



**VIKAS GRANARIES LIMITED**

CIN: L15400HR1994PLC036433

**Registered Office:** Hisar Road Siwani Haryana -127046 India

**Website:** [www.vikasgranaries.in](http://www.vikasgranaries.in);

**Tel:** 91(154) 2494319, 91(2742)283343, **Fax:** 91(2742) 283446

**POSTAL BALLOT NOTICE**

**{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014}**

**Dear Member(s),**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Resolution appended below be passed by the members through postal ballot/ electronic voting (evoting) process.

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning one item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the Form) for your consideration.

In order to facilitate wider participation of Members in approval process, the company is seeking your approval through postal ballot / e-voting process and is enclosing herewith the proposed resolution and explanatory statement thereto along with a Postal Ballot form for your consideration and approval.

**Mr. Ravinder kumar Gupta** Proprietor of **M/s. Ravinder Gupta & Associates**, Practising Company Secretaries has been appointed as Scrutinizer for conducting the Postal Ballot / evoting process 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 so as to reach the Scrutinizer on or before the close of working hours on Monday, the 10<sup>th</sup> day of April, 2017.

The results shall be declared by placing it, along with the scrutinizer's report, on the website of the company and provider of e-voting facility on Wednesday, the 12<sup>th</sup> Day of April, 2017.

**Place:** Siwani  
**Date:** 09.03.2017

By order of the Board  
For **VIKAS GRANARIES LIMITED**

**BAJRANG DASS JINDAL**  
(Director)

**Enclosures:**

1. Resolution along with Explanatory Statement.
2. Postal Ballot Form and self-addressed Business Reply Envelope.

**SPECIAL BUSINESSES:**

**ITEM NO. 1-RESOLUTION TO BE PASSED UNDER SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013 TO DISPOSE OFF THE COMPANY'S UNDERTAKING AT 228/1 IS 697.87 SQM., PLOT NO. 228/2-3-4-5 IS 3317.27 SQM. AND PLOT NO. 229 IS 10154.52 TOTAL 14169.66 SQM., GIDC INDUSTRIAL ESTATE, CHANDISAR, GUJRAT-385510**

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company 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 which the Board may constitute for this purpose),

- to lease, sell, transfer, convey, assign or otherwise dispose off the Company's undertaking, situated at **228/1** is **697.87 sqm.**, **Plot No. 228/2-3-4-5** is **3317.27 sqm.** and **Plot No. 229** is **10154.52** total **14169.66 sqm.**, **GIDC Industrial Estate, Chandisar, Gujrat-385510** together with building, structures, plants, machinery, furniture's, rights and fixtures thereon, unit as a whole or in parts with a clear and marketable title free from all encumbrances and claims (hereinafter referred to as "the said property")

to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreement, TDR Sale agreements, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

**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 to give effect to this Resolution."

**Place:** Siwani  
**Date:** 09.03.2017

By order of the Board  
For **VIKAS GRANARIES LIMITED**

**BAJRANG DASS JINDAL**  
**(Director)**

#### **NOTES AND INSTRUCTIONS**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts is annexed hereto.
2. M/s Ravinder Gupta & Associates, Company Secretaries, is appointed by the Board of Directors in its meeting held on 09<sup>th</sup> March, 2017 as Scrutinizer to receive and scrutinize the Postal Ballots and votes cast by the members through E-voting system in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 03<sup>rd</sup> March, 2017.
4. Members who have registered their email ID for receipt of documents in electronic mode under the Green Initiative of MCA are sent Notice of Postal Ballot etc. by email through CDSL and others are sent by courier with postal ballot form. Members have the option to vote either through e-voting or on the Postal Ballot Form. The Postal Ballot Form duly filled and signed should be returned in postage prepaid envelope to the Scrutinizer before the close of working hour's i.e 5.00 P.M on 10<sup>th</sup> April, 2017. The consent or otherwise received Postal Ballot Form received after the said date will be treated as if reply from the member has not been received.
5. Members should opt for only one mode of voting i.e physical postal ballot or electronic voting.
6. If the member has voted differently in both physical and electronic mode, votes cast by way of physical postal ballot would be considered valid.
7. The Scrutinizer will submit his report to the Company after completion of scrutiny of votes cast through Postal Ballot Forms and e-voting.
8. The results of the Postal Ballot will be announced by Company on 11<sup>th</sup> April, 2017 at 5.00 P.M. The results will be put up on the notice at the Registered Office of the company at Hisar Road, Siwani 127046 and will also be published in the newspapers and communicated to the Stock Exchanges where the shares of the Company are listed. The result will also be placed on Company's website at [www.vikasgranaries.in](http://www.vikasgranaries.in)
9. The Resolution mentioned above shall be declared as passed on the date of declaration of result if assented to by requisite majority.
10. The Board of Directors has appointed Mr. Bajrang Dass Jindal, Director and Mr. Bimla Devi Jindal, Managing Director as responsible persons for the entire Postal Ballot process.
11. All documents referred to in the notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Sunday) between 11.00 A.M to 1.00 P.M upto the date of closure of postal ballot.
12. The instructions for e-voting are as follows:-

- (i) The voting period begins on 11<sup>th</sup> March, 2017 at 10.00 A.M and ends on Monday 10<sup>th</sup> April, 2017 at 5.00 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 i. e. 03<sup>rd</sup> March 2017 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 DP ID 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b> <input type="checkbox"/> <b>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</b>
<b>Date of Birth (DOB)</b>	<b>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.</b>
<b>Dividend Bank Details</b>	<b>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</b> <b>● 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 (v).</b>

- (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 the relevant **VIKAS GRANARIES 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) 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 Corporate.
  - 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 should be mailed to 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.
- (i) 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 STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

### ITEM NO. 1

The Company intends to establish a new plant with modernised, latest techniques and machinery in Rajasthan by disposing some of its assets. The Company has identified properties which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for disposal by way of Special Resolution. Approval of members is sought for:

- to lease, sell, transfer, convey, assign or otherwise dispose off the Company's undertaking, situated at **228/1 is 697.87 sqm., Plot No. 228/2-3-4-5 is 3317.27 sqm. and Plot No. 229 is 10154.52 total 14169.66 sqm., GIDC Industrial Estate, Chandisar, Gujrat-385510** together with building, structures, plants, machinery, furniture's, rights and fixtures thereon, unit as a whole or in parts with a clear and marketable title free from all encumbrances and claims (hereinafter referred to as "the said property")

The consideration to be received on said lease and/or sale, transfer, conveyance, assignment or sale of above property shall be utilized to establish a new plant with newer technologies, latest techniques and machinery in Rajasthan by disposing some of its assets. The said arrangement will enable the Company to arrange funds thus improving efficiency, capacity and fulfil market demand due to changed global market segment in the present scenario. However, the new machines purchased after acquisition would be utilised in the new undertaking

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on March 9, 2017 has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to lease, sell, transfer, convey, assign or otherwise dispose of the Company's undertaking as stated above along with plants, machinery, building, structures, rights and fixtures thereon together with **land bearing 228/1 is 697.87 sqm., Plot No. 228/2-3-4-5 is 3317.27 sqm. and Plot No. 229 is 10154.52 total 14169.66 sqm., GIDC Industrial Estate, Chandisar, Gujrat-385510** with a clear and marketable title free from all encumbrances and claims to any person(s) and/or entity(ies) as may be determined by the Board including finalization of the suitable lessee(s) / purchaser(s)/ assignee(s)/ counterparty(ies) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreements, TDR Sale agreements, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as shareholder of the Company.

The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

**Place:** Siwani  
**Date:** 09.03.2017

By order of the Board  
For **VIKAS GRANARIES LIMITED**

**BAJRANG DASS JINDAL**  
(Director)