

# ALIROX ABRASIVES LIMITED

(Registered Office: 4, Scindia House, Connaught Place, New Delhi-110001)  
Phone No. 011-23457100, E-mail: [snccil@dalmiarf.com](mailto:snccil@dalmiarf.com), Website: [www.alirox.com](http://www.alirox.com)  
CIN L74899DL1944PLC000759

## POSTAL BALLOT NOTICE

Dear Member,

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

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014, that the resolutions appended to this Notice are proposed to be passed as Special Resolutions by way of Postal Ballot. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Shri N.C. Khanna, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Thursday, the **4<sup>th</sup> day of February, 2016**.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Director authorized for the purpose by the Board and the result of the Postal Ballot would be announced by him on Friday, 5<sup>th</sup> day of February, 2016 at 4 p.m. at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchange(s) where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. [www.alirox.com](http://www.alirox.com) and website of the Karvy <https://evoting.karvy.com>.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

### **SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT:**

#### **Item No. 1**

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Registrar of Companies and any other authority(s), if any, the consent of the shareholders of the Company be and is hereby accorded to insert the sub heading 'III(A)- The main objects to be pursued are' after Object Clause III and the sub-clauses 1 to 5 be covered under the sub heading III(A).

**RESOLVED FURTHER THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), existing sub-clauses 3(A), 4 and 5 under clause III be deleted and substituted by following sub clauses :

- '4.To carry on the business of rendering advisory, consultancy and management services, within India and across the world, in all fields and matters, including in relation to administration, organization, commencement or expansion of industry and business (including construction of plants and machineries, buildings and other civil construction, production, purchases, sales, marketing, advertising, publicity, personal, export and import), and of institutions, concerns, bodies, entities, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts, societies, non-government organizations, scientific research and development centres. To act as a

service organization or bureau for providing advice and services of all kinds including in the field of general, administrative, business management, secretarial, consultancy, commercial, financial, legal, economic, labour – recruitment and personnel management, human resource development, industrial public relations, scientific, technical, direct and indirect taxation, statistical, accountancy & cost accounting, quality control and data processing, other technical or non-technical services, to recruit people, resources for all types of posts, positions in all types of industries or offices including providing manpower for any or all positions that may be required, including the procurement of materials, machinery or any other items or things required by any body corporate, authority, firm, society, trusts or association of persons.

5. To acquire, by purchase or on lease or otherwise, lands in India or elsewhere and to establish and equip factories on such lands or on any other or any part of or parts thereof together with such gardens or plantations as shall be considered expedient or convenient for the purposes of the Company or irrigate, cultivate, improve, develop any lands and properties, whether belonging to the Company or not, and to develop the resources thereof by clearing, draining, fencing, cultivating, planting, manuring, farming, letting or otherwise, with power to advance money to other persons for any of the purposes aforesaid.'

**RESOLVED FURTHER THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), existing sub clauses 6 to 34 under Clause III of the Memorandum of Association of the Company be deleted and substituted by following clause(s) under the sub heading III(B) 'The objects INCIDENTAL OR ANCILLARY to the attainment of the above main objects are :'

III(B) The objects INCIDENTAL OR ANCILLARY to the attainment of the above main objects are :

**Appoint Agents**

1. To prospect, examine and explore any territories and places in India and elsewhere, and to employ and equip expeditions, commissions, experts and other agents.

**Acquire machinery and material etc.**

2. To acquire from time to time and to manufacture, buy, sell and deal in apparatus, machinery, materials and articles of all kinds.

**Purchase, lease, exchange**

3. To acquire by purchase, lease, exchange or otherwise, lands, buildings, and hereditaments of any tenure or description, and any estate or interest therein and any rights ever or connected with land, and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.

**Government concessions**

4. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

**Acquire and undertake business**

5. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorized to carry on or possess property suitable for the purposes of the Company.

**Patents**

6. To apply for, purchase or otherwise acquire any patents, brevets d'-invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.

**Partnership**

7. To enter into partnership or into any arrangement for sharing profits into any union of interests, joint venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on or, engaged in, or about to carry on or engage in or being authorized to carry on or engage

in, any business or transaction which this Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company.

**Loans**

8. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.

**Holding shares**

9. To take or otherwise acquire and hold shares in any other company or carrying on any business capable of being conducted so as to directly or indirectly benefit the Company.

**Promotion**

10. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

**Investment**

11. To invest and deal with the moneys of the Company not immediately required upon such securities and in such securities and in such manner as may from time to time be determined.

**Guarantee**

12. To guarantee the payment of moneys unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.

**Publicity**

13. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

**Labour problems**

14. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.

**Provident Institutions**

15. To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and convenience calculated to benefit employees of the Company or its predecessors in business or the dependent or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition for any public, general or useful objects.

**Borrowing**

16. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual changed upon all or any, of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.

**Remuneration**

17. To remunerate any persons or company for services rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the company or the acquisition of property by the Company or the conduct of its business.

**Negotiable instruments**

18. To draw, make, accept, discount, execute and issue bills of exchange and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

**Trusts**

19. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise.

**Sell undertaking**

20. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company.

**Sell Company's Property**

21. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

**Distribution in specie**

22. To distribute all or any of the property of the Company among the members in specie or kind.

**Trustee and agency**

23. To do all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.'

**RESOLVED FURTHER THAT** Smt. Leena Rawal, Whole Time Director and Chief Executive Officer and Mr. Nishant Kamnani, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

**Item No. 2**

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of Registrar of Companies and any other authority(s), if any, the consent of the shareholders of the Company be and is hereby accorded to alter Clause IV of the Memorandum of Association by replacing the existing Clause IV with the following new Clause IV:

'IV The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them'

**RESOLVED FURTHER THAT** Smt. Leena Rawal, Whole Time Director and Chief Executive Officer and Mr. Nishant Kamnani, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

**Item No. 3**

To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Registrar of Companies and any other authority(s), if any, the consent of the shareholders of the Company be and is hereby accorded to alter the existing Articles of Association of the Company in substitution, and to the entire exclusion, of the regulations therein by the draft regulations contained in the Articles of Association in conformity with the Companies Act, 2013.

**RESOLVED FURTHER THAT** Smt. Leena Rawal, Whole Time Director and Chief Executive Officer and Mr. Nishant Kamnani, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

**Item No. 4**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approval as may be required under this Act, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s)

and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to any person and/or to acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s) of such amount as may be decided by the Board notwithstanding the fact that the overall investments, loans granted and securities furnished put together with the existing investments, loans granted and securities furnished does not exceed the maximum aggregate limit of Rs. 3 crores at any point of time.”

By Order of the Board  
Alirox Abrasives Limited

New Delhi.  
Dated: 28-12-2015

**Nishant Kamnani**  
Company Secretary

### **EXPLANATORY STATEMENT**

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

#### **Item No. 1**

Keeping in view the future strategic plan of the Company, the Board of Directors of the Company (Board) has decided to make the object clause in the Memorandum of Association of the Company wider by deleting existing sub clause 3A to 5 in Clause III of the Memorandum of Association and substituting new sub clauses 4 and 5.

Further, with the implementation of the new Companies Act, 2013, the amendment in the Memorandum of Association is being carried out to remove the references to the Companies Act, 1956, wherever necessary by distinguishing the main objects to be pursued by the Company and objects incidental or ancillary to the attainment of main objects.

The Act provides that resolution for amending the object clause of Memorandum has to be passed via Postal Ballot only. The Board, accordingly seeks the approval of shareholders by way of special resolution to alter the Object Clause III in the Memorandum of Association of the Company and commends the resolution for being passed by shareholders by means of Postal Ballot. The alteration in the Memorandum of Association will be carried out subject to the approval of concerned authorities.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution set out in the Notice.

A draft of the Memorandum of Association of the Company showing the proposed amendments to the Objects clause is available for inspection at the registered office of the Company on all working days during working hours of the Company.

#### **Item No. 2**

In order to comply with the provisions of Section 4(1)(d)(i) and other applicable provisions, if any, of the Companies Act, 2013, the amendment in Limited Liability Clause IV in Memorandum of Association of the Company is being carried to give effect to the provisions of the Companies Act, 2013.

The Board accordingly seeks the approval of shareholders by way of special resolution to alter Clause IV- The Liability clause in the Memorandum of Association of the Company and commends the resolution for being passed by shareholders by means of Postal Ballot.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution set out in the Notice.

A draft of the Memorandum of Association of the Company showing the proposed amendments to the Liability clause is available for inspection at the registered office of the Company on all working days during working hours of the Company.

#### **Item No. 3**

The existing Articles of Association of the Company are based on the erstwhile Companies Act, 1956, which are no longer in full conformity with the Companies Act, 2013 (“the Act”). With the coming into force of the Act several articles of the existing Articles of Association require alteration. Therefore, it is considered expedient to replace the existing set of Articles by adopting new set of Articles. The alteration in the Articles of Association will be carried out subject to the approval of concerned authorities.

The Board accordingly seeks the approval of shareholders by way of special resolution to alter the Articles of Association of the Company and commends the resolution for being passed by shareholders by means of Postal Ballot.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution set out in the Notice.

A draft of the Articles of Association of the Company showing the proposed amendments is available for inspection at the registered office of the Company on all working days during working hours of the Company.

#### **Item No. 4**

As per the provisions of section 186 of Companies Act, 2013, investments in securities of other bodies corporate, loans made and guarantee(s)/security(ies) given, or provided by the Company to other bodies corporate in excess of the limit prescribed under the said section requires approval of the Members by way of Special Resolution.

Although, the existing investments made by the Company are within the limits yet there may be a need to further invest or make loan in excess of the existing limits. Hence, the Board is of the opinion that it would be advisable to obtain the sanction of its members for the limits specified in the resolution.

The Board accordingly seek the approval of shareholders by way of special resolution and commends the resolution for being passed by shareholders by means of Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution set out in the Notice.

### **INSTRUCTIONS FOR VOTING**

#### **Voting through Physical Postal Ballot Forms:**

1. Members desirous of exercising her/his vote by Postal Ballot are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form duly completed with the assent (for) or dissent (against) in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, Shri N.C. Khanna, Practicing Company Secretary, on or before Thursday, the 4<sup>th</sup> day of February, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form is permitted.
3. Envelopes containing Postal Ballot Form, if deposited, in person or sent by courier at the expense of the Members will also be accepted.
4. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to varghese1@karvy.com. The Registrar and Transfer Agents shall forward the same along with postage prepaid self -addressed Envelope to the Member.

#### **E Voting Facility:**

The Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Pvt Ltd, for the purpose of providing e-voting facility to all its Members.

#### **1. In case a Member receives a notice of Postal Ballot through an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:**

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. **User ID and password** mentioned therein). Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVENT" i.e "Alirox Abrasives Limited".
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your

- total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
  - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
  - (xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: nckhanna12@gmail.com They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO".
2. **In case a Member receives physical copy of the Notice of Postal Ballot by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)].**
- (i) User ID and initial password as provided therein.
  - (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (1) above, to cast your vote.

**GENERAL:**

1. The physical voting/e-voting period commences on Wednesday, 6<sup>th</sup> day of January, 2016 from 9 a.m. (IST) and ends on Thursday, the 4<sup>th</sup> day of February 2016 upto 5 p.m. (IST). During this period shareholders of the Company, holding shares, as on the cut-off date being 31<sup>st</sup> December, 2015 may cast their vote. Once the vote on the resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
2. In case of any queries or non-receipt of postal ballot form, members may contact the Secretarial Department of the Company at 4, Scindia House, New Delhi-110001 or may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 18003454001 (toll free).
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 31<sup>st</sup> December, 2015. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. The Board of Directors has appointed **Shri N.C. Khanna, Practicing Company Secretary**, (Memb.No.4268), having office at 21C/GH-10, Paschim Vihar, New Delhi-110087 as the Scrutiniser to scrutinise the postal ballot and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
6. The Results shall be declared by the Director authorized for the purpose by the Board on Friday, 5<sup>th</sup> day of February, 2016 at 4 p.m. at the Registered Office of the Company and the Resolutions will be deemed to be passed on the said date subject to the requisite number of votes in favour of the Resolution(s).
7. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.alirox.com](http://www.alirox.com) and website of Karvy i.e. <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchange(s) where the Company is listed.
8. The members can opt for any mode of voting. In case, members cast vote by sending physical form as well as vote through e- voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot Forms shall be treated as invalid.

# ALIROX ABRASIVES LIMITED

(Registered Office: 4, Scindia House, Connaught Place, New Delhi-110001)

Phone No. 011-23457100, Website: [www.alirox.com](http://www.alirox.com)

CIN L74899DL1944PLC000759

## **POSTAL BALLOT FORM**

(To be returned to the Company)  
**(FOR PHYSICAL VOTING ONLY)**

S. No.:

1. Name(s) of Shareholder(s) :  
(Including joint holder(s), if any)
2. Registered address of the sole/ First :  
named Shareholder
3. Folio No./DP ID No./Client ID No. :
4. Number of share(s) held :
5. 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 Postal Ballot Notice of the Company dated **28<sup>th</sup> December, 2015** by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

Brief Description of the Resolution(s)	No. of Share(s)	Please Tick (✓) in the appropriate box below	
		I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution for amendment of Object Clause of the Memorandum of Association of the Company.			
Special Resolution for amendment of Liability Clause of the Memorandum of Association of the Company.			
Special Resolution for the adoption of new set of Articles of Association of the Company in pursuance to the provisions of Companies Act, 2013.			
Special Resolution to make loans or investments in other bodies corporate and to give guarantees or provide securities in connection with a loan made under section 186 of the Companies Act, 2013 within the limit of Rs. 3 crores.			

Signature of the Shareholder(s)

Place

Date :

.....cut from here.....

### **E-voting facility particulars (to be retained with the shareholder)**

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

**Note: Please read the Notes carefully before filling the Form.**



## INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed Postage Pre-paid Envelopes. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.
2. The self-addressed Postage Prepaid Envelope bears the name of the Scrutinizer appointed by the Company and the address to which the Postal Ballot Form has to be dispatched.
3. This Form should be completed and signed by the sole/first named member. In case of joint holding, the Form may be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. 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 the Board Resolution/Authority Letter etc.
5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. The votes should be cast either in favour of or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled or bearing more than one (✓) Postal ballot forms will be subject to rejection by the Scrutinizer.
7. The right of voting by Postal Ballot shall be exercised only by the members.
8. A member need not use all the votes nor needs to cast all the votes in the same way.
9. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to [varghese1@karvy.com](mailto:varghese1@karvy.com). The Registrar and Transfer Agents shall forward the same along with self-addressed postage prepaid to the Member.
10. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. **5 p.m.** on **Thursday, 4<sup>th</sup> February, 2016**. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on the cut-off date as specified in the Notice.
12. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
13. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results and report of the Scrutinizer will also be posted on the Company's website [www.alirox.com](http://www.alirox.com) and on the website of the Karvy <https://evoting.karvy.com> for the information of members. The results shall simultaneously be communicated to the Stock Exchange(s).