



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 which includes voting by electronic means for the below mentioned resolutions.

The draft of the Special 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.

Chennai 600 020
Date : 12.10.2015

By Order of the Board
J R K Sarma
Director

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 (17:00 hrs) on Wednesday the 2nd December 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 **or before Friday, 4th December, 2015 at 17:00 hrs.**
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.**

at the Registered Office of the Company at Gokul Arcade, 1st Floor, No.2, Sardar Patel Road, Adyar, Chennai-20. Declaration of the postal ballot result will be taken to be the date of passing the Special Resolutions.

DRAFT RESOLUTIONS

SPECIAL RESOLUTIONS

ITEM NO. I TO AMEND MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or without modifications, the following resolution as a **Special Resolution: RESOLVED** that, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof) and subject to necessary approval(s) if any from the competent authorities, Clause III (A)(1), III (A)(2) III (A)(3) of main objects of the Memorandum of Association of the Company be altered by replacing with following Clauses III (A)(1) and III (A)(2).

1. To carry in the business as traders, importers, exporters, wholesalers, dealers, commission agents, business agents, seller agents, brokers, merchants, adatias, buyers, sellers, indentors, packers in ferrous scrap, non-ferrous scrap, all kinds of polymer resin, polymers, commodities, minerals, ores, raw materials, manufactures products, goods and ware, plant, machineries, spares, accessories, tools, appliances, equipment, instruments, textile, cotton, jute, wool raw silk, yarn, fibre, garments, apparels, handlooms, cottage industries, poultry and dairy milk products, oil seeds, tea, coffee, cocoa, spices, herbs, cosmetics, drugs, medicinal products, tobacco, leather wares, timber products, rubber and rubber products, steel and steel products, furniture, hardware, building construction materials, paints, glass and glassware ceramics, electrical items, dyes, chemicals, petrochemical products, fertilizers, colours, household appliances, shares and other securities, office equipment, stationery, automobile products, gold, silver, diamonds, precious stones and jewellery, electronics items, software and hardware products, telecom products and in this regard, to act as export house.

2. To recover, claim, retrieve monies given by the company by doing business of Hire–purchase, leasing or financing of all durable industrial and commercial properties, assets, vehicles, machinery tools, equipments, computers and instruments of all descriptions, movable properties of all kind including machinery, plant of all kinds.”

ITEM NO. II DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or without modifications, the following resolution as a **Special Resolution: RESOLVED** that, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof) and subject to necessary approval(s) if any from the competent authorities, the Other Objects clause of the Memorandum of Association of the Company be altered by completely deleting all the existing clauses III (C) 53 to III (C) 108”.

ITEM NO. III AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or without modifications, the following resolution as a **Special Resolution: RESOLVED** that, pursuant to provisions of Section 4, Section 13 and other applicable provisions of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing clause IV with the following new Clause IV:

Clause IV. “The Liability of the members is limited and this liability is limited to the amount unpaid, If any on shares held by them”.

ITEM NO. IV AMENDMENT OF INCIDENTAL OR ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or without modifications, the following resolution as a **Special Resolution: RESOLVED** that, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof) and subject to necessary approval(s) if any from the competent authorities, the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company be altered by deleting the existing Clauses III (B) 4, Clauses III (B) 31, Clauses III (B) 38, Clauses III (B) 39, Clauses III (B) 40, Clauses III (B) 47, Clauses III (B) 48, Clauses III (B) 51 Clauses III (B) 52, and substituting 1956 with 2013 and deleting (1 of 1956) in Clause 27”.

ITEM NO. V AMENDMENT OF THE NAME CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass with or without modifications, the following resolution as a **Special Resolution: RESOLVED** that, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 (including any amendments thereto or reenactment thereof) and subject to necessary approval(s) of Central Government, Registrar of Companies, Other Competent authorities and all other statutory approvals as may be required, the name of the Company in Clause I of the Memorandum of Association be and is hereby changed from “Apple Credit Corporation Limited” to “Abhayam Trading Limited “ or such other name as may be approved by Registrar Of Companies, Chennai.

RESOLVED further, that any of the Director of the Company be and hereby authorized to do all such acts, deeds and things as may required or necessary in this matter.

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

SPECIAL RESOLUTIONS

ITEM 1 : The Company is exploring various business opportunities in trading While restricting its role to recovery of monies given by the Company under Hire Purchase and leasing activities, It has no plans to do fresh business of financing under HP and Lease. Due to these factors the main Objects of the Memorandum of Association have been suitably modified. The proposed Memorandum of Association of the Company is available on the Company's website. The shareholders can also obtain a copy of the same at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM II : In order to comply with the provisions of Section 4 (1) (c), Section 13 and other applicable provisions if any, of the Companies Act 2013, The Company needs to delete the Other Objects Clause from the Memorandum of Association the modification in the Memorandum of Association is carried out to give effect to the provision of the Companies Act 2013, Consent of Shareholders by passing a Special Resolution is required in this regard. The proposed Memorandum of Association of the Company is available on the Company's website. The shareholders can also obtain a copy of the same at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM III : In order to comply with the provisions of Section 4 (1) (d) (1), Section 13 and other applicable provisions if any, of the Companies Act 2013, The Company needs to alter the Liability Clause of the Memorandum of

Association. The modification in the Memorandum of Association is carried out to give effect to the provision of the Companies Act 2013, Consent of Shareholders by passing a Special Resolution is required in this regard.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM IV: With the passing of the Companies Act 2013 and proposed alteration of main Objects of the Memorandum of Association the Company needs to alter by deleting some of the Clauses and modifying Clause 27 as detailed in the resolution. Consent of Shareholders by passing a Special Resolution is required in this regard. The proposed Memorandum of Association of the Company is available on the Company's website. The shareholders can also obtain a copy of the same at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM V: With proposed changes in the Main Objects of the Memorandum of Association, the Company will be exploring business opportunities in trading and therefore needs to alter Clause I of Memorandum of Association with regard to name of the Company. Consent of Shareholders by passing a Special Resolution is required in this regard. The proposed Memorandum of Association of the Company is available on the Company's website. The shareholders can also obtain a copy of the same at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on 03.11.2015 at 9.30 a.m. and ends on 02.12.2015, 5.00p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23.10.2015), 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 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	<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 Dividend Bank details field as mentioned in instruction (iv).

- (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.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The e-voting period commences on November 3, 2015 at 9 : 30 a.m. and ends on December 2, 2015 at 5 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 October 23rd, 2015, may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday October 23rd, 2015.