

NOTICE OF POSTAL BALLOT

To,
The Members

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and any other rule as may be applicable]

NOTICE IS HEREBY GIVEN that the following resolution is circulated for approval of the members of the Company, to be accorded by means of Postal Ballot, as per provisions under section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and any other Rule as may be applicable, for the proposed resolution as set out below. The Explanatory Statement stating all material facts and the reasons for the proposed resolutions is also appended hereto for your consideration.

The Company has appointed Mr. Amit R. Dadheech, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members may note that as required under the provisions of Section 108, 110 and other applicable rules in this regards, and in accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on which the securities are listed, the Company is pleased to provide electronic voting ('e-voting') as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the Postal ballot Forms by post. The Company has engaged the services of Central Depository Services India Limited ('CDSL') to provide e-voting facility to members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form physically. If a member vote through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com from 9.00 A.M. on February 26, 2016 and ends on March 27, 2016 at 5.00.p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed, so as to reach the scrutinizer before the close of working hours(i.e. 5.00p.m. IST) on March 27, 2016. Please note that any postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer shall submit his report to the Board/Chairman after completion of the scrutiny of the postal ballot but not later than March 27, 2016. The results of the voting by postal ballot will be announced on March 28, 2016 and same will be submitted to Chairman or any other Director in his absence, of the Company besides being communicated to the Stock Exchange on which the Company's Equity Shares are listed. The results of the postal ballot will be uploaded on the website of the Company www.kapilrajfinanceltd.com. The day on which results of the postal ballot is announced by the Company would be the date on which the Special Resolutions are passed.

To transact the following business:

Appointment of Auditor

RESOLVED THAT pursuant to Section 139, 142 or any other applicable provision of the Company Act 2013, read with relevant rules made there in under, the consent of the members of the Company be and is hereby granted to appoint Mr. Ankit P. Sanghavi, (Membership No. 131353) - Partner of M/s. Pankaj P Sanghavi & Co. Chartered Accountants (FRN: 107356W) as the Statutory Auditors of the Company in place of the resigning auditor M/s. Shah Gandhi & Co. who has tendered their resignation as the Statutory Auditor of the Company due to technical issues related to their appointment.

RESOLVED FURTHER THAT in view of the above Mr. Ankit P. Sanghavi, (Membership No. 131353 - Partner of M/s. Pankaj P. Sanghavi & Co. Chartered Accountants (FRN: 107356W) be and is hereby appointed as the Statutory Auditor of the Company upto the conclusion of the forthcoming Annual General Meeting of the Company on the terms and condition as may be mutually decided by the Board of Director and the Auditor, including any out of pocket expense to be incurred on behalf of the Company.

Date: February 24, 2016

For and on behalf of Board of Directors of the Company

Place: Delhi

Reg. Off.: 8/33, III

Floor, Satbhrava

School Marg, W.E.A,

Karol Bagh, Delhi -

110005.

Sd/-

Atul C. Doshi
Managing Director
DIN- 06826992

Note:

1. An explanatory statement and reason for the proposed special business pursuant to section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. The Notice is being sent to all the members electronically, whose names appear in the register of members/Record of Depositories as on February 19, 2016.
3. The members whose names appear in the register of members/ record of depositories as on will be considered for voting.

4. Voting period commences from 9.00 A.M. on February 26, 2016 and ends during the working hours before 5.00 P.M on March 27, 2016.
5. The Directors has vide Board resolution dated February 24, 2016 appointed Mr. Amit R. Dadheech, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members.
7. The members are requested to carefully read the instruction printed in the attached Postal Ballot Form. Any Postal Ballot Form received after the said date shall be treated as if reply from the member has not been received.

8. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on February 26, 2016 from 9.00 A.M. and ends on March 27, 2016 at 5.00 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 February 19, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- iii. Click on "Shareholders" tab.
- iv. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- 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.
- 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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.
DOB	<ul style="list-style-type: none"> Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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).

- 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.
- xii. Click on the EVSN for the relevant <Company Name> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same 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 Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.
 - After receiving the login details they have to create 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.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement under Section 102(1) of the Companies Act, 2013

The Company has appointed M/s Shah Gandhi & Co., Chartered Accountant, as a Statutory Auditor of the Company in Annual General Meeting held on September 29, 2015.

M/s Shah Gandhi & Co., Chartered Accountant, have shown their unwillingness to continue as the statutory Auditor of the Company and have resigned from the position of the Statutory Auditor of the Company as their appointment was not in consonance with the guidelines prescribed by the ICAI.

This resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Since, a casual vacancy, in terms of proviso to Section 139(8)(i) of the Act, caused by the resignation of auditors can only be filled up by the Company in general meeting, the Board proposes that Mr. Ankit P. Sanghavi, (Membership No. 131353) - Partner of M/s. Pankaj P Sanghavi & Co. Chartered Accountants (FRN: 107356W), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shah Gandhi & Co., Chartered Accountants.

Mr. Ankit P. Sanghavi, (Membership No. 131353) - Partner of M/s. Pankaj P Sanghavi & Co. Chartered Accountants (FRN: 107356W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under section 139 of the Act.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Date: February 24, 2016

Place: Delhi

Reg. Off.: 8/33, III

Floor, Satbhrava

School Marg, W.E.A,

Karol Bagh, Delhi -

110005.

For and on behalf of Board of Directors of the Company

Sd/-

Atul C. Doshi

Managing Director

DIN- 06826992

Postal Ballot No. _____

POSTAL BALLOT FORM

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

- 1. Name and Registered Address of the Sole/First named member
- 2. Name(s) of the Joint Member(s), if any, Registered with the Company
- 3. Registered folio No.:
- 4. Number of shares held:
- 5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent/dissent to the said resolution by marking (✓) in the appropriate box below:

Item No.	Item	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	<u>Special Resolution</u> Approval for appointment of Statutory Auditor in place of resigning Auditor of the Company.			

Place: _____

Date: _____

Signature of the shareholder

Note:

1. An explanatory statement and reason for the proposed special business pursuant to section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. The Notice is being sent to all the members electronically, whose names appear in the register of members/Record of Depositories as on February 19, 2016.
3. The members whose names appear in the register of members/ record of depositories as on will be considered for voting.
4. Voting period commences from 9.00 A.M. on February 26, 2016 and ends during the working hours before 5.00 P.M on March 27, 2016.
5. The Directors has vide Board resolution dated February 24, 2016 appointed Mr. Amit R. Dadheech, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members.
7. The members are requested to carefully read the instruction printed in the attached Postal Ballot Form. Any Postal Ballot Form received after the said date shall be treated as if reply from the member has not been received.
8. The instructions for shareholders voting electronically are as under:
 - i. The voting period begins on February 26, 2016 from 9.00 A.M. and ends on March 27, 2016 at 5.00 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 February 19, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - iii. Click on "Shareholders" tab.
 - iv. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - v. Now Enter your User ID
 - d. For CDSL: 16 digits beneficiary ID,
 - e. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - f. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> 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.
DOB	<ul style="list-style-type: none"> Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	<ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <p>Please enter the DOB or Dividend Bank Details in order to login. If 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).</p>

- 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.
- xii. Click on the EVSN for the relevant <Company Name> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same 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 Institutional Shareholders & Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.
 - After receiving the login details they have to create 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.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com