



shree Rajasthan Syntex Limited

"SRSL House" Pulla - Bhuwana Road, National Highway No. 8, Udaipur (Raj.) 313 004
Ph. : 0294 2440334-35 CIN - L24302RJ1979PLC001948

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013, (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, the following special businesses be transacted by the Members of Shree Rajasthan Syntex Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Manoj Maheshwari, Practicing Company Secretary, Jaipur, as the Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed self-addressed business reply envelope so that it reaches the Scrutinizer on or before the closing of working hours i.e. 5.00 P.M on Tuesday, 16th day of September, 2014, at M/s SHREE RAJASTHAN SYNTEX LTD, SRSL HOUSE PULLA BHUWANAROAD N.H. 8, UDAIPUR-. (RAJ).

As per the provisions of the Companies Act, 2013, Special Resolution shall be declared as passed by way of postal ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote.

E-Voting Option

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Therefore, we are pleased to offer e-voting facility also as an alternative which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Section of Notes to Postal Ballot Notice. References to Postal Ballot(s) below include votes received electronically.

The Scrutinizer will submit his report to the Chairman/Whole-time Director/Company Secretary after completion of the scrutiny and the result of the voting by postal ballot will be announced on Wednesday, the 17th September, 2014, at 4.00 P.M. (appointed time) by the Chairman or Whole time Director or Company Secretary of the Company. Members who wish to be present at the time of declaration of results may do so by reaching at the registered office

of the Company at the appointed time. Also, the result of the postal ballot will be posted on the Company's website: www.srsl.in. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

RESOLUTION

- To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company under Section 180(1) (a) of the Companies Act, 2013 both present and future.**

To consider and, if thought fit, to give assent or dissent to pass the following resolution as a **Special Resolution** through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/ or any Committee thereof to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company to secure the borrowings of company, create such mortgages/charges/ hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and /or movable properties, current and /or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wherever situated, present and future, such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all charges, mortgages, hypothecation and other encumbrances created/ to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institutions, and/or to such other person, if any from whom the Company has /or proposed/proposes to borrow money/sums of money by way of Term Loans, cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted **upto the extent of Rs. 500 crores (Rupees Five Hundred Crores Only).**

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

NOTES:

- Explanatory statement pursuant to Section 102(1) and other applicable provisions of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
- The Board of Directors has appointed CS Manoj Maheshwari, Practicing Company Secretary, Jaipur, as the Scrutinizer for

- conducting the postal ballot voting process in a fair and transparent manner.
3. The voting rights of the Members shall be reckoned as on Friday, the 1st August, 2014 which is the cut-off date.
 4. The Scrutinizer will submit their report to the Chairman/Whole time Director/Company Secretary after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on, Wednesday, the 17th September, 2014, at 4.00 P.M., at the registered office of the Company and the same will also be placed on the Company's website i.e. "www.srsl.in"..
 5. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
 6. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
 7. In case a member(s) desires to exercise vote by Postal Ballot Form, he is requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Postage Paid Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Tuesday, 16th day of September, 2014. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
 8. In case a member desires to exercise vote by using e-voting facility, then he has to carefully follow the instructions given hereunder He can use the facility and log in any number of times till he has voted on the resolution or till the end of the voting period i.e. Tuesday, 16th day of September, 2014, whichever is earlier.
 9. All the material documents referred to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company, between 11:00 a.m. to 5:00 p.m. on any working day.
 10. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be Addressed to the Company Secretary, M/s SHREE RAJASTHAN SYNTEX LTD, SRSL HOUSE PULLA BHUWANAROAD N.H. 8, UDAIPUR 313004-(RAJ)

Process and Manner of E-Voting

The instructions for e-voting are as under:

- A. In case of members receiving e-mail from RTA/CDSL (for Members whose e-mail ids are registered with the Company/Depositories):
 - I If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
 - ii. Log on to the e-voting website www.evotingindia.com

- iii. Click on "Shareholders" tab.
- iv. Now, select the "Electronic Voting Sequence Number (EVSN)-140813028" along with "Company Name - Shree Rajasthan Syntex Limited" from the drop down menu and click on "Submit".
- v. Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User ID	For NSDL : 8 character DP ID followed by 8 digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> i Members holding shares in physical form who have not updated their PAN with the Company are requested to use the first two letters of their name in 'Capital Letter' followed by 8 digit folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. For example: If your name is Suresh Kumar with folio number 1234 then enter SU00001234 in the PAN field. ii Members holding shares in Demat form who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in 'Capital Letter' followed by 8 digit CDSL/NSDL Client ID. For example: If your name is Suresh Kumar and your CDSL DematA/c. No. is 12058700 00001234 then enter SU00001234 or if your NSDL DPID-CLID is IN300100-10001234 then enter SU10001234 in the PAN field. 	
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. <ul style="list-style-type: none"> - Please enter the DOB or Dividend Bank Details in order to login. If details are not recorded with the Depository or the Company please enter your Folio No. / Demat A/c. No. / DPID-CLID, as the case may be, in the Dividend Bank details field. 	

- vi. After entering these details appropriately, click on "SUBMIT" tab.
 - vii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password, in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#%&*_*). 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.
 - viii. Click on the EVSN – 140813028 for Shree Rajasthan Syntex Limited to vote.
 - ix. 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.
 - x. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - xi. 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.
 - xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- ii. 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 under help Section or write an email to helpdesk.evoting@cdslindia.com
 - iii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date i.e. Friday, 1st August, 2014.
 - iv. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.srsl.in and on the website of CDSL within two (2) days of the passing of the resolutions at the 34th AGM of the Company to be held on Wednesday, 17th September, 2014.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The borrowings as iterated above **to the extent of Rs. 500 crores [Rupees Five Hundred Crores Only]** may be required to be secured by overall or any part of the movable and / or immovable properties of the Company. Considering the above facts, the Board of Directors of the Company are of the opinion that charge holder will have the right to sell, or dispose of the assets or the company, may have to sell, lease or dispose of (as the case may be) the immovable property, movable property (ies) of the Company to a person / any other entity as a going concern or otherwise at an agreed price with the mutual consent of both the parties.

Since the sale, lease or dispose of of assets i.e. immovable / movable properties of the Company may amount to the sell, lease or dispose of of the whole or substantially the whole of an undertaking of the Company, it requires approval of the shareholders.

As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special Resolution.

Hence, the Board of Directors recommend passing of the enabling resolution mentioned at item No. 1 in the notice.

None of the Directors, key managerial personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the proposed special resolution except to the extent of their shareholding in the company.

B. In case a Members receiving the physical copy of Notice of AGM (for Members whose e-mail ids are not registered with the Company/Depositories):

Please follow all steps from Sl. no. (ii) to Sl. no. (xii) above, to cast vote.

C. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

General Instructions

- i. The e-voting period shall commence at 9.00 a.m. on Monday, 18th August, 2014 and shall end at 5.00 p.m. on Tuesday, 16th September, 2014. During this period members of the Company, holding shares either in physical or in dematerialized form, as on the record date i.e. Friday, 1st August, 2014, 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 member, the member shall not be allowed to change it subsequently.

POSTAL BALLOT FORM

Serial No: _____

 Name(s) and address of the Member(s)/Beneficial Owner :
 (Including joint holders, if any, in block letters)

Name of the Joint Holder : _____

Registered Folio no# : _____

(#applicable to members holding the shares in the physical form)

DP ID*/Client ID* _____

(*applicable to investors holding shares in dematerialized form)

No. of shares held : _____

I/We hereby exercise my/our vote in respect of the Special Business to be passed through postal ballot for the business stated in the Notice of Postal Ballot issued by the Company by conveying my/our assent/dissent to the said Special Resolution by placing the tick mark (✓) in the appropriate box below

Sr. no.	Particulars	No. of equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
01	Special Resolution authorizing the board to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future upto an amount of Rs. 500 Crores.			

Place: _____

Date: _____ Signature of the Member/ Beneficial Owner

Email Address:- _____

(To be provided by the member holding shares in the physical form)

Note: Please read carefully instructions printed overleaf and Notes to the postal ballot notice before exercising your vote.

INSTRUCTIONS :

- 1 A Member desiring to cast his/her vote by postal ballot should complete this Postal Ballot Form and send it to the scrutinizer at the address mentioned in the notice in the attached prepaid addressed envelope. However, envelope containing postal ballot, if sent by courier/ speed post at the expense of the Members, will also be accepted.
- 2 The self-address reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company.
- 3 Postal Ballot cannot be exercised by a Proxy.
- 4 Unsigned or incorrect Postal Ballot Forms shall be rejected.
- 5 Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on Tuesday, 16th September 2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member has not been received.
- 6 In case the form is signed by the power of attorney holder for and on behalf of the shareholder, it must be accompanied by a certified true copy of power of attorney. If such power of attorney is already registered with the company, the power of attorney holder should quote the registration number beneath his / her signature. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority (in original).
- 7 The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- 8 A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital of Company as on Friday the 1st August 2014.
- 9 In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
- 10 Member is requested not to send any other matter along with the Postal Ballot Form. If any extraneous materials/papers are found, the same will be destroyed by the Scrutinizer.
- 11 Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
- 12 The Scrutinizer's decision on the validity of a Postal Ballot will be final.
- 13 Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage paid Reply Envelope as all such Envelopes will be sent to the Scrutinizer and any extraneous paper found in the Envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- 14 Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
- 15 The result of the Postal Ballot shall be declared on Wednesday, 17th September, 2014. The said date of declaration of results of the Postal Ballot shall be the date on which the said resolution would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and Rules made there under.
- 16 There will be one Postal Ballot form for every Folio/ Client ID irrespective of the number of joint holders.
- 17 The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The procedure for e-Voting has been mentioned in the Notes to the Postal Ballot Notice.
- 18 This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.