

**POSTAL BALLOT NOTICE**  
(Pursuant to Section 110 of the Companies Act, 2013)

To,  
The Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

For detailed instruction on E-voting/Postal Ballot, please refer to the notes appended to this notice and the Postal Ballot Form, respectively

**SPECIAL BUSINESS**

**ITEM NO. 1: ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, main Objects of the Memorandum of Association of the Company be altered by replacing with following clauses :

*1A To carry on the business of designers, developers, manufacturers, producers, fabricators, assemblers, merchants, dealers, exporters, importers, sellers, resellers, hirers, installers and repairers of all types of parts/products/equipments/machinery used in irrigation/agriculture, pipelines and fittings for transportation of fluids and gases and for bore well systems, furniture, material handling systems such as crates etc., plastic/metal house-ware items, construction equipments such as ghamela etc., fertilizer spray tanks, micro-irrigation systems, sprinklers, popups, rain-spray, RIS, valves and control equipment, hydro*

Corp. Off : Survey No. 314/3, SDA Compound,  
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CIN No. : L51900MH1985PLC035202



rain, controllers, Drip emitters of all types and drip irrigation systems, fertilizer, injection pumps, sand filters, screen filters, fittings, Polyethylene tubing, Pressure gauges and adapters, sand separators, spray nozzles, sprinklers, tensiometers, hydraulic valves, solenoid valves, solenoid anti-contamination valves and solenoid pressure reducing valves, fertiliser applicators, agricultural implements, tools, pumps, drilling equipments, casting tubes, manures, plant protection equipment, milk-cans, various storage jars/cans/reservoirs and to develop, design, produce, process and fabricate, accessories, components, implements, spare parts required for irrigation services and sink wells, construct dams, bandhs, culverts, cisterns, reservoir and filter beds and to provide main and other pipes and appliances.

1B To carry on the business of manufacturers, Processors, buyers, sellers, dealers, importers, exporters of plastic & other polymers, pipes and fittings, plastic film, plastic paper, plastic foil, plastic jute, plastic textiles, plastic boards, plastic laminates and packaging materials and all types of extruded, moulded, formed & fused products.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent the aforesaid resolutions.”

#### ITEM NO.2: DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting all the existing clauses”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent the aforesaid resolutions.”

#### ITEM NO.3: AMENDMENT OF INCIDENTAL OR ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the existing clauses of the Incidental or Ancillary Objects clause of the Memorandum of Association of the Company be altered by replacing it with the new clauses."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent the aforesaid resolutions."

#### **ITEM NO. 4: ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, the set of regulations appended to this Notice be and are hereby adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the set of regulations contained in the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

#### **ITEM NO. 5: SPLITTING OF SHARES**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, Equity Shares of the Company having a face value of Rs.10/- each be sub-divided into Equity Shares having a face value of Re. 1/- each."

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"RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association be and is hereby substitute in the manner as set out below:

*"The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of Rs.1 (Rs. One only) each, 50,00,000 (Fifty Lakhs) 5% Non-Cumulative Redeemable Preference Shares of Rs.10 (Rs. Ten only) each 1,50,00,000 (One crore Fifty Lacs) 2% Non-convertible Non-Cumulative Redeemable Preference Shares of Rs.10 (Rs. Ten only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary modify or abrogate any regulations of the Company. The rights of the preference shall be determined at the time of the issue thereof"*

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Executive Director- Finance & CFO or Company Secretary, to give effect to the aforesaid resolution."

By Orders of the Board

Preeti Singh  
Company Secretary

Place: Indore  
Date:28th May, 2015

Note:

- An explanatory statement pursuant to Section 102 of the Act, setting out material facts and reasons for the proposed special resolutions are appended herein below.
- Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the shareholders to certain resolution(s) through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
  - Mr. Manish Maheshwari, Practicing Company Secretary, FCS No. 5174 has been appointed as Scrutinizer for conducting the postal ballot process in accordance with the Act and the Rules made thereunder and in a fair and transparent manner.
  - As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their E-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.
  - The Postal Ballot Notice is being sent to all the shareholders 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 May 29, 2015.
  - A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
  - In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchange, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Form.
  - The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
  - The members desiring to exercise their vote by Postal Ballot are requested to carefully read the

instructions printed in the Postal Ballot Form, and record their as sent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self- addressed envelope. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of July 22, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form/s will be rejected.

10. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for postal ballot forms but not later than the close of working hours of July 25, 2015.
11. The results of the voting by Postal Ballot will be declared at the corporate office of the Company at Survey no. 314/3, SDA Compound, Lasudia Mori, Dewas Naka, Indore at 4.00 PM on July, 25, 2015. The shareholders who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company [www.groupsignet.com](http://www.groupsignet.com) and by way of intimation to the Stock Exchanges on which the Company is listed. The results of the postal ballot shall be published in the newspapers. The date of declaration of postal ballot results will be taken as the date of passing there solution.
12. The amended Memorandum and Articles of Association of the Company are enclosed with this Notice.
13. The Notice of Postal Ballot and the amended Memorandum and Articles of Association of the Company are website of the Company [www.groupsignet.com](http://www.groupsignet.com).

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

- (i) The voting period begins on 22<sup>nd</sup> June, 2015, 10.00 AM and ends on 22<sup>nd</sup> July, 2015 06.00 PM. 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 29<sup>th</sup> May, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.

(iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</li> <li>• 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 Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Signet Industries Limited 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Other Instructions -

- 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- 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 (record date) of May, 29, 2015.
- Mr. Manish Maheshwari, Proprietor M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS: 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding two(2)working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.groupsignet.com](http://www.groupsignet.com) and on the website of CDSL within two (2) days of passing of the resolutions and communicated to the Exchanges.

Place: Indore  
Date: 28th May, 2015

By Orders of the Board

  
Preeti Singh  
Company Secretary

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.1

Consequent to the proposed deletions of the entire Other Objects Clause in the Memorandum of Association, the main objects clause has been suitably modified to include designers, developers, manufacturers, producers, fabricators, assemblers, merchants, dealers, exporters, importers, sellers, resellers, hirers, installers and repairers of all types of parts/products/equipments/machinery used in irrigation/agriculture, pipelines and fittings for transportation of fluids and gases and for bore well systems, furniture, material handling systems such as crates etc., plastic/metal house-ware items, construction equipments such as ghamela etc., fertilizer spray tanks, micro-irrigation systems, sprinklers, popups, rain-spray, RIS, valves and control equipment, hydro rain, controllers, Drip emitters of all types and drip irrigation systems, fertilizer, injection pumps,. The proposed memorandum of association of the Company is available in the Company's website. The shareholders can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instruction set out therein.

### Item No. 2

In order to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered

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Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instruction set out therein.

#### Item No. 3

With the passing of the Companies Act, 2013, the Company needs to alter some of the clauses of Incidental or Ancillary Objects Clause of Memorandum of Association of the Company. The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956. Consent of the shareholders by passing a Special Resolution is required in this regard. The entire set of proposed memorandum of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instruction set out therein.

#### Item no. 4

##### Alteration of the Articles of Association of the Company

The Ministry of Corporate Affairs has as on date notified substantive sections of the Act which deal with the general functioning of companies [barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal" ) such as variation of rights of

holders of different classes of shares (Section 48), reduction of share capital (Section 66) compromise, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI) revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, *in et-alia*, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247)].

The existing Articles of Association ("AOA") of the Company are as per the requirements of the Companies Act, 1956, and accordingly contain references to the sections of the Companies Act, 1956. Since various sections of the Companies Act, 2013, are in force, the regulations in AOA must contain references to the sections of this Act wherever required in AOA. In addition pursuant to the provisions of the Act, certain other alterations are required to be made in AOA. In view of this it is proposed to wholly replace the existing AOA by new set of AOA.

Salient alterations in the new draft AOA of the Company include the following:

- Incorporation of references of new provisions/sections of the Act.
- Incorporation of provisions relating to Independent Directors of the Company.
- The Company is now allowed under the Act, to have a maximum of 15 directors on its Board if there is a provision in AOA of the Company. Hence it is proposed to amend the AOA for allowing the Company to have maximum number of 15 Directors on its Board.
- The books of accounts and statutory registers can also be kept in electronic mode as prescribed by the Act and the rules framed thereunder, subject to compliance of prescribed guidelines. In view of this provisions relating to the same are proposed to be incorporated.
- The Act has defined the term Key Managerial Personnel, the same is proposed to be incorporated.
- The participation of the Directors in meetings can be in person or through video conferencing or other audio visual means as permitted in the Act. Accordingly, the provisions in this regard are proposed to be incorporated.
- There is reference to Chapter Rules in the Act and accordingly the same is proposed to be incorporated
- As per the Act, AOA should expressly allow an individual to be appointed or re-appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time. In order to allow an individual to be appointed or re-appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time, it is proposed that a new Article be inserted in the AOA of the Company to contain such provisions.

The revised draft of AOA is enclosed with this Notice.

As per the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company needs to be approved by the shareholders of the Company. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the approval of the shareholders may be taken through Postal Ballot instead of transacting such business at a general meeting.

The Board of Directors in its meeting held on 28<sup>th</sup> May, 2015 has accorded its approval for adoption of a new set of regulations as AOA in substitution, and to the entire exclusion, of the set of regulations contained in the existing AOA. The Board of Directors recommends the Special Resolution for approval of the shareholders through Postal Ballot.

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

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instruction set out therein.

#### Item no.5

#### Splitting of Shares

The equity shares of the Company are listed and are actively traded on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).

The market price of the shares of the Company has witnessed significant growth over the past few years. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of directors of the Company at their meeting held on May 28, 2015, considered it desirable to sub-divide the nominal value of the equity share capital of the Company from Rs. 10/- per share to Rs. 1/- per share as proposed in the resolution.

The aforesaid sub-division would require substitution of existing Capital Clause V of the Memorandum of Association of the Company by Clause V detailed in the resolution.

Accordingly, the Board recommend the resolution as set out in item no. 5 for approval of the shareholders as an ordinary resolution through Postal Ballot.

Upon approval of the shareholders for sub-division of shares, in case the shares are held in physical, the old share certificates of face value of Rs. 10/- each will be cancelled on the record date and the new share certificates will be sent to the shareholders within 10 days of the record date. In case the shares are in dematerialized form, the sub-divided shares will be directly credited to the shareholders demat account on the record date in lieu of their existing shares.

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The Directors of the Company are deemed to be concerned or interested in the resolution only to the extent of shares held by them in the Company.

Place: Indore  
Date: 28th May, 2015

By Orders of the Board

*psingh*  
Preeti Singh  
Company Secretary

## Calendar of events for Postal Ballot process

Calendar of events for postal ballot approved by the Board of Directors at their meeting held on 28<sup>th</sup> May, 2015 pursuant to section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013:

Sr no.	Event	Date of event
1	Date of consideration of the matter in the Board Meeting	28 <sup>th</sup> May, 2015
2	Date on which consent given by the Scrutinizer to act as Scrutinizer	28 <sup>th</sup> May, 2015
3	Date of appointment of Scrutinizer	28 <sup>th</sup> May, 2015
4	Date of Board resolution authorizing the Chairman and Managing Director and Company Secretary for being responsible for the entire postal ballot process	28 <sup>th</sup> May, 2015
5	Cut-off date for ascertaining the list of shareholders to whom notice of postal ballot will be sent and also for reckoning the voting rights.	29 <sup>th</sup> May, 2015
6	Filing of outcome of Board meeting for conducting postal ballot to the Stock exchange	28 <sup>th</sup> May, 2015
7	Filing of intimation of the Board resolution and calendar of event for conducting postal ballot to the Registrar of Companies	Within one week of passing of Board resolution
8	Date of completion of dispatch of notice along with Postal Ballot (Physical and through e-mail)	20 <sup>th</sup> June, 2015
9	Publication of notice in newspaper about having dispatched the notice and ballot paper	22 <sup>nd</sup> June, 2015
10	Date of voting period for e-voting	From 22 <sup>nd</sup> June, 2015 to 22 <sup>nd</sup> July, 2015



11	Last date of receiving postal ballot papers by Scrutinizers	22 <sup>nd</sup> July, 2015
12	Preparation and submission of Scrutinizer report to the MD	24 <sup>th</sup> July, 2015
13	Date of declaration of results of postal ballot	24 <sup>th</sup> July, 2015
14	Publication of results in the newspaper	25 <sup>th</sup> July, 2015
15	Date of returning the ballot papers, register and other related papers to the Managing Director by the Scrutinizer	26 <sup>th</sup> July, 2015
16	Date of signing of Minutes book by the Chairman in which the results of the ballot is recorded	Within 30 days from the date of declaration of results

For-Signet Industries Limited

*Rsingh*  
Company Secretary