



Apple
Credit Corporation Limited

CIN: L65921TN1988PLC016275

Regd. Office: Gokul Arcade, 1st Floor, No.2, Sardar Patel Road, Adyar, Chennai - 600 020

Tel: 044 24901603, Fax: 044 24425819

Email: admin@accl.net.in Website : www.accl.net.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, for obtaining the consent of the Members through postal ballot for appointment of Sri J R K Sarma and Sri K Elangovan, Independent Directors.

The draft of Ordinary Resolutions together with the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts and reasons thereto are enclosed.

Place : Chennai

Date : 04.11.2014

By Order of the Board

R Kuppurao

Secretary & Compliance Officer

Notes:

1. The Board of Directors has appointed Mr. Amit Khemka, Practising Chartered Accountant, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
2. A member desiring to exercise vote by postal ballot may cast the vote by ticking the appropriate boxes in the Postal Ballot Form enclosed in the form of Business Reply Inland Letter Card (BRILC), and send to the Scrutinizer on or before the close of working hours (16:30 hrs) on Wednesday the 11th March 2015
3. The Scrutinizer will submit his report to the Director / Audit Committee of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Director / Audit Committee on Wednesday the 18th March 2015 at 4.30 p.m. at the Registered Office of the Company at Gokul Arcade, 1st Floor, No. 2 Sardar Patel Road, Adyar, Chennai-20. The date of declaration of the postal ballot result will be taken to be the date of passing the Ordinary Resolutions.
4. The results of the postal ballot will be posted on the Company's website - www.accl.net.in
5. In compliance with provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014 and Listing Agreement, members may cast their votes either through Postal Ballot form or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by CDSL, the e-voting agency appointed by us, as stated in this notice.

DRAFT RESOLUTIONS

SPECIAL BUSINESS

1. To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, (Including any Statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Sri J R K Sarma (DIN: : 00088327), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri J R K Sarma as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 15, 2020, not liable to retire by rotation.

2. To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the

Companies (Appointment and Qualification of Directors) Rules 2014, (Including any Statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Sri. K. Elangovan (DIN: 03049026), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Sri K. Elangovan as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 15, 2020, not liable to retire by rotation.

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Items 1 and 2

Sri J R K Sarma and Sri K Elangovan are Non-Executive Independent Directors of the Company since 18th April 2005 and 1st April 2010 respectively.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 read with General Circular No.14/2014 dated 9th June 2014 issued by Ministry of Corporate Affairs and Clause 49 of the Listing Agreement, Sri J R K Sarma and Sri K Elangovan being eligible and offering themselves for appointment are proposed to be appointed as Independent Directors for 5 (five) consecutive years as mentioned in the respective Resolutions. Notices have been received from members proposing their appointment as Directors.

In the opinion of the Board, Sri J R K Sarma and Sri K Elangovan fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management.

Copies of the draft letters of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that their appointment would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of Independent Directors, for the approval by the shareholders of the Company.

Interest of Directors and Key Managerial Personnel

Except Sri J R K Sarma and Sri K Elangovan being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the respective resolutions.

Chennai - 600 020
Date : 04.11.2014

By Order of the Board
R Kuppurao
Secretary & Compliance Officer

Particulars of the Directors seeking appointment pursuant to Clause 49 of the Listing Agreement

Name of Director	Sri J R K Sarma	Sri K Elangovan
DIN	00088327	03049026
Date of Birth	09 th July 1957	04 th August 1948
Expertise in specific functional areas	Has more than thirty five years' experience in Banking and finance, treasury, secretarial and audit areas.	Has more than 3 decades of experience as a Legal professional and advocate.
Qualifications	ACS, AICWA	M.A. , M.L.
List of other companies in which directorship held	None	None
Chairman/Member of the Committees of the Board of other companies in which he is a Director	None	None
Shareholding in the Company	200 Shares	Nil
Relationship with other Directors	--	--

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on 09/02/2015 at 9:30 a.m. and ends on 11/03/2015 at 4:30 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 (23/01/2015), 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.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 printed on the Postal Ballot Form in the PAN field. • Eg. If your name is Ramesh Kumar with sequence number 00000001 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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

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

- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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 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 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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, under help section or Write an email to helpdesk.evoting@cdslindia.com.