



**mudra lifestyle ltd.**

Office No.509,  
5th Floor,Western Edge-I,  
Western Express Highway,  
Magathane, Borivali (East),  
Mumbai – 400 066

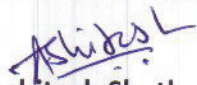
Tel. : +91-22-4097 2600  
Fax : +91-22-4097 2601  
e-mail : contact@mudralifestyle.com

Web : [www.mudralifestyle.com](http://www.mudralifestyle.com)

### CALANDER OF EVENTS FOR POSTAL BALLOT PROCESS

Sr. No.	Particulars	Timeline
1.	Identifying and Availing of Consent of Scrutinizer	February 1, 2014
2.	Appointment of Scrutinizer by the Board of Directors	February 7, 2014
3.	Date of Board Meeting for approval of the Postal Ballot Notice and authorization of Company Secretary and Managing Director / Whole Time Director for being responsible for postal ballot process	February 7, 2014
4.	Cutoff Date for ascertaining the Name and the Voting Rights of Members	February 7, 2014.
5.	Submission of Calendar of Events with ROC	On or before February 15, 2014.
6.	Completion of Dispatch of Postal Ballot Notice along with postal ballot forms to Shareholders	On or before February 14, 2014.
7.	Publishing of an advertisement in two Newspaper regarding completion of dispatch of postal ballot notice	On or before February 15, 2014.
8.	Last date of receiving Postal Ballot papers by Scrutinizer	March 18, 2014
9.	Preparation and submission of report by the Scrutinizer and submission of the same to the Chairman	On or before March 20, 2014
10.	Declaration of result of the Postal Ballot and to inform the Stock Exchanges and display on the website of the Company	On or before March 21, 2014
11.	Publication of the result of Postal Ballot in newspaper	On or before March 22, 2014
12.	Signing of the minutes book by the Chairman in which the results of the postal ballot are recorded	On or before March 22, 2014
13.	Handing over the Ballot papers, register required to be maintained by the scrutinizer and other related papers to the Chairman by the Scrutinizer	On or before March 22, 2014

**For Mudra Lifestyle Limited**

  
**Ashitosh Sheth**  
**Company Secretary**

# MUDRA LIFESTYLE LIMITED

Registered Office: 509, 5th Floor, Western Edge-I, Western Express Highway,  
Magathane, Borivali (East), Mumbai - 400066

## NOTICE FOR POSTAL BALLOT

To,  
Dear Members,

### **Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011**

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 and Section 180(1)(a) of the Companies Act, 2013, read with the Companies (Passing of the Resolution by Postal Ballot), Rules, 2011 (the "Rules"), seeking your approval for the enclosed Special resolutions to be passed in relation to the matter detailed in the enclosed Explanatory Statement.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of a company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking requires the approval of the Members by way of Special Resolution.

Further, in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot), Rules, 2011, any Resolution under Section 180(1)(a) of the Companies Act, 2013 for sale of whole or substantially the whole of the undertaking of a company requires approval of the Members of the Company by means of a Postal Ballot.

Accordingly, the following resolutions are proposed to the shareholders of Mudra Lifestyle Limited (hereinafter referred as "the Company")

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

1. Sale of unit D-1 of the Fabric Business of the Company located at Tarapur as a going concern on a slump sale basis to E-Land Fashion India Private Limited which is a 100% subsidiary of the holding company, E-Land Asia Holding Pte Ltd.

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

2. Sale of specified Business / Assets to prospective buyer(s).

The proposed Resolution and the Explanatory Statement thereon are being sent to you along with a Postal Ballot form for your consideration. Manish L Ghia of Manish Ghia & Associates, Practicing Company Secretary has been appointed as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner in accordance with provisions of the Companies Act, 1956, Companies Act, 2013 and the Rules made thereunder. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed, in the enclosed Prepaid Self Addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours on 18th March, 2014. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other Director authorised by him, upon completion of scrutiny of Postal Ballots. The results of the Postal Ballot will be announced on or before Friday, 21st March, 2014 at 5.30 P.M. at the Company's Registered Office and will also be displayed on the Notice Board at the said address and on the website of the Company <http://www.mudralifestyle.com>. The Resolutions, if approved, will be taken as effectively passed on the date of declaration of results.

The members may please note that the resolution will be deemed to have been passed as a special resolution if the 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 so entitled and voting.



## **SPECIAL BUSINESS**

### **ITEM NO 1**

#### **SLUMP SALE OF UNIT D-1 OF FABRIC BUSINESS LOCATED AT TARAPUR OF MUDRA LIFESTYLE LIMITED TO E-LAND FASHION INDIA PRIVATE LIMITED**

**To consider and, if thought fit, to pass with or without modifications, the following resolutions as special resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 192A of the Companies Act, 1956 and 180(1)(a) of Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (“Rules”) and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the “Board”, which term shall be deemed to include any duly constituted committee thereof) to sell, assign, transfer, convey and deliver unit D-1 of the Fabric Business located at Tarapur with related assets and liabilities, as identified, ('Fabric Business') on a going concern basis by way of a slump sale to E-Land Fashion India Private Limited for a lumpsum consideration of INR Rs. 46.49 Crore.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

### **ITEM NO 2**

#### **SALE OF SPECIFIED BUSINESS / ASSETS TO PROSPECTIVE BUYER(S)**

**To consider and, if thought fit, to pass with or without modifications, the following resolutions as special resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 192A of the Companies Act, 1956 and 180(1)(a) of Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot Rules, 2011 (“Rules”) and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the “Board”, which term shall be deemed to include any duly constituted committee thereof) to sell, assign, transfer, convey and deliver the Business / Assets as mentioned below, as a whole or in parts, to prospective buyer(s) for an appropriate consideration.

Business / Assets to be sold

- All units of Daman;
- All units of Bhiwandi;
- Unit N-12 of Tarapur;



**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government / Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors  
Mudra Lifestyle Limited**

**Sd  
Ashitosh Sheth  
Company Secretary**

**Registered Office:**

Office No. 509, 5th Floor,  
Western Edge-I,  
Western Express Highway,  
Magathane, Borivali (East),  
Mumbai - 400066

Place: Mumbai

Date: February 7, 2014

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) and 192A OF THE COMPANIES ACT, 1956**

**Item No. 1**

The Company operates through following business segments i.e. Fabric Business and Garment Business.

The management has carried out a comprehensive review of the business operations of the Company and is of the view that the same (i) is in need of funds; (ii) needs to improve its operating efficiency; and (iii) reduce its high interest cost due to high debt burden.

The Company, inter alia, operates the bulk of its Fabric Business from unit D-1 located at Tarapur. The Fabric Business is operating under challenging environment due to various factors such as High cost of raw material / supplies, global economic slowdown and its adverse impact on Indian Textile Industry, Restrictive labour laws and most importantly high interest cost due to debt burden. These factors are adversely affecting the performance of the Fabric Business of the Company and other business and with a view to focus and improve the efficiency of business and to reduce the overall debt burden, the Company's Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval to sell, assign, transfer, convey and deliver unit D-1 of Fabric Business located at Tarapur with related assets and liabilities, as identified, on a going concern basis by way of slump sale to E-Land Fashion India Private Limited which is a 100% subsidiary of



the holding company E-Land Asia Holding Pte Ltd. The Board of Directors have considered the valuation report of MZSK & Associates dated February 5, 2014 which has valued D1 unit located at Tarapur of the Fabric Business at INR 46.49 Crores. This is after considering the Long term loans of INR 375 crores which will also be transferred as part of the liabilities being transferred as a consequence of the slump sale. Based on valuation report, the Board of Directors, have approved a consideration of INR 46.49 Crore for the slump sale.

The proposed sale and transfer will be done as a going concern and by way of slump sale. The transaction will be inter alia subject to the prior approval of the Shareholders under Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013

The Company will also obtain any other approvals, consents and permissions, as may be required for this transaction.

The Valuation Report dated 5th February, 2014 of MZSK & Associates is open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 A.M. to 3.30 P.M upto the date of declaration of the results of voting by Postal Ballot by the Company.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval. None of the directors of your Company are interested in the above resolution except to the extent of their shareholding / directorship, if any.

## **Item No. 2**

As explained in Item No. 1, the Company (i) is in need of funds; (ii) needs to improve its operating efficiency; and (iii) reduce its high interest cost due to high debt burden and accordingly intends to sell its below mentioned Business / Assets as whole or in parts to prospective buyer(s) for an appropriate consideration.

- All units of Daman;
- All units of Bhiwandi;
- Unit N-12 of Tarapur;

The proposed buyer(s), for the disposal of the identified Business / Assets, would be finalized by the management depending on the prevailing market conditions. In best interest of the Company, the management does not want to provide any guidance on the likely realization since the same may adversely affect the value to be realized.

The transaction will be inter alia subject to identifying and finalization of prospective buyer(s) for the specified assets and prior approval of the Shareholders under Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013.

The Company will also obtain any other approvals, consents and permissions, as may be required for the above mentioned transaction(s).

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval. None of the directors of your Company are interested in the above resolution except to the extent of their shareholding / directorship, if any.

**By Order of the Board of Directors  
Mudra Lifestyle Limited**

**S/d  
Ashitosh Sheth  
Company Secretary**

## **Registered Office:**

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