

# S R K Industries Limited

Regd. Off. : 310, V Star Plaza, "A" Wing, Chandavarkar Road, Borivali (W) ,  
Mumbai – 400092 (India) • Tel: 022 – 4023 5742  
Email: info.investors@srkindltd.co.in • CIN: L17121MH1991PLC257750

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013]

Dear Members,

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the business mentioned in the Resolutions appended to these notice to be passed by way of Postal Ballot / E-voting. The relevant Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration. The Board of Directors has appointed CS Shreyans Jain, Practising Company Secretary as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to read the instructions printed on the accompanying Postal Ballot Form and return the same along with your assent (**FOR**) or dissent (**AGAINST**) in appropriate place, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer before the close of working hours (5:30 p.m.) on Friday, 10<sup>th</sup> April, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the Notice. Reference to Postal Ballot(s) in this Notice include vote received electronically.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of the Company. The combined results of the e-voting and Postal Ballot will be announced by the Chairman or any authorized Director of the Company on Monday, 13<sup>th</sup> April, 2015 at the registered office of the Company. The declaration/announcement of the results by the Chairman or any Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable Rules thereunder. After the above declaration, the results will be intimated to the stock exchanges, where the Company's shares are listed and will be displayed at the Company's website viz., [www.srkindltd.co.in](http://www.srkindltd.co.in)

### PROPOSED RESOLUTION:

#### **Item No. 1 - Appointment of Statutory Auditor to fill casual vacancy:**

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

"**RESOLVED THAT** pursuant to the provisions of sub-section (8) of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s V R RENUKA & Co.,(FRN 108826W) Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Vasu & Co., Chartered Accountants, Kolkata."

"**RESOLVED FURTHER THAT** M/s V R RENUKA & Co., Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and they shall hold the office of Statutory Auditors of the Company from the Conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the year ended March 31, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them."

#### **Item No. 2 – Appointment of Ms. Madhuri Gupta, as an Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Madhuri Gupta (holding DIN 07112614), who was appointed

as an Additional Director of the Company by the Board of Directors with effect from March 02, 2015 and who holds office upto the date of the forthcoming Annual General Meeting, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, but who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Ms. Madhuri Gupta, a Non-executive Director of the Company, who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from for a term up to March 01, 2020"

#### **ITEM NO. 3- Authorizing Board under Section 186 sub-section (2) of the Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 sub-section (2) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded to the Board to make loan, give guaranty or provide security in connection with a loan or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, as the Board of Directors, in its absolute discretion, may deem fit and proper, exceeding the limits as specified in the above section, provided that however, at anytime, the amount of such Loans, Guarantee, Securities and / or Investments does not exceeds the aggregate of Rs. 50 Crores (Rupees Fifty Crores only) and the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies advanced or invested from time to time as it may think fit.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution."

#### **ITEM NO. 4 – Authority to the Board under Section 180(1) (a) of the Companies Act, 2013**

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

"**RESOLVED THAT** pursuant to section 180 sub-section (1) clause (a) of the Companies Act, 2013 and any other applicable provisions, and articles of association, consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or create a charge or to sell, lease or otherwise dispose of the whole or substantially the whole of the movable or immovable properties or assets of the company where so ever situated, present & future, of every nature and kind whatsoever and the undertaking of the company together with the power to takeover the business or undertaking of the company and conferring power to enter upon and take possession of the assets of the company in certain events, to or in favour of Banks, Financial Institutions or other bodies Corporate (Collectively referred to as "the Lenders") to secure the borrowings within the limit of Rs.50 Crores (Rupees Fifty Crores only) as prescribed by the members of the company with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, guarantee commission, costs, charges, expenses and other monies including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange of foreign currencies involved payable by the company to the lenders under their respective loan agreements / subscription agreement etc. entered into by the company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution."

#### **ITEM NO. 5: Authority to Board to borrow in excess of the Limit Specified in Section 180(1) (c) of the Companies Act, 2013**

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

"**RESOLVED THAT** subject to the approvals, wherever necessary the Company has obtained / will obtain financial assistance from the Financial Institutions / Banks / Insurance Companies

or others, consent of the members be and is hereby accorded under Section 180 sub-section (1) clause (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of borrowings shall not exceed, at any time, a sum of Rs.50 Crores (Rupees Fifty Crores) and the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest repayment, security or otherwise howsoever as it may think fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution."

**By Order of the Board  
For S R K Industries Limited**

Sd/-  
**Rakeshchand M. Jain**  
Managing Director  
DIN: 00187350

Date 2nd March, 2015  
Place : Mumbai

**Notes:**

- I. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Resolutions at item nos. 1, 2, 3, 4 and 5 are annexed hereto.
- II. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, 6<sup>th</sup> March, 2015.
- III. In compliance of the provisions of Section 108, 110 of the Companies Act, 2013 and the rules of the Companies (Management and Administration) Rules, 2014, and clause 35B of the Listing Agreement, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited (CDSL). E-voting is available from Thursday, 12<sup>th</sup> March, 2015 (9:00 AM) to Friday 10<sup>th</sup> April, 2015 (5.30 PM). Members are requested to refer to instructions for e-voting, appended to this Notice.
- IV. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 Notice of Postal Ballot may be served on the Shareholders through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith physical Postal Ballot Form through courier / post. Member who have received Postal Ballot Notice by email and who wish to vote through physical Form may do so by requesting Company or downloading the Form from the Company's website [www.srkindltd.co.in](http://www.srkindltd.co.in).
- V. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot then please do not cast your vote by e-voting and vice – versa. In case members cast their votes both by Ballot and e-voting, the votes cast through ballot shall prevail and the votes cast through e-voting shall be considered invalid.
- VI. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Transfer Agent / Depositories in order to receive the Company's Annual Report and other communications electronically.

**VII. PROCESS FOR SHAREHOLDERS OPTING FOR E-VOTING:**

**a) In case of members receiving Postal Ballot Notice by e-mail:**

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification 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.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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 last 8 digits of the sequence number in the PAN field.</li> <li>• 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 folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
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 BankDetails in order to login. If the details are not recorded with the depository or company please enter the member id or folio number in Dividend Bank details field as mentioned in instruction number (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (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 the EVSN for the relevant < S R K INDUSTRIES LIMITED> on which you choose 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 Resolution details.
- (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 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.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - 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.
  - 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.
- b) In case of members receiving the physical copy of the Postal Ballot Form:**
- a. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - b. The voting period begins Thursday, 12<sup>th</sup> March, 2015 at 9:00 am and ends on Friday, 10<sup>th</sup> April, 2015 at 5:30 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on date 6<sup>th</sup> March, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
  - c. 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).

#### **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the Notice of the Extra Ordinary General Meeting of the Company to be held on dated as mentioned aforesaid.

##### **ITEM NO. 1**

M/s Vasu & Co., Chartered Accountants, Kolkata, have tendered their resignation from the position of Statutory Auditors due to medical reasons and inability to devote time to the audit of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company with shareholder's approval. Hence, Board recommended that M/s V R Renuka & Co., Chartered Accountants, Mumbai be appointed as the Statutory Auditors of the Company upto the conclusion of the Annual General Meeting of the year ending March 31, 2015 to fill the casual vacancy caused by the resignation of M/s Vasu & Co., Chartered Accountants, Kolkata.

M/s V R Renuka & Co., Chartered Accountants, Mumbai, have conveyed their consent for appointment as the statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends passing of the resolution set out as ordinary resolutions.

None of the Directors, Key managerial personals ("KMP") or their relatives, in any way, are concerned or interested in the said resolution.

##### **ITEM NO. 2**

In terms of provision of sub section (1) of Section 149 and Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 the Company is required to appoint a Woman Director and hence Ms. Madhuri Gupta (DIN 07112614) was appointed as an Additional (Independent) Director by the Board with effect from March 02, 2015 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of sub-section (1) of Section 160 of the Companies Act, 2013, a notice has been received along with deposit of requisite amount from a member proposing Ms. Madhuri Gupta as a candidate for the office of Director of the Company.

The Company has received from Ms. Madhuri Gupta a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Madhuri Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder as also under the Listing agreement for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Madhuri Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that the proposed appointment of Ms. Madhuri Gupta as a Director, given her vast experience and knowledge in diverse areas, will be in the best interest of the Company and bring diversity to the composition of the Board. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Madhuri Gupta as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Madhuri Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board commends the Resolution set out at Item No. 2 of the Notice for your approval.

##### **ITEM NO.3**

In terms of provisions of sub-section (2) of Section 186 of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the consent of the members in the general meeting, give any loan, give any guarantee or provide security in connection with any loan, or acquire securities of other body Corporate, exceeding the sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more. Therefore, the Board of Directors of the Company seek your approval by Special Resolution to give any loan or guarantee or provide any security or for acquisition under sub-section (2), upto the limit of Rs.50 Crores (Rupees Fifty Crores only).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board therefore recommends the Special Resolution set out at item no. 3 of this Notice for the approval of the members of the company.

##### **ITEM NO. 4 and 5**

In terms of provisions of clause (c) of sub-section (1) of Section 180 of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the consent of the members in the general meeting, borrow by way of loans, advances, deposits, guarantee or otherwise any sum of money, along with any money already borrowed, exceeding the aggregate of its paid-up share capital and free reserves i.e. reserves not set apart for specific purpose and further to make borrowings the company is required to mortgage and / or create charge or to sell, lease or create or otherwise dispose of any of the property of the company in terms of clause (a) of sub-section (1) of Section 180 of the Companies Act, 2013 also required to take approval of members in general meeting.

Therefore, the Board of Directors of the Company seek your approval by Special Resolution to borrow by way of loan or otherwise, a sum upto Rs.50 Crores (Rupees Fifty Crores only) from Banks, Financial Institutions or otherwise and to create charge in favour of lenders upto the limit of said amount.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 and 5 of the Notice.

The Board therefore recommends the Special Resolution set out at item no. 4 and 5 of this Notice for the approval of the members of the company.

**By Order of the Board  
For S R K Industries Limited**

**Sd/-  
Rakeshchand M. Jain  
Managing Director  
DIN: 00187350**

**Date 2nd March, 2015  
Place : Mumbai**