

PEACOCK INDUSTRIES LIMITED

(CIN : L25207RJ1992PLC006576)

Regd.Office : Kodyat Road, Village : Sisarma, UDAIPUR (Rajasthan) -313 031

Tel. : +91 294 2432271 Fax : 91 294 2430411

Website : www.italicafurniture.com

E-mail : info@italicafurniture.com

Notice of Postal Ballot

(Pursuant to provisions of Section 110 of the Companies Act,2013 and rules made hereunder)

To,
The Members,

Notice is hereby given to the members of PEACOCK INDUSTRIES LIMITED (the "Company") pursuant to Section 110 of the Companies Act,2013 (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules,2014 (which shall include any statutory modifications, amendments or re-enactments thereto),for seeking consent of Members of the Company by passing resolutions appended below are propose to be passed as Special Resolution by way of Postal Ballot /e –Voting .The Explanatory statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration :-

The Board of Directors has appointed M/s A.Modi & Co. ,Chartered Accountants, Udaipur as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self addressed ,postage pre-paid envelope (if posed in India) so as to reach the Scrutinizer not later than the close of working hours ie. 5.00 p.m. on Monday, 27th October, 2014.

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.

Upon completion of the scrutiny of the forms ,the Scrutinizer will submit his report to the Chairman/ director.

The result of the Postal Ballot would be announced by a Director of the Company on Wednesday ,29th October,2014 at 5.00 p.m. at the Registered Office of the Company.The said result would be displayed at the Registered Office of the Company , intimated to the Stock Exchanges,where the Company's shares are listed, published in the newspaper and displayed alongwith the Scrutinizer's report on the Company's website viz. www.italicafurniture.com.

Item No.1 : Borrowing power of the Board

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

"RESOLVED that, in supersession of Ordinary resolution passed by the members of the Company at the Third Annual General Meeting held on 29-09-1995 pursuant to erstwhile section 293 (1)(d) of the Companies Act,1956, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act.2013 (including any amendment thereto or re-enactment thereof) ,the consent of the Members be and is hereby accorded to the Board of Directors of the Company hereinafter referred to as :the Board" which term shall be deemed to include any committee thereof) for borrowing from time to time any sum or sums of monies which,together with the monies already borrowed by the Company (apart from temporary loans

obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.300 crores."

RESOLVED FURTHER that the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things ,to execute all such documents ,instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

Item No.2 : Creation of Mortgage and/or charge over the movable and immovable properties.

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

"RESOLVED that ,in supersession of Ordinary resolution passed by the members of the Company at the Third Annual General Meeting held on 29-09-1995 pursuant to erstwhile section 293 (1)(a) of the Companies Act,1956, pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act.2013 (including any amendment thereto or re-enactment thereof) ,the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges , mortgages and hypothecations created by the Company ,on such movable and immovable properties, both present and future ,and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events ,to or in favour of the Banks / Financial Institutions/ other creditors, other investing agencies and trustees for the holders of debentures/bonds and/or other instruments to secure rupee/ foreign currency loans and/or the issue of debentures whether partly /fully convertible or non convertible and/or securities linked to Equity Shares and/or rupee/foreign currency convertible bonds and/ or bonds with share warrants attached hereinafter collectively referred to as "Loans") provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption ,costs, charges, expenses, and all other moneys payable by the Company in respect of the said loans, shall not at any time exceeds the limit of Rs.300 crores."

RESOLVED FURTHER that the Board be and is hereby authorized on behalf of the Company to do all such acts,deeds and things ,to execute all such documents ,instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

Registered Office :
Kodyat Road
Village : Sisarma

By order of the Board of Directors
Daud Ali
Managing Director

Udaipur – 313 031
Dated : 12-09-2014

NOTE :-

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of item no. 1 to 2 of the Notice as set out above, is annexed hereto.
2. The Company has appointed Mr. Ashok Modi of M/s A.Modi & Co., Chartered Accountants, Udaipur to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear on the register of Members/List of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 19-09-2014.
4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. **E-Voting is optional.**

The instructions for members for voting electronically are as under :- A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> ● 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 last 8 digits of the demat account/folio number in the PAN field. ● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is RameshKumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly 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 <Company Name> on 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - z Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - z They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - z After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - z The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

- I. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- II. The voting period begins on 27th September, 2014 (09.00 a.m.) and ends on 27th October, 2014 (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 19th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- III. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to Notice

Explanatory Statement pursuant to Section 102 (1) of the Companies Act.2013

Item No.1

The Board of Directors of the Company is empowered to borrow money to the extent of Rs.300 Crores pursuant to the ordinary resolution passed by the members of the Company at their at the Third Annual General Meeting held on 29-09-1995 in accordance with the provisions of section 293 (1)(d) of the Companies Act,1956.

Consequent upon the enactment of the Companies Act,2013 and section 180(1)(c) thereof being effective from 12-09-2013, the Board of Directors of the Company can borrow in case they are authorized by the members of the Company through special resolution.

Further the Government of India, Ministry of Corporate affairs vide General Circular no. 4/2014 dated 25-03-2014 has clarified that the resolution passed under section 293 of the Companies Act,1956 ,prior to 12-9-2013 with reference to borrowing and/or creation of security on assets of the Company will be regard as sufficient compliance of the requirement of section 180 of the Companies Act,2013 ,for a period of one year from the date of notification of section 180 of the Act.The section was notified on 12-09-2013.

As per the provision of section 180(1)(c) of the Companies Act,2013 the Board of Directors of the Company cannot borrow money in excess of the aggregate of its paid up share capital and free reserve,that is to say- reserve not set apart for any specific purpose without the consent of the Company in general meeting.

The Company is in process of expanding its activities.In order to enable the Board of Directors of the Company to borrow money to finance the growing needs.It is proposed to authorized the Board of Directors of the Company to borrow money for the purpose of the business up to Rs.300 Crores over and above the paid up share capital and free reserves of the Company.

The Directors recommend a special resolution as set out at item no.1 of the accompanying Notice for the approval of the members.

None of Directors ,key managerial personnel and their relatives of the Company is in any way concerned or interested financially or otherwise in the resolution.

Item No.2

The Board of Directors of the Company is empowered to mortgages etc.the assets of the company to the extent of Rs.300 Crores pursuant to the ordinary resolution passed by the members of the Company at the Third Annual General Meeting held on 29-09-1995 in accordance with the provisions of section 293 (1)(a) of the Companies Act,1956.

Consequent upon the enactment of the Companies Act,2013 and section 180(1)(a) thereof being effective from 12-09-2013 ,the Board of Directors of the Company can mortgages etc the assets of the company in case they are authorized by the members of the Company through special resolution.

Further the Government of India, Ministry of Corporate affairs vide General Circular no. 4/2014 dated 25-03-2014 has clarified that the resolution passed under section 293 of the Companies Act,1956 ,prior to 12-9-2013 with reference to borrowing and/or creation of security on assets of the Company will be regard as sufficient compliance of the requirement of section 180 of the Companies Act,2013 ,for a period of one year from the date of notification of section 180 of the Act.The section was notified on 12-09-2013.

As per the provision of section 180(1)(a) of the Companies Act,2013 the Board of Directors of the Company cannot borrow money in excess of the aggregate of its paid up share capital and free reserve,that is to say- reserve not set apart for any specific purpose without the consent of the Company in general meeting.

The Company is in process of expanding its activities.In order to enable the Board of Directors of the Company cannot mortgage and/ or charge whole or substantially the whole of the property whether movable or immovable without the consent of the company in general meeting.

The borrowings of the company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the in such form,manner and ranking as may be determined by the Board of Directors of the Company from time to time ,in consultation with the lender(s).

The mortgage and/or charge by the company of its movable and/ or immovable properties and/or the whole or any part of the undertaking(s) ,with a power to take over the management of the business and concern of the company in certain events of default by the Company ,may be regarded as disposable of the Company's undertaking(s) within the meaning of section 180(1) (a) of the Companies Act,2013.Hence ,it is necessary for the members to pass a resolution under the said section.

The Directors recommend this enabling resolution as set out at item no.2 of the accompanying Notice for the approval of the members.

None of Directors ,key managerial personnel and their relatives of the Company is in any way concerned or interested financially or otherwise in the resolution.

Registered Office :
Kodiyat Road
Village : Sisarma
Udaipur – 313 031
Dated : 12-09-2014

By order of the Board of Directors
Daud Ali
Managing Director

NOTES :

1. An Explanatory Statement and reasons for the proposed special resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members,whose names appear on the register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 19-09-2014.
3. In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Companies Act,2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Shareholders of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional.
4. As per Companies(Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic transmission.Members who have registered their e-mail Ids with depositories or with the company are being sent.

Notice of Postal Ballot by e-mail and members who have not registered their e-mail Ids will receive notice of Postal Ballot alongwith Postal Ballot Form through post/courier.Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form the link www.evoting.cdslindia.com or from the 'Investors' section of the Company.