

# 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@srkindtd.co.in; CIN: L17121MH1991PLC257750

## POSTAL BALLOT NOTICE

[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 (including any statutory modification or re-enactment thereof for the time being in force), to transact the business mentioned in the Resolution appended to these notice to be passed as ordinary resolution by way of Postal Ballot / E-voting. The relevant Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company (the "Board") has appointed CS Shreyans Jain, Practicing Company Secretary as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to read the instructions printed in the Form and return the same in original 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 not later than the close of working hours i.e. 5:30 p.m. on Friday, 10th February, 2017.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. 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 or any other authorized Director of the Company. The combined results of the e-voting and Postal Ballot shall be declared by the Chairman or any authorized Director of the Company on or before Saturday, 11th February, 2017 and intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. [www.srkindtd.co.in](http://www.srkindtd.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 there under (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Subramanian Bengali & Associates, Chartered accountants, Mumbai (Firm Registration 127499W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. V. R. Renuka & Co. Chartered Accountants, Mumbai".

**RESOLVED FURTHER THAT** M/s Subramanian Bengali & Associates, Chartered accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company and they shall hold the office of Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting to be held for the financial year ended March 31, 2017 and that they shall conduct the Statutory Audit for the financial year ended March 31, 2017 on such remuneration as may be fixed by the Board of Directors in consultation with them."

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

**Sd/-**

**Shilpa Dedhiya**

**Company Secretary**

**Date: 07.01.2017**

**Place: Mumbai**

### **Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Resolution is annexed hereto.
2. The Notice is being sent to all the Members, whose name appears in the Register of Members / Record of Depositories as on the record date i.e. Friday, 6th January 2017.
3. 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 regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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, January 12, 2017 (9:00 AM) to Friday, February 10, 2017 (5:30 PM). Members are requested to refer to instructions for e-voting, appended to this Notice.

4. 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).
5. 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.
6. 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.

**7. 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*                                                              | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <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                                                               | <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Dividend Bank Details                                             | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 or folio number in Dividend Bank details field as mentioned in instruction number (iii).</p>                                                                                                                                                                                                                                                                                           |

- (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.
- (xvii) Note for Non individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF and 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.
  - 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).

**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 12th January 2017 at 9:00 am and ends on 10th February 2017 at 5:30 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on date 6th January 2017 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.

**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 Postal Ballot of the Company to be held on dated as mentioned aforesaid.

**ITEM NO. 1**

M/s. V.R. Renuka & Co., Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to pre-occupation and are unable 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, the Board of Directors on the recommendation made by the Audit Committee has proposed that M/s Subramanian Bengali & Associates, Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company, upto the conclusion of the Annual General Meeting to be held for the year ending March 31, 2017, to fill the casual vacancy caused by the resignation of M/s. V.R. Renuka & Co., Chartered Accountants, Mumbai.

M/s Subramanian Bengali & Associates, 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.

**By Order of the Board  
For S R K Industries Limited  
Sd/-  
Shilpa Dedhiya  
Company Secretary**

**Date: 07.01.2017  
Place: Mumbai**

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