



# SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

*Regd office: Saptashrunji Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706*

*Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017, (Rajasthan)*

*Tel. No & Fax. : 0141-2554270, 0141-4034062*

*Website: [www.shrikalyan.com](http://www.shrikalyan.com), E-Mail: [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com)*

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## POSTAL BALLOT NOTICE

### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

**Notice** is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company is seeking consent of the shareholders on special business set out herein below, proposed to be passed by way of postal ballot or electronic voting (e-voting).

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the aforesaid Special businesses setting out the material facts and the reasons thereof is annexed hereto with the Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary, Jaipur, as the Scrutinizer for conducting the Postal Ballot/e-voting process in accordance with the law in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the same duly completed with the assent (for) or dissent (against), in the enclosed self-addressed Business Reply Envelope on or before the closing of working hours i.e. 05.00 P.M. on Thursday, 16<sup>th</sup> February, 2017, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.

Members may note that as required under the provisions of Sections 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to members of the Company. Accordingly, the Company is providing remote e-voting facility as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot Forms. E-Voting is optional. Please read and follow the instructions on remote e-voting enumerated in the Notes to this Notice. References to Postal Ballot(s) below include votes received electronically. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the remote 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.

If a member has opted for remote e-voting, then he/she should not vote by Postal Ballot and vice versa. However, in case members cast their vote both via physical ballot and



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remote e-voting, then remote e-voting shall prevail and voting done via physical ballot shall be treated as invalid.

If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) till 5.00 pm on Thursday, 16<sup>th</sup> day of February, 2017. Please read and follow the instructions on remote e-voting enumerated in the Notes to this Notice.

The Scrutinizer will submit his report to the Chairman or any other authorized director of the Company after completion of the scrutiny of the voting done through the postal ballot forms received in physical and through e-voting process. The consolidated results thereof will be announced on or before Saturday, 18<sup>th</sup> February, 2017 at the Corporate Office of the Company situated at B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan) at 04.00 P.M. (appointed time) by Chairman or any other authorized director of the Company. Members who wish to be present at the time of declaration of results may do so by reaching at the Corporate Office of the Company at the appointed time. Also, the result will be communicated to the stock exchanges, depository and will be uploaded on the Company's website i.e. [www.shrikalyan.com](http://www.shrikalyan.com). The resolutions, if approved, will be taken as passed effectively on the last date of receipt of postal ballot forms and e-voting i.e. Thursday, 16<sup>th</sup> February, 2017.

## **RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT**

### **ITEM NO. 1-ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** in accordance with the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, the consent of members of the Company be and is hereby accorded to alter Clause III (A) of the Memorandum of Association of the Company relating to its main Objects by adding the following sub-clauses as new sub-clauses 2, 3 and 4 after the existing sub-clause 1 in Clause III (A):

2. To lend and advance money or give credit on any terms or mode and with or without security to builders, real estate-developers, engineers, colonizers, town planners, surveyors, valuers, contractors, sub-contractors, dealers, appraisers, decorators, furnishers, manufacturers of prefabricated and precasted houses and to enter into contracts and arrangements of all kinds including joint ventures with any other Indian



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or Foreign participant for land development, service apartments, service plots, constructions of residential and commercial premises including business centers and offices, securing lands, private or Government for formation and development of town ships and to deal in and act as agents for lands, buildings, factories, houses, flats and other residential and commercial plots and securing capital, funds and raising loans for construction and advancing to other organizations for similar purposes.

3. To provide financing service for City and region level urban infrastructure facilities to develop, construct, build, acquire, erect, demolish, re-erect, alter, modify, repair, remodel, or to do any other work jointly with any other person(s) including government and non-government undertaking (s), body corporate or partnership firm carrying out or proposing to carry out in connection with any building or building works, smart city projects, affordable housing projects, airports, terminals, roads, highways, bridges, sewers, canals, wells, dams, power plants, reservoirs, tramways, railways, sanitary, water, gas, electric lights, telephonic and telegraphic works, and such purposes to prepare in designing, estimating, planning, modeling and to carry all infrastructure financing activities.
4. To carry on the business of a leasing company, hire purchase company, finance company to undertaken all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircrafts, rolling stock, factories, movable and immovable property, to arrange or syndicate leasing or hire purchase business, to undertake bill discounting business, to purchase, finance discount, rediscount bills of exchange, to act as a discount and acceptance house to arrange acceptance or co-acceptance of bills, to carry on the business as financiers, lessors and hire purchase of all kinds of property, lending or advancing money on the security of movable or immovable property, legal claims, choose in action or other rights and assets to business undertaking and industries to carry on the business of non banking financial company, managers, advisors, consultants to be public issues, merchant banking, portfolio management, bill discounting, underwriting, sub underwriting and other related services.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or CS Komal Gandhi, Company Secretary of the Company be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**PLACE: JAIPUR**  
**DATE: 10.01.2017**

**BY THE ORDER OF THE BOARD OF DIRECTORS**  
**FOR SHRI KALYAN HOLDINGS LIMITED**

**SD/-**  
**CS KOMAL GANDHI**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**



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## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from Registrar of Transfer Agent (RTA) i.e. BEETAL Financial & Computer Services Pvt. Ltd. as on Friday, 06<sup>th</sup> January, 2017. The Postal Ballot notice is being sent to Members in electronic form to the email address registered with their Depository Participants (in case of electronic shareholding)/ the Company's registrar and share transfer agents (in case of physical shareholdings). For members whose email id are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode along with a postage-prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 06<sup>th</sup> January, 2017 will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this Notice for information purposes only.
4. The Members can opt for only one mode of voting i.e. either by physical postal ballot or e-voting. In case members cast their votes through both the modes, then voting done by e-voting shall prevail and votes cast through physical Postal ballot forms will be treated as invalid.
5. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the cut-off date i.e. Friday, 06<sup>th</sup> January, 2017.
6. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to offer remote e-voting facility arranged by CDSL as an alternate to all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote E-voting is optional.
7. In case a Member wishes to obtain a printed Postal Ballot Form or duplicate, he or she may send email to [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com). The Registrar and transfer agent/company shall forward the same along with postage-prepaid self-addressed Business Reply envelope to the Member.
8. A member cannot exercise his vote by proxy on postal ballot.
9. As per Principal Rule(s) enumerated in Companies (Management and Administration) Rules 2014, details of dispatch of Notice and Postal Ballot Form(s) to the members will be published in one (1) English newspaper having nationwide circulation and in one (1) Vernacular newspaper in the principal Vernacular language circulating in the State in which the registered office of the company is situated.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the postal ballot form, in case the voting is done in the physical form.



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11. Any query/grievances in relation to the resolution proposed to be passed by Postal Ballot may be sent to The Company Secretary at the corporate office of the Company situated at B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan).
12. The scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
13. All relevant documents referred in the Postal Ballot Notice shall be open for inspection at the Corporate Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of declaration of the result of Postal Ballot.

### **The procedure of remote e-voting are as under:**

#### **The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on Wednesday, 18<sup>th</sup> day of January, 2017 at 10:00 A.M. and ends on Thursday, 16<sup>th</sup> day of February, 2017 at 05:00 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 (record date) of Friday, 06<sup>th</sup> January, 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" tab.
- (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>	
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 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 sequence number 1 then enter</li> </ul>



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	RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both 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 (iv).</li></ul>

- (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 **Shri Kalyan Holdings Limited** 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**





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- 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 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s)/folio numbers for which they wish to vote on.
  - The list of accounts linked in the login 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.

#### **Members receiving Notice by Post/Courier:**

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to fill in the requisite details and send the same to the Company.

In case you have any queries or issues regarding remote 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).

Members have the option either to vote through the remote e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company, fill in the requisite details and send the same to the Company.

#### **EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013**

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

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return. To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company.

Accordingly, the Board of Directors proposes to alter Clause III (A) of the Objects clause of the Memorandum of Association of the Company by way of addition of objects. The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of



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Companies, Maharashtra, Mumbai as per the provisions of the Act with such modifications as may be advised.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in, any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board of Directors recommend the resolution set out at item no. 1 of the Notice for the approval by the members as Special Resolution.

**PLACE: JAIPUR  
DATE: 10.01.2017**

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR SHRI KALYAN HOLDINGS LIMITED  
SD/-  
CS KOMAL GANDHI  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**