

## **UPASANA FINANCE LIMITED**

**CIN: L65191TN1985PLC011503**

**Regd off: Sapna Trade Centre, 10<sup>th</sup> Floor, 10B/2 No.109 P H Road, Chennai – 600084**

**Email: [upasana\\_shares@yahoo.com](mailto:upasana_shares@yahoo.com)**

**Tel: +91 7305319733**

**Scrip Code: 511764, ISIN: INE819K01014**

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### **NOTICE OF POSTAL BALLOT**

**[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 Section 110 and other applicable provisions of the Companies Act, 2013, (the 'Act') if any, read together with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with the Circular numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (MCA Circulars), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 read with Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), which allow the Companies to conduct postal ballot through e-voting mode, and other applicable laws and regulations, to approve the change of name of the Company and consequent alteration of the Memorandum of Association and Articles of Association of the Company by way of Postal Ballot through electronic voting ("Postal Ballot").

The Board of Directors ("Board") of the Company pursuant to the Resolution passed on December 20, 2021 has, subject to the approval of members of the Company by way of Special Resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in the Name of the Company from "**UPASANA FINANCE LIMITED**" to "**AASTAMANGALAM FINANCE LIMITED**".

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said special business setting out the material facts concerning thereto, is also appended.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 ('Rules'), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically. The Company has engaged the services of CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) for the purpose of providing remote e-voting facility to all its Members.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at their meeting held on December 20, 2021 accorded approval for conducting Postal ballot exercise and appointed Mr. Balu Sridhar, (Membership No. FCS 5869 /CP No. 3550) and in his absence Mr. Pankaj Mehta, (Membership No. A29407 and CP No. 10598), Partners, M/s. A K JAIN & ASSOCIATES, Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of remote e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company is sending Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or Registrar and Share Transfer agent (RTA) i.e. INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot Notice is accordingly being sent in compliance with the aforementioned Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

## **Members are requested to read the instructions in the Notes for e-voting**

The e-voting period commences at 9.00 a.m. IST on Thursday, December 30, 2021 and ends at 5.00 p.m. IST on Friday, January 28, 2022. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him in writing after completion of scrutiny of voting casted through e-voting. The results of the Postal Ballot casted through e-voting will be announced on or before 5.00 p.m. IST on Saturday, January 29, 2022 and will be communicated to BSE LIMITED ("BSE"), (hereinafter referred to as "Stock Exchange"), Depositories, Registrar and Transfer Agents being INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED ("RTA" or "Integrated") and would also be displayed on the Company's website [www.uflindia.com](http://www.uflindia.com) and at its registered office.

Members requiring any clarifications on remote e-voting may contact Mr. S Yuvraj, Dy. General Manager, INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED on 044 - 28140801 or by email at [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in)

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Notice of the Postal Ballot is available on the website of the Company at: [www.uflindia.com](http://www.uflindia.com), CDSL website at [www.evotingindia.com](http://www.evotingindia.com) and on the website of BSE at [www.bseindia.com](http://www.bseindia.com). Members can also temporarily update their email address and mobile number with INTEGRATED, by following the procedure given elsewhere in this notice.

## **SPECIAL BUSINESS**

**ITEM 1:** To approve change of name of Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 ("the Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulations 44 and 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as applicable, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government,

Ministry of Corporate Affairs, Stock Exchanges, and any other appropriate Regulatory and Statutory Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from "**UPASANA FINANCE LIMITED**" to "**AASTAMANGALAM FINANCE LIMITED**" and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

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

(I) The name of the Company is "**AASTAMANGALAM FINANCE LIMITED**".

**RESOLVED FURTHER THAT** the name "**UPASANA FINANCE LIMITED**" wherever appearing in the Memorandum and Articles of Association and all other documents be substituted by the new name "**AASTAMANGALAM FINANCE LIMITED**"

**RESOLVED FURTHER THAT** any of the Directors of the Company and Company Secretary of the Company be and are hereby severally authorised on behalf of the Company for making application for change of name, filing of necessary forms and documents with the relevant Regulatory and Statutory Authorities including Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the company be and are hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary."

By order of the Board  
For UPASANA FINANCE LIMITED

Sd/-  
MONIKA KEDIA  
Company Secretary

Chennai  
20/12/2021

## **NOTES**

1. The Statement pursuant to Section 102 of Companies Act, 2013, setting out the material facts in respect of special business under Item No. 1 and certificate obtained from Practicing Chartered Accountant as per Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of this notice.

2. Members may take note that considering the ongoing COVID-19 pandemic and relaxation granted by the Statutory Authorities and pursuant to the Circulars, the Companies are permitted to conduct the Postal Ballot by sending the Notice in electronic form only. Hence the Company has not dispatched the Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier. Further as per relaxation granted, the communication of the assent or dissent of the Members on the resolution as set out in PostalBallot Notice would only be taken through the remote e-voting. The Company is offering only remote e-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for e-voting. The Postal Ballot Notice is being sent to, published / displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") as on Friday, December 17, 2021 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circular numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, read with Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by the Securities and Exchange Board of India (SEBI) [hereinafter collectively referred to as 'Circulars'].

3. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address and email address and contact number, either to the Company's Registrar and Share Transfer Agent in case shares are held in physical form or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.

4. Members who have not registered their e-mail addresses are requested to register/update the same with INTEGRATED in case of shares are held in Physical form and with DP(s), in case shares are held in electronic form, for sending future communication(s) in electronic form.

5. Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. Members who are desirous to convert their physical holdings into dematerialized form shall contact the Depository Participants.

6. All the material documents referred to in the statement setting out material facts will be available for inspection electronically, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting. Members seeking to inspect such documents can send an email to the company at [upasana\\_shares@yahoo.com](mailto:upasana_shares@yahoo.com)

7. In terms of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only.

8. Voting rights of the Members shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, December 17, 2021. A person who is not a Member on the relevant date should treat this notice for information purpose only.

9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder 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 the resolution through the e-voting service facility provided by CDSL. The instructions for e-voting forms part of this notice

10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the Members. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, January 28, 2022 i.e., the last date specified for the remote e-voting

11. The process and manner for remote e-voting are as under:

#### **CDSL e-Voting System – For Remote e-voting-Postal Ballot**

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 9.00 a.m. IST on Thursday, December 30, 2021 and ends at 5.00p.m. IST on Friday, January 28, 2022. During this period, the Members holding equity shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, December 17, 2021, may cast their vote by remote e-voting. 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) 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.

- (iv) 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the</li> </ol>

	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the</p>



	remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting 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](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <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>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <UPASANA FINANCE LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](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.
  - 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.
  - 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; [upasana\\_shares@yahoo.com](mailto:upasana_shares@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to 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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **ANNEXURE TO NOTICE**

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

#### **Item No.1**

The Company was incorporated on January 25, 1985 in the name of UPAASANA FINANCE PRIVATE LIMITED in the State of Tamil Nadu pursuant to the provisions of the Companies Act, 1956. The name of the Company was changed from "UPAASANA FINANCE PRIVATE LIMITED" to "UPAASANA FINANCE LIMITED" vide fresh Certificate of Incorporation dated June 15, 1988. Further, the name was changed from "UPAASANA FINANCE LIMITED" to "UPASANA FINANCE LIMITED" vide fresh certificate of Incorporation dated January 09, 1995.

The Company is registered as Non-Banking Finance Company ("NBFC") with Reserve Bank of India (RBI) bearing Registration Number as B-07-00421. The RBI, pursuant to a letter dated June 20, 2017, has granted its approval for change in directors and management of the Company. The promoters have given an undertaking to the erstwhile management that it will change the name of the company subsequently. The Reserve Bank of India vide its letter dated November 8, 2021 has given its no objection for change in name of the Company. Accordingly, the company has made an application with the Registrar of Companies seeking their approval for the availability of name AASTAMANGALAM FINANCE LIMITED and same was confirmed by the Registrar vide its letter dated December 14, 2021.

The directors hereby declare and confirm that there is no change in the existing line of business of the Company nor the Company intends to undertake any new activity consequent to the name change. The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company. Hence, the consent of the Members by way of Special Resolution is being sought for change of name of the company and consequent alterations in the Memorandum and Articles of Association and in such other documents wherever required. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

Certificate obtained from M/s. VENKAT AND RANGAA LLP, Chartered Accountants, Chennai, the statutory auditors in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") stating compliance of conditions stated as per Regulation 45(1) of LODR is annexed hereto and forms part of this postal ballot notice and explanatory statement.

The Directors recommend the proposed resolution for the approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way deemed to be concerned or interested in this special resolution as set out in the notice.

By order of the Board  
For UPASANA FINANCE LIMITED

Sd/-  
MONIKA KEDIA  
Company Secretary

Chennai  
20/12/2021

**CERTIFICATE FROM PRACTICING CHARTERED ACCOUNTANT AS PER REGULATION 45 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**VENKAT AND RANGAA LLP  
CHARTERED ACCOUNTANTS**

Date: 20/12/2021

Place: Chennai

**To whom so ever it may concern**

We, the Statutory Auditors of UPASANA FINANCE LIMITED (hereinafter referred to as "the Company"), have examined the relevant records of the Company and information provided by Management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Company's name from UPASANA FINANCE LIMITED to AASTAMANGALAM FINANCE LIMITED

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we do hereby confirm that

a) time period of at least one year has elapsed from the last name change that was occurred in the year:

**The Company has not changed its name since at least one year.**

b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name:

**Not Applicable since there is no change in the activity / project of the company in the preceding one year period**

c) the amount invested in the new activity/project is atleast fifty percent, of the assets of the listed entity:

**Not Applicable since there is no change activity/project of the company,**

This certificate is issued pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

For VENKAT AND RANGAA LLP  
Chartered Accountants

Sd/-

T. ZAMEER

Partner

M.No.230441

UDIN: 21230441AAAAHD9785

H.O.: No.13 (Old 6), Flat No.5, "Majestic Apartment", 1<sup>st</sup> Floor, Soundarrajan Street, T. Nagar  
Chennai – 600 017. Phone: 044 – 24326429 E-mail: [vandr1984@gmail.com](mailto:vandr1984@gmail.com)

### **KEY INFORMATION**

Company Name & Address	UPASANA FINANCE LIMITED Sapna Trade Centre, 10 <sup>th</sup> Floor, 10B/2 No.109, P.H Road, Chennai – 600084
Cut-Off Date” to reckon voting rights	Friday, December 17, 2021
E Voting commencement date /time	Thursday, December 30, 2021 at 9.00 A.M.
E Voting end date /time	Friday, January 28, 2022 at 5.00 P.M.
Date of announcement of voting result	Saturday, January 29, 2022
Registrars and Share Transfer Agent	Integrated Registry Management Services Pvt Ltd  2 <sup>nd</sup> Floor, "Kences Towers" No. 1 Ramakrishna St, North Usman Road, T Nagar, Chennai 600 017
E-voting Agency	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED
Scrutinizer	Mr. Balu Sridhar, (Membership No. FCS 5869 /CP No. 3550) and in his absence Mr. Pankaj Mehta, (Membership No. A29407 and CP No. 10598), Partners, M/s. A K JAIN & ASSOCIATES, Practicing Company Secretaries, Chennai