



TRC Financial Services Limited

CIN : L74899MH1994PLC216417

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 (1) (a) of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108, 110(1)(a) and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws and regulations, for seeking the approval of the Members of the Company to the proposed Special Resolution appended below by way of Postal Ballot and electronic voting (remote e-voting)

In compliance with the provisions of General Circular No 14/2020 dated April 08, 2020 and General Circular No 17/2020 dated April 13, 2020 ("MCA Circulars") issued by Ministry of Corporate Affairs and due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, the Company has made arrangement with CDSL/RTA for registration of email addresses. The process of registration of email IDs is provided in the Notes below and the shareholders are requested to follow the same. Post successful registration of the email, the shareholder may reach CDSL website to generate the password online by providing his/her credentials. After receiving the password, the shareholder may login in e-voting portal and cast their respective votes. In case of any queries, shareholder may write to helpdesk.evoting@cdslindia.com / cs@trcfin.in.

The Board of Directors ("Board") of the Company at their meeting held on August 07, 2021 has, subject to the approval of the Members (as defined bellow) of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the company from "TRC Financial Services Limited" to "Avasara Finance Limited"

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Priti J Sheth & Associates, a Practising Company Secretaries, (Membership No. FCS 6833/CP No.5518) as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations") the Company is also offering facility of remote e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting

The scrutinizer will submit his report to the Chairman and/or to the Company Secretary duly authorized by him, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman or the Company Secretary duly authorised on or before November 13, 2021 for submission with BSE Limited ("BSE") where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: <http://www.trcfin.in> and Service Provider's website: www.evotingindia.com.



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You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility/ Postal Ballot Forms provided by the Company

The members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

Resolution No. 1

TO CONSIDER AND APPROVE THE CHANGE IN NAME OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of The Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s) and subject to the approval of Stock Exchange (BSE Limited) under Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended and any other approval(s) as may be necessary for the Company in this regard, the consent of the Shareholders be and is hereby accorded to change the name of the Company from “TRC Financial Services Limited” to “Avasara Finance Limited.”

“RESOLVED FURTHER THAT pursuant to provisions of section 13 of The Companies Act, 2013 and applicable rules and other applicable provisions, if any, the Clause I (“Name Clause”) of Memorandum of Association of the Company be and is hereby altered, by substituting the following clause thereof:

I. The name of the company is AVASARA FINANCE LIMITED.

“RESOLVED FURTHER THAT the name “TRC Financial Services Limited” wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted by the new name “Avasara Finance Limited.”

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for effective implementation of the above resolution including filing of necessary forms, returns, documents with the Registrar of Companies, Stock Exchanges and all other Regulatory/Statutory Authorities.”

By Order of the Board
For TRC Financial Services Limited

Sd/-
Sabarinath Gopala Krishnan
Director
DIN: 08479403

Place: Bangalore
Date: October 4, 2021.



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NOTES:

1. The explanatory statement pursuant to Sections 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid special Resolution No. 1 and reasons thereof are annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, October 08, 2021 ('cut-off date')
3. In addition to the Postal Ballot the Company is pleased to provide voting by electronic means ("remote e-voting") facility to the Members, to enable them to cast their votes electronically; in compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has engaged the services of CDSL to provide e-voting facility to its members. As per Section 110 and other applicable provision of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules') and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19 ('MCA Circulars'), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail IDs are registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') ('Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on Friday, October 8 , 2021 ('Cut-off Date'). It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Shareholders whose email IDs are not registered, are requested to contact the Company at cs@trcfin.in or NSDL/CDSL (in case of dematerialised shares) or Purva Sharegistry (India) Pvt. Ltd ('RTA') at support@purvashare.com (in case of physical shares) and send a request letter signed by all the shareholders along with self-attested copies of PAN Card and address proof to register their email ids. In view of extraordinary circumstances due to pandemic caused by Covid-19, and line with the MCA Circulars, physical copies of the Postal Ballot Notice are not being dispatched. Shareholders may note that this notice is also available on the website of the Company (www.trcfin.in) and CDSL, www.evotingindia.com.
4. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, October 8 , 2021 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
5. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Thursday, November 11, 2021.
6. All documents referred to in the Notice will be available electronically for inspection without any fee by the Members. Members seeking inspection or any information with regard, are requested to write to the Company through email on cs@trcfin.in.
7. The Postal Ballot Form(s) may also be deposited personally at the registered address of the Company. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the business closing hours (i.e. till 05.00 p.m.) on Thursday, November 11, 2021 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.



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8. Members can cast their vote online from 9:00 A.M. on Tuesday, October 12, 2021 till 5:00 P.M. on Thursday, November 11, 2021.
9. Resolutions passed by the Members through postal ballot/remote e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
11. Members are requested to carefully read the instructions printed in the Postal Ballot Form duly completed with the Assent (For) and/or Dissent (Against) so as to reach the Scrutinizer on or before 5.00 P.M. of Thursday, November 11, 2021 being the last date for receipt of Postal Ballot Form by the Scrutinizer, providing sufficient time for postal transit.
12. Members have option either to vote through remote e-voting process or through the Postal Ballot Form. Members shall receive the Postal Ballot Notice along with Postal Ballot form by email.
13. Members are requested to print the Postal Ballot form, exercise their voting rights and can mail the scan copy of same to the scrutinizer at cs@trcfin.in or also can courier to the Company addressing scrutinizer at the Company's registered office address.
14. can download Postal Ballot Notice and Postal Ballot Form from the Company's website www.trcfin.in or seek duplicate Postal Ballot Notice and Postal Ballot Form from the registered office of the Company, fill the requisite details.
15. A member cannot exercise his vote by proxy on Postal Ballot.
16. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).
17. In case of any query/grievance in connection with the Postal Ballot including evoting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or the Company at the contact details given hereinabove or at cs@trcfin.in

THE PROCESS AND MANNER FOR E-VOTING ARE AS UNDER:

The intructions of shareholders for remote e-voting

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 9:00 A.M. on Tuesday, October 12, 2021 and ends on 5:00 P.M. on Thursday, November 11, 2021 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 October 08,2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) 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.



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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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 remote e-Voting period or joining virtual meeting & 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.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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.

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Individual Shareholders holding securities in demat mode with NSDL	<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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• 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.
Dividend Bank Details OR 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">• 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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



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YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 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: cs@trcfin.in , 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.



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If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 or call on 022-23058542/43.



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Explanatory Statement

(pursuant to section 102 (1) of the Companies Act, 2013)

Item No.1

The proposed name i.e. "Avasara", means "opportunity" in Sanskrit. Only the Initial word "TRC" is being replaced by word "Avasara" which means opportunity and the Board of Directors feel by this name it will bring better luck and opportunity to the Company. The stakeholders can relate to much better and also provides better prospects for the company to reach the public at large. However, there is no change in business and the line of business of Company continue to be the same.

In view of the above, the Board of Directors had suggested and approved the change of the name of the Company from "TRC Financial Services Limited" to "Avasara Finance Limited" in its meeting held on August 07, 2021 subject to the availability of the name with Ministry of Corporate Affairs, Govt. of India under the provisions of the Companies Act, 2013 and subject to all necessary and regulatory and statutory approvals.

The Ministry of Corporate Affairs, Govt. of India vide its letter dated September 18, 2021, had informed that "Avasara Finance Limited" is available to be registered as new name for the Company which will be valid for 60 days.

The change of name of the Company requires the approval of the members by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013.

Pursuant to the approval for change in the name of the Company, the name of the Company is also required to be changed in the Memorandum of Association and Articles of Association of the Company wherever it appears accordingly.

Pursuant to Regulation 45 of SEBI (LODR) Regulations, 2015, the Statutory Auditor has issued the certificate in compliance with the above regulation and same is attached as "Annexure 1" to this notice.

None of the Director(s) and Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

By Order of the Board
For TRC Financial Services Limited

Sd/-
Sabarinath Gopala Krishnan
Director
DIN: 08479403

Place: Bangalore
Date: October 4, 2021.



STATUTORY AUDITOR'S CERTIFICATE

To,
Board of Directors
TRC Financial Services Limited

Sub.: Certificate of compliance of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, NBS & Co. Statutory Auditors of TRC Financial Services Limited (here after referred to as "the Company"), are issuing and delivering this certificate in our capacity as the statutory auditors of the Company. This certificate is issued in accordance with the terms of our engagement with the Company, a company incorporated under the Companies Act, 2013 and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management's responsibility for the statements

The preparation of the books of account is the responsibility of the management of the company including the preparation and maintenance of all accounting and other relevant supporting records & documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the books of account and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

Auditor's responsibility

Pursuant to the requirements, it is our responsibility for the purpose of this certificate, to obtain reasonable assurance and report that the details in the certificate are in accordance with the books of accounts and other records of the company produced to us for our examination. We have undertaken verification of the statement with reference to the specification laid down by the financial creditors.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for special purpose (revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Service Engagements.

Conclusion

Based on such checks as considered appropriate by us and according to the information and explanation given to us, read with matter specified in para 'Other Matters' below, we do hereby certify the following clauses a to c as mentioned in the Regulation 45 of of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company:

1. a time period of atleast one year has elapsed from the last name change; - not applicable as the Company has not changed its name from the time of incorporation;
2. 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 as the Company is not entering into any new line of business;



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3. the amount invested in the new activity/ project is atleast fifty cent of the assets of the listed entity - Not Applicable as the Company is not entering into any new line of business.

Restriction of use

This certificate has been issued for the sole use of the Board of the Company, to whom it is addressed, for submission to the Securities Exchange Board of India and should not be used by any other person or for any other purpose. We, NBS & Co. and Shah Gupta & Co. Chartered Accountants neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing. We however, have no obligation to update this certificate for events, trends or transactions relating to the Company in general and occurring subsequent to the date of this certificate.

Thanks and regards,

For **NBS & Co.,**
Chartered Accountants
FRN: 110100W

Sd/-
Devdas Bhat
Partner
Mem No. 048094
UDIN - 21048094AAAAGE3457

Place: - Mumbai.
Date: - October 11, 2021.



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POSTAL BALLOT FORM
(TO BE RETURNED TO THE SCRUTINIZER OF THE COMPANY)

The last date for receipt of Postal Ballot is 11th November 2021, 5.00 p.m.

Postal Ballot No.

Name and Registered address of the Sole-First named Shareholder.	
Name(s) of the Joint Shareholder(s).	
Registered Folio No./DP ID /Client ID * (*applicable to investors holding shares in demat form)	
No of shares held	
I/ We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice by sending my/ our assent or dissent to the said Resolution by placing tick (a) mark at the appropriate box below :	

Description of the Resolution	No of shares	I assent to the resolution (For)	I dissent to the resolution (against)
To consider and approve the change in name of the Company.			

Date:

Place:

Signature

Note:

1. If voting rights have been exercised electronically then there is no need to use this form
2. Please read the instructions carefully before exercising your vote.