



## KALE CONSULTANTS LIMITED

Regd. Off.: Kale Enclave, 685/2B & 2C, 1st Floor, Sharada Arcade, Satara Road, Pune - 411037.

### POSTAL BALLOT NOTICE

Dear Member,

#### Notice Pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the resolution appended below is proposed to be passed by Postal Ballot for obtaining the approval of the members of the Company pursuant to section 224 of the Companies Act, 1956 by way of an ordinary resolution to appoint an Auditor in the casual vacancy caused by the resignation of existing Auditor. The Postal Ballot Form is enclosed separately for your consideration.

Members' consent is requested for the proposal contained in the resolution appended below. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot form for your consideration. The Board of Directors of the Company has appointed Mr. S. R. Pawar of S. R. Pawar & Co., Company Secretaries, as the scrutinizer who in the opinion Of the Board of Directors can conduct the Postal Ballot voting process in a fair and transparent manner. He has given his consent to act as Scrutinizer.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self addressed, postage prepaid envelope, so as to reach the scrutinizer not later than 6.00 p.m. on April 10, 2011, being 30 days from the date of dispatch of this Notice. The Postal Ballot Form received after the said date will be treated as not having been received. The scrutinizer will submit his report to the Chairman of the Board of Directors of the Company after completion of the scrutiny and the result of the voting by means of postal ballot will be declared on April 12, 2011 at 11.30 a.m. at the Registered Office of the Company.

The date of declaration of the result shall be deemed to be the date of passing of the said resolution.

For and on behalf of the Board of Directors

Vipul Jain  
Managing Director

Place: Thane  
Date: February 22, 2011

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

**"RESOLVED THAT B S R & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of Mr. D. G. Kurundwadkar, Chartered Accountant, the existing auditor of the Company until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided between the Managing Director and B S R & Co. in addition to actual out-of-pocket expenses incurred by them in connection with the audit."**

For and on behalf of the Board of Directors

Vipul Jain  
Managing Director

Place: Thane  
Date: February 22, 2011

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 1**

Mr. D. G. Kurundwadkar, Chartered Accountant who was the present Statutory Auditor of the Company has submitted his resignation vide his letter dated February 11, 2011 stating that he has resigned as auditor of the Company on personal and health grounds.

The appointment of new Statutory Auditor in casual vacancy caused by the resignation of the present Auditor requires the approval of the members pursuant to section 224 of the Companies Act, 1956.

The Board of Directors of the Company recommends for the approval by the Members, the resolution for appointment of B S R & Co., Chartered Accountants as Statutory Auditors of the Company until the conclusion of the next Annual General Meeting, by exercising their vote through postal ballot.

The Board of Directors of the Company has appointed Mr. S. R. Pawar of S. R. Pawar & Co., Company Secretaries as Scrutinizer to conduct the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer not later than 6.00 p.m. on April 10, 2011. The postage charges will be paid by the Company.

The Scrutinizer will submit his final report as soon as possible after the last date for receipt of Postal Ballot Form but not later than closing of business hours on April 11, 2011.

The result of the Postal Ballot will be declared at the Registered Office of the Company on April 12, 2011 at 11.30 a.m.

None of the Directors of the Company is interested in the resolution except to the extent of their shareholding in the Company.

For and on behalf of the Board of Directors

Vipul Jain  
Managing Director

Place: Thane  
Date: February 22, 2011

## Instructions

1. A member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed. However, envelopes containing Postal Ballot Form, if sent by other means at the expense of the member but using postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the member as per specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed by the first named member and in his / her absence, by the next named member. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of ballot papers. Postal Ballot Forms received after the date will be strictly treated as if reply from such member has not been received.
5. The voting rights shall be reckoned on the paid up value of shares registered in the name of the members on the date of dispatch of this Notice.
6. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority together with attested specimen signature(s) of the duly authorized signatory giving requisite authority to the person voting on the Postal Ballot Form.
7. The exercise of vote by Postal Ballot is not permitted through proxy.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of joint member(s).
9. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
10. Members from whom no Postal Ballot Form is received or is received after the aforesaid stipulated period shall not be counted for the purposes of passing of the aforesaid resolution.

The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.



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www.kaleconsultants.com

### POSTAL BALLOT FORM

Sr. No.

1. Name & Registered address of the  
Sole/First shareholder/Beneficial  
owner

2. Name of Joint holder/(s) if any

3. Registered folio No./DP ID No.  
alongwith Client ID No.\*  
(\*Applicable to investors holding shares in  
dematerialized form)

4. No. of Shares held

5) I / We hereby exercise my / our vote in respect of the resolution set out in the Notice to be passed through Postal Ballot by sending my / our assent / dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

| Sr. No. | Particulars                                                                                                                             | No. of Equity Shares | I / We Assent to the resolution | I / We Dissent to the resolution |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------------------------|----------------------------------|
| 1.      | Resolution under section 224 of the Companies Act, 1956 to appoint auditor in casual vacancy caused by resignation of existing auditor. |                      |                                 |                                  |

Place:

Date:

Signature of the Member