



ASPINWALL AND COMPANY LTD.,  
Devankulangara, Edappally, Kochi - 682 024, India.  
CIN: L74999 KL 1920 PLC 001389  
Tel: +91 484 272 5400, Fax: +91 484 234 3400  
E-mail: ernakulam@aspinwall.in



ASP/2019/NSE-Discl./032

15<sup>th</sup> May, 2019

**National Stock Exchange of India Ltd.**  
**Exchange Plaza, 5<sup>th</sup> Floor, C/1 G Block**  
**Bandra-Kurla Complex**  
**Bandra East**  
**Mumbai – 400051**  
**Tel: 022-26598100**

Dear Sir,

**Sub: Postal Ballot Notice-reg.**

**Ref: Symbol : ASPINWALL**

With kind reference to the subject cited above and the intimation made by the Company to the Stock Exchange on the 9<sup>th</sup> May, 2019, we enclose herewith the Postal Ballot Notice circulated to the Shareholders of the Company as on the cut-off date of April 26, 2019.


This is for the purpose of shifting of Registered Office of the Company outside the local limits of the city, but within the State of Kerala.

Kindly take note of the above.

Thanking You,

Yours faithfully,

**For ASPINWALL AND COMPANY LIMITED**

  
**Neeraj R Varma**  
**Company Secretary**

Encl: aa

# ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office: 926/A1 to A5, Devankulangara, Edappally, Kochi - 682 024

Tel: 0484 2725400, Fax: 0484 2343400

Email: investors@aspinwall.in; Website: www.aspinwall.in

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

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, including any statutory modification or re-enactment thereof for the time being in force, for obtaining assent of the shareholders of the Company on the resolution appended below and the same is proposed to be passed by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors vide its Circular Resolution No.01/2019 dated May 08, 2019 has appointed Mr. N. Balasubramanian, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with Central Depository Securities Limited (CDSL) for facilitating e-voting as an alternate for the Members to enable them to cast their votes electronically.

Members are requested to read the instructions printed on the Form for voting via physical ballot/ electronic mode. The Members who opt for voting via physical ballot are requested to return the Form in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer, C/o Aspinwall and Company Limited, Devankulangara, Edappally, Kochi, Kerala - 682 024 not later than the close of working hours i.e. 5:00 pm on June 13, 2019.

The Notice of the Postal Ballot has also been uploaded on the Company's website www.aspinwall.in under 'Investors Section'.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or Company Secretary. The result of the voting conducted through postal ballot would be announced by Chairman or the Secretary of the Company on or before June 15, 2019 at the Registered Office of the Company and shall be uploaded in the website of the Company as well as the Stock Exchange.

## SHIFTING OF REGISTERED OFFICE OUTSIDE LOCAL LIMITS OF CITY WITHIN THE STATE OF KERALA.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12(5)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Board of Directors ("the Board") be and is hereby authorised to shift the Registered office of the Company from "926/A1 to A5, Devankulangara, Edappally, Kochi, Kerala - 682 024" to "Aspinwall House, T.C.No.24/2269 (7), Kowdiar-Kuravankonam Road, Kowdiar, Thiruvananthapuram, Kerala - 695 003", from such date as may be determined by the Board."

“RESOLVED FURTHER THAT the Board of Directors or such other officials of the Company be and is hereby authorised to file necessary e-forms & documents to Registrar of Companies – Kerala and other concerned departments and to take all such necessary actions and do all such things as may be required in this regard.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to the above resolution from time to time.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

By Order of the Board  
For Aspinwall and Company Limited  
Sd/-  
Neeraj R Varma  
Company Secretary

Date: May 09, 2019  
Place: Kochi

#### NOTES AND INSTRUCTIONS:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on April 26, 2019.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
4. The date of dispatch of the Postal Ballot Notice shall be announced through advertisement in the following newspapers:
  - (i) Mangalam – Malayalam News Paper (Regional Language),
  - (ii) Financial Express- English newspaper
5. The Postal Ballot Notice is uploaded on the website of the Company, [www.aspinwall.in](http://www.aspinwall.in) and on the website of CDSL, i.e. [www.votingindia.com](http://www.votingindia.com)
6. Voting Period commences on May 15, 2019 at 9:00 am and ends on June 13, 2019 at 5:00 pm
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
8. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.

- 9 In case a Member has not received the Postal Ballot Form and is desirous of obtaining a duplicate Ballot Form or who has been sent this Postal Ballot Form electronically does not want to avail e-voting facility organised by Central Depository Services Ltd., may write to the Company at the registered office of the Company or Email: [investors@aspinwall.in](mailto:investors@aspinwall.in) mentioning their folio/DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach not later than 05:00 pm on June 13, 2019. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- 10 Mr. N. Balasubramanian, Practicing Company Secretary, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
- 11 Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit report to the Chairman or Company Secretary of the Company. The results of the Postal Ballot will be declared on or before June 15, 2019. The said result along with scrutinizer's report(s) will be displayed on the Company's website viz., [www.aspinwall.in](http://www.aspinwall.in) and the website of CDSL viz., [www.evotingindia.com](http://www.evotingindia.com). The results shall also be communicated to the National Stock Exchange of India Limited.
- 12 The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 13 The said Resolutions will be deemed to have been passed on the date of declaration of results, if approved, by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the Rules made thereunder.
- 14 The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
- 15 Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
- 16 In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- 17 The votes of a Member will be considered invalid on any of the following grounds-
- a) If a form other than the Postal Ballot Form issued by the Company is used.
  - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
  - c) If the Member's signature does not tally with the specimen signature with the Company.
  - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
  - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - f) If the Postal Ballot Form is incomplete and incorrectly filled.

- g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds
- h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
SHIFTING OF REGISTERED OFFICE OUTSIDE LOCAL LIMITS OF CITY WITHIN THE STATE  
OF KERALA.

Presently, the Company's registered office is located at Kochi, in the State of Kerala. The Board of Directors of the Company vide Circular Resolution No.01/2019 has decided to shift the Registered office from the "926/A1 to A5, Devankulangara, Edappally, Kochi, Kerala - 682 024" to "Aspinwall House, T.C.No.24/2269 (7), Kowdiar-Kuravankonam Road, Kowdiar, Thiruvananthapuram, Kerala - 695 003" to carry on the business of the Company more economically and efficiently and with better operational convenience. The Members are requested to consider and approve resolution set out in the Notice as Special Resolution.

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said resolution.

By Order of the Board  
For Aspinwall and Company Limited  
Sd/-  
Neeraj R Varma  
Company Secretary

Date: May 09, 2019  
Place: Kochi

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on May 15, 2019 at 09:00 am and ends on June 13, 2019 at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 26, 2019 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](http://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 DPID 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](http://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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) √ Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Ballot Form indicated in the PAN field. √ In case the sequence number is less than 8 digits enter the applicable number of 0s 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.
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. √ Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (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 ASPINWALL AND COMPANY LIMITED 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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](http://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](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.

(xx) In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(xxi) The following person shall be responsible to address grievances concerned with facility for remote e-voting  
Contact Name – Mr. Rakesh Dalvi, Designation - Manager, Address - Marathon Futurex, A-Wing 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013. Contact No. 18002005533.  
Email id - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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