

AGGARSAIN SPINNERS LIMITED

CIN: U17297HR1998PLC034043

Registered Office: Village Barauli, G.T. Road, Panipat- 132 103

Tel.: 0172-4644666

Email: aggarsainspinners@gmail.com * website: www.aggarsainspinners.com

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that Special Resolution appended below is proposed to be passed by the Shareholders by way of postal ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof are annexed hereto along with a Postal Ballot Form.

The Members are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same, duly completed, in original in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before the close of the working hours on Friday, the 13th Day of December, 2019, the Postal Ballot Forms received thereafter shall be deemed invalid.

The Board of Directors of your Company through resolution by circulation on Saturday, 9th day of November, 2019 has appointed Abhishek Sharma & Associates, Company Secretary in whole-time practice as the Scrutinizer for conducting the Postal Ballot process in accordance with law, in a fair and transparent manner.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman or in his absence the Managing Director or any other person authorised. The result of the postal ballot would be declared/announced by the Chairman of the Company or in his absence the Managing Director. The result of the Postal Ballot shall also be displayed along with the Scrutinizer's report on the Company's Website www.aggarsainspinners.com. The resolution, if approved with requisite majority shall be deemed to have been passed on the date of declaration of result by the Chairman.

**By order of the Board of Directors
For Aggarsain Spinners Limited**

-sd-

Pinky Kumari

Company Secretary & Compliance Officer

M.No: A47649

Place: Panipat

Date: 9th November, 2019

PROPOSED RESOLUTION REQUIRING MEMBERS APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

Shifting of the Registered Office of the Company within the same state but outside the local limits of the city, where presently registered office of the Company is situated.

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (incorporation) Rules 2014 and other relevant Rules applicable, if any (including any statutory modification or re-enactment thereof for the time being in force), and other applicable laws and regulations, the consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company within the same state (“state of Haryana”) but outside the local limits of the city (“Panipat”) where presently registered office of the Company is situated.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, all the Directors of the Company and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters, and things and to execute all such documents, deeds, and writings and filing the same with the Registrar of Companies, NCT of Delhi & Haryana as may be deemed necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company and to issue notice, advertisements and to do such acts, deeds and things as they may deem necessary and proper in this matter.

**By order of the Board of Directors
For Aggarsain Spinners Limited**

-sd-

**Pinky Kumari
Company Secretary & Compliance Officer
M.No: A47649**

Place: Panipat

Date: 9th Nov 2019

NOTES:

- 1) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and the reasons for the proposed resolution is annexed hereto and forms part of this notice.
- 2) The notice is being sent to all the Members by ~~Post~~ / Courier and electronically by emails to those members who have registered their email IDs with the Company/Registrar, whose names appear in the Register of Members as of the close of business hours on 9th November 2019 i.e. "the cut off date".
- 3) The Company has designated Mr. Sunny Garg, Managing Director and Ms. Pinky Kumari, Company Secretary of the Company as the persons responsible for the entire postal ballot process.
- 4) Members whose names appear in the Register of Members/record of registrar as on 9th November 2019 will be considered for the purpose of voting. A person who is not member as on this date should treat this notice for information only. The Postal Ballot period commences on Thursday, the 14th Day of November, 2019 (at 9:00 a.m.) and ends on Friday, the 13th Day of December, 2019 (at 05:00 P.M.)
- 5) A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 05:00 P.M. Friday, the 13th Day of December, 2019. The Postal Ballot received after the said date will be treated as not having been received.
- 6) All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days from the date of despatch until last date for receiving Postal Ballot Forms.
- 7) The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
- 8) Sh. Abhishek Sharma (Prop of M/s Abhishek Sharma & Associates), Practicing Company Secretary has been appointed as Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.
- 9) The Scrutinizer's decision on the validity of the postal ballot shall be final.
- 10) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through Postal Ballot on or before 20th December, 2019. The result of the Postal Ballot would be announced by the Chairman or any other official authorized by the Chairman on or before 21st December, 2019 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company and would also be displayed along with the Scrutinizer's report on the Company's website viz. www.aggarsainspinners.com.
- 11) The date of the declaration of the results of the Postal Ballot resolution will be taken as on date of passing of the resolution.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
SETTING OUT THE MATERIAL FACTS FOR THE PROPOSED SPECIAL RESOLUTION
ACCOMPANYING THE POSTAL BALLOT NOTICE**

Presently, the Company's Registered Office is located at Village Barauli, G.T. Road, Panipat- 132 103 in the State of Haryana. The Board of Directors of your Company through resolution by circulation held on 09th November, 2019 has proposed to shift the Registered Office from Panipat to Panchkula within the same state ("state of Haryana") but outside the local limits of the city ("Panipat") where presently registered office of the Company is situated.

The shifting of Registered Office of the Company will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. As most of the administrative functions are being carried from Panchkula and all the banking relations of the Company is in Panchkula. Accordingly it is advisable to shift the registered office of the Company .

The proposed shifting of registered office will in no way be detrimental to the interest(s) of any member of the Company, creditors, employees or any other stakeholders or associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 30 of Companies (Incorporation) Rules 2014, shifting of the Registered Office within the same state ("state of Haryana") but outside the local limits of the city, where presently registered office of the Company is situated requires the consents of the Shareholders by way of passing the Special Resolution through Postal Ballot.

The Board recommends the Resolution as set out above for the approval of the Members as Special Resolution. None of the Directors, Key Managerial Personnel's and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholdings in the Company.

**By order of the Board of Directors
For Aggarsain Spinners Limited
-sd-
Pinky Kumari
Company Secretary & Compliance Officer
M.No: A47649**

**Place: Panipat
Date: 09th Nov 2019**

AGGARSAIN SPINNERS LIMITED

CIN: U17297HR1998PLC034043

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Sr. No.

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s) : _____
(in block letters) _____
(including joint holder(s), if any)
2. Registered address of the sole/first named Shareholder : _____
3. Registered Folio No. : _____
4. No. of shares held : _____

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to said resolution by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Description	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special resolution for Shifting of Registered Office of the Company within the same state, but outside the local limits of the City, where registered office of the Company is situated.			

Place : _____

Date : _____

[Signature of the Shareholder(s)]

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A member desiring to exercise votes by postal ballot may complete this Postal Ballot Form and send it to the Company and to the Scrutinizer in the attached self-addressed envelope.
2. Given below are common instances (list not exhaustive) where postal ballot shall be treated invalid:
 - a. If a member uses a form other than the one issued by the Company.
 - b. If the form is not signed by or on behalf of the member.
 - c. Signature of the member on the postal ballot form does not match the specimen signature with the Company.
 - d. The form without assent or dissent of the member will be declared invalid.
 - e. The form is received after the last date prescribed.
 - f. If the form is defaced or mutilated in such a way that its identity as genuine form cannot be established.
 - g. If the member has made any amendment to the resolution or imposed any condition while exercising the vote.
3. The Company has appointed M/s Abhishek Sharma & Associates, Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot process.
4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. In case of Corporate Shareholders, an authorized signatory, whose signature is already registered with the Company, should sign this form. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company/Scrutinizer not later than the close of working hours on Friday, the 13th December, 2019. Postal Ballot Form received after this date will be strictly treated as if reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders.
7. Mr. Ramesh Kumar, Chairman of the Company shall announce the result of the Postal Ballot resolution at the Registered Office of the Company on or before the 21st day of December, 2019.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified above i.e 13th December, 2019 at 5:00 p.m.
9. The date of the declaration of the results of the Postal Ballot resolution will be taken as on date of passing of the resolution.
10. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant board resolution of authorization to vote on Postal Ballot should be accompanied with the Postal Ballot Form.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelop. All such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.