

B.T. SYNDICATE LIMITED

CIN: L52100WB1983PLC035857

Registered Office: AA-47, Salt Lake City Sec: 1, BL – AA Kolkata – 700064. West Bengal.

Email ID: btsyndicate1983@gmail.com , info@bsync.in | Website: www.btsync.in

Tel: 022 61642424

Date: 11th March, 2019

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|--|--|
| To, Department of Corporate Services, BSE LIMITED P. J. Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 542206 | To, Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, India. MCX-SX Symbol: BTSYN |
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Dear Sir/Madam,

Sub: - Submission of Notice of Postal Ballot

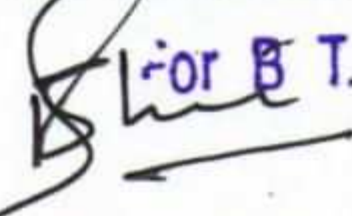
With reference to the Captioned Subject and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith the copy of the Notice of Postal Ballot.

Kindly take the above information on your records.

Thanking you.

Yours faithfully

For B.T. SYNDICATE LTD

 Director B.T. SYNDICATE LIMITED

Mr. Bhavin Jain

Director

Director

DIN: 00741604

CC: The Calcutta Stock Exchange Limited

7, Lyons Range,
Calcutta - 700 001.

B.T. SYNDICATE LIMITED

CIN: L24231WB1983PLC035857

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POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as “the Act”), read together with the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of B.T. Syndicate Limited (hereinafter referred to as “the Company”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with the postal ballot form (hereinafter referred to as “the Postal Ballot Form”) for your consideration.

The Board of Directors of the Company has appointed Mr. Jaymin Modi (ACS- 44248), Proprietor of M/s. Jaymin Modi & Co., Mumbai Practicing Company Secretary, the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The businesses of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e- voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on 13th March, 2019 at 9.00 a.m. and ends on 11th April, 2019, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self- addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on 11th April, 2019, at the Company’s Registrar and Share Transfer Agent namely M/s. ABS Consultant Pvt. Ltd, Unit :- B.T. Syndicate Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata, West Bengal,700001. Tel: 22301043/22430153, Website: www.btsync.in, Email: absconsultant@vsnl.net. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on 11th April, 2019 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence; any person authorized by him, on 13th April, 2019 at 5.00 p.m. at the Registered Office of the Company and will be displayed on the notice board at the registered office of the Company. The results of the postal ballot will also be posted on the Company's website www.btsyn.in and on the website of National Securities Depository Limited, besides communicating to the stock exchange i.e. BSE Limited , Metropolitan Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

SPECIAL BUSINESS

1. ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government/ any other authority as may be prescribed from time to time and subject to such other approval(s), permission(s) and sanction(s), as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Shareholders be and is hereby accorded for shifting of Registered Office of the Company from the State of Kolkata to the State of Maharashtra".

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

"II. "The registered office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of the Registrar of Companies, Maharashtra, at Mumbai."

RESOLVED FURTHER THAT the existing Article I (1) () of the Articles of Association of the Company be and is substituted with the following new Article:

Article I (1) (i):- "The Registrar" means the Registrar of Companies, Maharashtra at Mumbai

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from the AA - 47, Salt Lake City Sec - 1, BL-AA, Kolkata, West Bengal, 700064 from the state of Kolkata, West Bengal to Harihar Corporation , A-12, Gala No. 9/10, Monkoli Road , Dapola, Bhiwandi, Thane-421302, Maharashtra, India.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officers so authorized by the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

“RESOLVED FURTHER THAT Board of Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.

**For and on behalf of the Board of Directors of
B. T. Syndicate Limited**

| | |
|------------------------------|-------------------------------|
| Sd/- | Sd/- |
| Bhavin Shantilal Jain | Priyesh Shantilal Jain |
| Managing Director | Director |
| DIN- 00741604 | DIN-00741595 |

Place: Kolkata
Date: 14.02.2019

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. This Postal Ballot Notice is being sent to the members, whose names appear in the Register of Members / Record of Depositories as on 1st March, 2019. Accordingly, the members whose name appears in the Register of Members /Record of Depositories as on 1st March, 2019, will be considered for purpose of voting by means of Postal Ballot.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 1st March, 2019.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Bengali newspaper, each with wide circulation in West Bengal, where the registered office of the Company is situated, and published on the Company website www.btsync.in.
5. The Board of Directors in their meeting held on 14th February, 2019 appointed Mr. Jaymin Modi, Practicing Company Secretary, Mumbai of M/s Jaymin Modi & Co., as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. The members are requested to carefully read the instructions printed in the attached Postal ballot form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre-paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on Thursday, 11 April, 2019. Any Postal Ballot Form received after Thursday, 11 April, 2019 shall be treated as if reply from the member has not been received.
7. **E-VOTING:** In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote Postal Ballot and vice-versa.

8. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |

| | |
|---|--|
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |
|---|--|

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csjayminmodi@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

9. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.
10. The results of the Postal Ballot will be announced on Saturday 13th April, 2019 at the registered office of the company at AA-47, Salt Lake City Sec: 1, Bl-Aa Kolkata, West Bengal 700064. India and will also be informed to BSE Limited , Metropolitan Stock Exchange of India and The Calcutta Stock Exchange Limited and posted on the Company's website www.btsync.in.

**For and on behalf of the Board of Directors of
B. T. Syndicate Limited**

**Sd/-
Bhavin Shantilal Jain
Managing Director
DIN- 00741604**

**Sd/-
Priyesh Shantilal Jain
Director
DIN-00741595**

**Place: Kolkata
Date: 14/02/2019**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM 1:

The Company was incorporated on February 11, 1983 under the Companies Act, 1956 as "B.T.Syndicate Limited" in the state of Calcutta. The Corporate Identification Number (CIN) of the Company is L24231WB1983PLC035857. The Registered Office of the Company is situated at AA-47, Salt Lake City Sec: 1, BL-AA Kolkata – 700064, West Bengal. The Company made an Initial Public Offering of Shares in the year 1983. The shares of the Company are listed on The Calcutta Stock Exchange.

B.T.Syndicate Limited is the parent company which is into the business of offline retailing. We started as the supply chain logistic partners and Distributors for companies like VIP Industries Limited, ITC, The Bombay Dyeing Mfg Co Ltd and Ballarpur Industries Limited. Even today we handle the entire General Trade for Mumbai and near area markets for VIP industries Limited and The Bombay Dyeing Mfg Co Ltd. We are also one of the largest wholesale traders for fabric in Mumbai. We have also handle trade for Ballarpur industries Limited for the entire state of Maharashtra and the Mumbai wholesale trade for companies Like ITC.

Presently, the Company's Registered Office is located at Kolkata, in the State of West Bengal. The Board of Directors of the Company at their meeting held on 14th February, 2019 has proposed to shift the Registered Office of the Company from the State of "West Bengal" to the "State of Maharashtra". The Shifting of Registered office will facilitate improvement in the business of the Company which will assist the Company to function more economically, efficiently and with better operational and administrative convenience. Further, Mumbai is a hub of Retail and Wholesale Services Industry and it will facilitate smooth and regular interface with the key regulatory bodies.

Change of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

As per provisions of Section 12, 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association and Article of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution through Postal Ballot. Accordingly, it is proposed that Clause II of the Memorandum of Association and Article I(1)(i) Article of Association of the Company should be amended to reflect that the registered office of the Company be situated in the State of Maharashtra and all the material documents related to this item will be available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution proposed at Item No.1 for the approval of Shareholders by way of special resolution. None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their Directorship.

By Order of the Board of Directors
For B.T. Syndicate Limited

Sd/-
Mr. Bhavin Jain
Director
DIN: 00741604

Place: Kolkata
Dated: 14.02.2019

POSTAL BALLOT FORM

Sr. No. :

1. Name & Registered Address of the :
Sole/first named Member
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No./DP ID & Client ID No.:
4. No. of Shares held :
5. I/ We hereby exercise my/ our vote in respect of the following Special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 14th February, 2019 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (√) mark at the appropriate box below:

| Sr. no. | Description | No. of Shares | Type of the Resolution | (For) I/We assent to the Resolution | (Against)I/We dissent to the Resolution |
|---------|--|---------------|------------------------|-------------------------------------|---|
| 1. | Shifting Of Registered Office Of The Company | | Special | | |

Place :

Date :

Signature of the Member/Beneficial Owner

Last date for receipt of Postal Ballot Form by the Scrutinizer: 11th April, 2019 by 5:00 p.m. (IST)

| EVEN (Electronic Voting Event Number) | User ID | *Default PAN / Password |
|---------------------------------------|---------|-------------------------|
| | | |

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

IMPORTANT INSTRUCTIONS:

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or of the signature cannot be verified.
7. Postal Ballot Forms received after 5:00 p.m. (IST) on 11th April, 2019 will be strictly treated as invalid / as if the reply from the Member has not been received.
8. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (☑) in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories as on 1st March, 2019.
10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of postal ballot will be final.