



# SHREYANS INDUSTRIES LIMITED

Regd. Off. : Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana - 141 123,

Tel. No. 0161-2685271-72, Fax - 0161-2685270, CIN- L17115PB1979PLC003994,

Website : www.shreyansgroup.com, Email : atl@shreyansgroup.com

## POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules made there under)

Dear Members,

**NOTICE** is hereby given that the following resolutions are circulated herewith for approval of members of Shreyans Industries Limited ("the Company") to be accorded by Postal Ballot in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014.:

### SPECIAL BUSINESS:

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

#### **BORROWING POWERS OF THE COMPANY**

**"RESOLVED THAT** in supersession of the earlier resolution passed in the General Meeting of the company held on 30th March, 1994, the consent of the Company, under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, from time to time, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit, that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan (s) obtained or to be obtained from the Company's Bankers in the ordinary course of business) shall not exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

**"RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required".

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

#### **MORTGAGES/CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE.**

**"RESOLVED that** in supersession of the earlier resolution passed, the consent of the Company under the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose."

**"RESOLVED FURTHER** that the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with /to the mortgage and/or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and Lenders"

**"RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required".

By Order of the Board of Directors  
For **Shreyans Industries Limited**

Place : Ludhiana  
Date : 21.05.2014

Sd/-  
**Videshwar Sharma**  
Company Secretary

**NOTES:**

1. Explanatory Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 of the Companies Act, 2013("the Act") read with the Companies (Management and Administration) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 are appended hereto.
2. The Company has appointed M/s P. S. Bathla & Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
3. The votes should be cast either in favour of or against by putting the tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick in both the columns will render the form invalid.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 11.07.2014.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility as an alternative, to all the Shareholders of the Company. For this purpose, the Company has entered into agreement with CDSL for facilitating e-voting to enable shareholders to cast their vote electronically instead of dispatching Postal ballot Form, E-voting is optional.
6. The 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. Members who have not registered their e-mail address will receive this notice along with form through post.
7. **The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "SHREYANS INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) 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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

|                              | For Members holding shares<br>in Demat Form                                                                                                         | For Members holding shares<br>in Physical Form |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| PAN*                         | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department<br>(Applicable for both demat shareholders as well as physical shareholders) |                                                |
| DOB#                         | Enter the Date of Birth as recorded in your demat account or in the company<br>records for the said demat account or folio in dd/mm/yyyy format.    |                                                |
| Dividend<br>Bank<br>Details# | Enter the Dividend Bank Details as recorded in your demat account or in the<br>company records for the said demat account or folio.                 |                                                |

\*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 folio/Demat Account number in the PAN field. In case the folio 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 folio number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <YOUR NUMBER OF SHARES> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on <SHREYANS INDUSTRIES LIMITED> to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts 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. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (xviii) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- 8. The voting period begins on 23.07.2014, 09:00 A.M. and ends on 22.08.2014, 05:00 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 of 11.07.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- 9. M/s P.S. Bathla & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 10. The Results shall be declared on 27.08.2014. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.shreyansgroup.com](http://www.shreyansgroup.com) and on the website of CDSL within 2 (two) working days of the receipt of scrutinizer report at the Registered office of the Company and will be communicated to the Stock Exchanges.

By Order of the Board of Directors  
For **Shreyans Industries Limited**

Place : Ludhiana  
Date : 21.05.2014

Sd/-  
**Videshwar Sharma**  
Company Secretary

**EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 21.05.2014, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**  
**ITEM NO. 1 & 2**

Pursuant to Section 293 (1) (a) and 293(1) (d) of the Companies Act, 1956 the members at their meeting held on 30th March, 1994 approved to borrow as well as to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit to secure rupee/foreign currency loans availed by the company by way of respective **ordinary resolutions**.

Now, as per section 180 (1) (a) and Section 180 (1)(c) of the Companies Act, 2013 and clarification issued by Ministry of Corporate Affairs, to remain effective, these matters requires approval of shareholders through **Special Resolution (s)**.

The Board recommends the resolutions set forth in Item No. 1&2 above for approval of the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the proposed resolutions.

By Order of the Board of Directors  
For **Shreyans Industries Limited**

Place : Ludhiana  
Date : 21.05.2014

Sd/-  
**Videshwar Sharma**  
Company Secretary