ID No. for obtaining the Notice and Postal Ballot in physical form from the company. The Member had to send the duly completed Postal Ballot form to ensure that it reaches the Scrutinizer on or before 30th August, 2019, by 5.00 p.m., failing which, it will be strictly considered that no reply has been received from the Member.
14. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical postal ballot shall be treated as invalid. A member cannot exercise his/her vote by proxy on postal ballot.
15. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and in terms of Reg. 44 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorized Agency to provide e-voting facility.

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Procedure / Instruction for Voting

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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.

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
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 will be as per details given below :
 - 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***).
5. Your password details are given below:
 - 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’?
 - 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.

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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.

Step 2: 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 the Company.
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 (csniteshchaudhary@gmail.com) to 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

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through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

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

Item No. 1

M/s. SSRV & Associates, Chartered Accountants, Mumbai, (FRN – 135901W), have tendered their resignation as Statutory Auditors of the company, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of Statutory Auditors can only be filled up by the Board subject to the approval of the members. The Board as per the recommendation of the Audit Committee, has proposed to appoint M/s. IRAA & Associates, Chartered Accountants, Mumbai, (FRN - 016640C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SSRV & Associates, Chartered Accountants, Mumbai, (FRN – 135901W).

M/s. IRAA & Associates, Chartered Accountants, Mumbai, (FRN - 016640C), have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In the view of the above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice dated 26th July, 2019.

None of directors, key managerial persons or their relatives, are in any way, concerned or interested in the said resolution.

Place : Mumbai
Date : 26.07.2019.

By order of the Board of Directors of
Aneri Fincap Limited

Sd/-

Aditya Shah
Company Secretary & Compliance Officer