



Shreyans Industries Limited

Regd. Office : Village Bholapur, P.O. Sahabana,
Chandigarh Road, Ludhiana - 141 123 (INDIA)

CIN : L17115PB1979PLC003994
Tel # : 0161-6574125, 2685270
Mob. # : 98761-00948
E-mail : atl@shreyansgroup.com
website : www.shreyansgroup.com

SIL/SCY/2017-18/455/456

Nov 11, 2017

To

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|--|--|
| ✓ Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 | ✓ National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (West) Mumbai - 400 051 |
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SUBJECT: NOTICE OF POSTAL BALLOT

Dear Sir/Madam,

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable statutory provisions, we are hereby submitting the Notice of Postal Ballot dated 7th September 2017 (the Notice) for passing special resolutions by way of Postal Ballot (including e-voting) in respect to business as mentioned in the Notice.

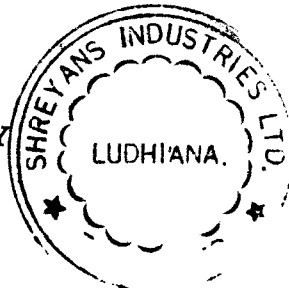
Members can exercise their votes either by way of postal ballot forms or through e-voting. The e-voting shall commence from 12th November 2017 to 11th December 2017. During the said period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on cutoff date as mentioned in the Notice can cast their votes. Last date for receipt of postal ballots is 11th December 2017. Members should go through the Notice and refer instructions before exercising their votes.

Kindly take the above on record and acknowledge the receipt.

Thanking you,
Yours Faithfully,

For SHREYANS INDUSTRIES LIMITED

Ruchita Vij
(Ruchita Vij)
COMPANY SECRETARY
FCS: 9210



ENCL: Postal Ballot Notice dtd 7th September 2017 & Form

BRANCH OFFICES :-

- 5 A-D, Gopala Tower, 25 Rajendra Place, New Delhi-110 008
Tel # 011-25721042, 25732104 Fax # 91-11-25752271
E-mail : sil.delhi@shreyansgroup.com
- 302 Raheja Chamber, 3rd Floor, Nariman Point, Mumbai - 400 021
Tel # 022-22851025 Fax # 91-22-22842825





SHREYANS INDUSTRIES LIMITED

Regd. Off. : Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana - 141 123,
Tel. No. 0161-6574125, 98761-00948 Fax - 0161-2685270, CIN- L17115PB1979PLC003994,
Website : www.shreyansgroup.com, Email : atl@shreyansgroup.com

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rules made there under)

DEAR SHAREHOLDERS,

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company proposes to seek consent of its Shareholders by way of passing resolutions through Postal Ballot in respect of the following business:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:

ITEM NO. 1:

RE-APPOINTMENT AND REMUNERATION OF MR. RAJNEESH OSWAL, CHAIRMAN & MANAGING DIRECTOR:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the said Act (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the re- appointment of Mr. Rajneesh Oswal (DIN: 00002668) as Chairman & Managing Director of the Company for a period of three (3) years w.e.f. 1st September, 2017 to 31st August, 2020 on the remuneration, terms and conditions as set out in the explanatory statement annexed hereto and draft agreement, to be entered into between the Company and Mr. Rajneesh Oswal.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter or increase/vary the terms and conditions of the said re-appointment and/or remuneration in such form and manner or with such modifications as the Board may deem fit, if required, to comply with approval(s) of shareholders and as may be acceptable to Mr. Rajneesh Oswal without referring the same to the shareholders again, subject to consents/approvals, if any, required in this regard.

RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or its profits are inadequate during the tenure of office of Mr. Rajneesh Oswal, the remuneration aforesaid shall be paid as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

ITEM NO. 2:

RE-APPOINTMENT AND REMUNERATION OF MR. VISHAL OSWAL, VICE- CHAIRMAN & MANAGING DIRECTOR:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V of the said Act (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the re- appointment of Mr. Vishal Oswal (DIN: 00002678) as Vice- Chairman & Managing Director of the Company for a period of three (3) years w.e.f. 1st September, 2017 to 31st August, 2020 on the remuneration, terms and conditions as set out in the explanatory statement annexed hereto and draft agreement, to be entered into between the Company and Mr. Vishal Oswal.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter or increase/vary the terms and conditions of the said re-appointment and/or remuneration in such form and manner or with such modifications as the Board may deem fit, if required, to comply with approval(s) of shareholders and as may be acceptable to Mr. Vishal Oswal without referring the same to the shareholders again, subject to consents/ approvals, if any, required in this regard.

RESOLVED FURTHER THAT where in any Financial Year, the Company has no profits or its profits are inadequate during the tenure of office of Mr. Vishal Oswal, the remuneration aforesaid shall be paid as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

ITEM NO. 3:

BORROWING POWERS OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby given (in supersession of the earlier resolution passed by the Company on 22nd August, 2014), 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 borrow, from time to time, as it may consider fit, any sum or sums of moneys, on such terms and conditions as the Board may deem fit, that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan(s) obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of its paid-up Capital and its free reserves, provided however, the total amount so borrowed and/or to be borrowed shall not exceed Rs. 250 Crores (Rupees Two Hundred Fifty Crores) at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

ITEM NO. 4:

MORTGAGE AND/OR CREATE ANY CHARGE ON IMMOVABLE AND/OR MOVABLE PROPERTIES OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, the consent of the Company be and is hereby given (in supersession of the earlier resolution passed by the Company on 22nd August, 2014), 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 substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies to secure rupee/foreign currency loans together with interest, charges, cost expenses and all other moneys payable by the Company and the maximum extent of indebtedness secured by properties of the Company shall not, at any time exceed Rs. 350 Crores (Rupees Three Hundred Fifty Crores).

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari-passu/subservient with/to the mortgage and/or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and

Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the notice.
2. The Notice is being sent to all the Shareholders (Members), whose names appear in the Register of Members/list of Beneficial Owners as on 27th October, 2017.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants/Company's RTA.
For members whose email IDs are not registered physical copies of the Postal Ballot Notice is being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Registrar of Members/List of Beneficial Owners as on 27th October, 2017 will be considered for the purpose of voting.
5. Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. Members who have not received Postal Ballot Form may apply to the Company by email to cs@shreyansgroup.com or write to the Company and obtain a duplicate thereof.
7. Members wishing to exercise their vote by physical postal ballot are requested to read carefully the instructions printed at the end of this notice and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before the close of working hours (i.e. 5:00 p.m.) on 11th December, 2017.
Postal Ballot Forms received after 5:00 p.m. on 11th December, 2017 shall be deemed invalid.
8. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened for the purpose and shall be deemed to have been passed on 11th December, 2017, i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
9. The Board of Directors of your Company has appointed M/s. P.S. Bathla & Associates as the Scrutinizer for conducting the postal ballot and e-voting process.
10. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to its members.
11. The instructions for shareholders for voting electronically are as under:
 - (i) The e-voting period commences on 12th November, 2017 (9:00 am) and ends on 11th December, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on 27th October, 2017 may cast their vote by electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab.
 - (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 De-mat 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 holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

| For Members holding shares in Demat Form (First time user) and Physical Form | |
|---|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) 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 sequence number* in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Please enter the DOB or Dividend Bank Details in order to login. 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. If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field. |

*sequence number shall be as per the postal ballot form

(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 De-mat 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 De-mat 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 **171101004** for the <Shreyans 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 De-mat 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) 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 and register themselves as Corporate.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
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.
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.
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after completion of scrutiny, and the result of the Postal Ballot and e-voting will be declared on or before 13th December, 2017. Such Results, along with the Scrutinizer's Report, will be available on the Company's website www.shreyansgroup.com and will be forwarded to the Stock Exchanges where the Company's shares are listed, Central Depositories Services (India) Limited (CDSL), engaged by the Company for facilitating e-voting on that date.

By order of the Board
For SHREYANS INDUSTRIES LIMITED

Sd/-
(Ruchita Vij)
COMPANY SECRETARY
FCS: 9210

Dated: 7th September, 2017

Reg. Office: Village: Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123

CIN: L17115PB1979PLC003994

Tel.: +91-161-6574125

Fax: +91-161-2685270

Email: cs@shreyansgroup.com

Website: www.shreyansgroup.com

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

Mr. Rajneesh Oswal was re-appointed as Chairman & Managing Director of the Company for five years w.e.f. 1st June, 2013 to 31st May, 2018 by special resolution passed at Annual General Meeting held on 30th August, 2013 and the payment of remuneration was also approved up to 31st May, 2018 by special resolution passed at the Annual General Meeting held on 10th August, 2016. The period of approval of said re-appointment and remuneration shall expire on 31st May, 2018.

The Board of Directors in its meeting held on 7th September, 2017 has approved and recommended the re-appointment and remuneration of Mr. Rajneesh Oswal, Chairman & Managing Director for a period of three years i.e. from 1st September, 2017 to 31st August, 2020 on the terms and conditions as set out below and in the draft agreement which is open for inspection at Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M. The re-appointment and payment of remuneration to Mr. Rajneesh Oswal is subject to the approval of Shareholders in terms of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under. The Principal terms of remuneration of Mr. Rajneesh Oswal, Chairman & Managing Director as approved by the Nomination and Remuneration Committee of the Company for a period starting from 1st September, 2017 are as follows:

(1) SALARY: Mr. Rajneesh Oswal, Chairman & Managing Director shall be paid a salary of Rs. 19,25,000/- per month.

(2) PERQUISITES AND ALLOWANCES:

- (i) The expenditure pertaining to gas, electricity, water, furnishings and other utilities including repairs will be borne/reimbursed by the Company and shall be valued as per the Income Tax Rules, 1962 or in accordance with such other directions/ clarifications as may be issued by the Ministry of Corporate Affairs, subject to maximum of Rs. 1,05,000/- per annum.
 - (ii) Fee of clubs subject to a maximum of two clubs excluding admission and life membership fees and maximum of Rs. 10,000/- per annum.
 - (iii) Leave travel concession for self and family members as per company's rules.
 - (iv) Provision of Car for official -cum-personal use, however, the valuation for personal use of car shall be treated as perquisite in the hands of Chairman & Managing Director.
 - (v) Provision of Telephone at residence for official-cum personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the Chairman & Managing Director.
- (3) In addition to the perquisites as aforesaid, Mr. Rajneesh Oswal, Chairman & Managing Director shall also be entitled to the following benefits in accordance with the Rules of the Company, which shall not be included in the computation of ceiling on remuneration:
- (i) Contribution to Provident Fund, Super Annuity Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (iii) Encashment of leave at the end of the tenure.

- (4) Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Rajneesh Oswal, Chairman & Managing Director during the course of and in connection with the business of the Company.
- (5) No sitting fees shall be paid to Mr. Rajneesh Oswal, Chairman & Managing Director for attending the meeting of Board of Directors or any Committee thereof.

(6) MINIMUM REMUNERATION

In the event of inadequacy or absence of profits in any financial year(s) during his tenure, Mr. Rajneesh Oswal, Chairman & Managing Director will be entitled to above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration.

Necessary resolution is proposed at Item No. 1 of the aforesaid notice as special resolution.

Directors of your company recommend the above resolution for your consideration and approval.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Rajneesh Oswal, the appointee himself, Mr. Vishal Oswal and Mr. Kunal Oswal, being relatives of Mr. Rajneesh Oswal, are interested in the proposed resolution.

ITEM NO. 2

Mr. Vishal Oswal was re-appointed as Vice- Chairman & Managing Director of the Company for five years w.e.f. 1st June, 2013 to 31st May, 2018 by special resolution passed at Annual General Meeting held on 30th August, 2013 and the payment of remuneration was also approved up to 31st May, 2018 by special resolution passed at the Annual General Meeting held on 10th August, 2016. The period of approval of said re-appointment and remuneration shall expire on 31st May, 2018.

The Board of Directors in its meeting held on 7th September, 2017 has approved and recommended the re-appointment and remuneration of Mr. Vishal Oswal, Vice-Chairman & Managing Director for a period of three years i.e. from 1st September, 2017 to 31st August, 2020 on the terms and conditions as set out below and in the draft agreement which is open for inspection at Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M. The re-appointment and payment of remuneration to Mr. Vishal Oswal is subject to the approval of Shareholders in terms of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under.

The Principal terms of remuneration of Mr. Vishal Oswal, Vice- Chairman & Managing Director as approved by the Nomination and Remuneration Committee of the Company for a period starting from 1st September, 2017 are as follows:

(1) SALARY: Mr. Vishal Oswal, Vice- Chairman & Managing Director shall be paid a salary of Rs. 19,25,000/- per month.

(2) PERQUISITES AND ALLOWANCES:

- (i) The expenditure pertaining to gas, electricity, water, furnishings and other utilities including repairs will be borne/reimbursed by the Company and shall be valued as per the Income Tax Rules, 1962 or in accordance with such other directions/ clarifications as may be issued by the Ministry of Corporate Affairs, subject to maximum of Rs. 1,05,000/- per annum.
 - (ii) Fee of clubs subject to a maximum of two clubs excluding admission and life membership fees and maximum of Rs. 10,000/- per annum.
 - (iii) Leave travel concession for self and family members as per company's rules.
 - (iv) Provision of Car for official -cum-personal use, however, the valuation for personal use of car shall be treated as perquisite in the hands of Vice- Chairman & Managing Director.
 - (v) Provision of Telephone at residence for official-cum personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the Vice- Chairman & Managing Director.
- (3) In addition to the perquisites as aforesaid, Mr. Vishal Oswal, Vice- Chairman & Managing Director shall also be entitled to the following benefits in accordance with the Rules of the Company, which shall not be included in the computation of ceiling on remuneration:
- (i) Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (iii) Encashment of leave at the end of the tenure.
- (4) Reimbursement of all entertainment, traveling, hotel and other expenses incurred by Mr. Vishal Oswal, Vice- Chairman & Managing Director during the course of and in connection with the business of the Company.
- (5) No sitting fees shall be paid to Mr. Vishal Oswal, Vice- Chairman & Managing Director for attending the meeting of Board of Directors or any Committee thereof.

(6) MINIMUM REMUNERATION

In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Vishal Oswal, Vice- Chairman & Managing Director will be entitled to above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration.

Necessary resolution is proposed at Item No. 2 of the aforesaid notice as special resolution.

Directors of your company recommend the above resolution for your consideration and approval.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Vishal Oswal, the appointee himself, Mr. Rajneesh Oswal and Mr. Kunal Oswal, being relatives of Mr. Vishal Oswal, are interested in the proposed resolution.

ITEM NO. 3 & 4

Keeping in view Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company is desirous of raising finance from various banks and/or Financial Institutions and/or any other lending institutions and/or bodies corporate and/or such persons/ individuals as may be considered fit, which together with the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan(s) obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of its paid-up Capital and its free reserves. Hence, it is proposed to increase the maximum borrowing limits up to Rs. 250 Crores (Rupees Two hundred and fifty Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the company and its free reserves at any one time except with the consent of the members of the Company. Furthermore, pursuant to Section 180(1)(a) of Companies Act, 2013, in order to secure the above said borrowings (including term loan in the ordinary course of business) made by the Company it would be necessary to create charge and/or mortgage on assets or whole of the undertakings of the Company. Hence, it is proposed to increase the limits of security to be provided for borrowings upto Rs. 350 Crores (Rupees three hundred and fifty Crores only).

As per the provisions of Section 110 of the Companies Act, 2013 read with rule 22(16)(i) of Companies (Management and Administration) Rules, 2014 the resolution to secure borrowings is mandatorily required to be passed through postal ballot.

The Board recommends resolution Item Nos. 3 & 4 for the approval of members as special resolutions.

NOTICE OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested in the proposed resolutions.

Statement of the details as required under Schedule V of the Companies Act, 2013 is as under:

(1) GENERAL INFORMATION

(i) Nature of Industry:

The Company is engaged in the manufacturing of writing and printing paper from Agricultural residues.

(ii) Date of Commencement of Commercial Production: The Company started its Commercial Production in May 1982.

(iii) Financial Performance:

The Financial Performance of the Company for the financial year ended 31.03.2017 and 31.03.2016 are as under:

Rs. in lakh

| PARTICULARS | Year ended 31st March 2017 | Year ended 31st March 2016 |
|---|-------------------------------|-------------------------------|
| Total Revenues | 42,301.02 | 39,097.65 |
| Profit Before Interest and Depreciation | 4,944.17 | 2,430.35 |
| Less. Interest | 586.15 | 595.56 |
| Less. Depreciation | 796.27 | 732.93 |
| Net Profit before Tax | 3,561.75 | 1,101.86 |
| Provision for Taxation | 1,251.19 | 234.74 |
| Net Profit after Tax | 2,310.56 | 867.12 |

(iv) Export Performance and Net Foreign Exchange

Rs. in lakh

| | Year ended 31st March 2017 | Year ended 31st March 2016 |
|------------------------------|-------------------------------|-------------------------------|
| Foreign Exchange Earning | 328.71 | 250.95 |
| Less. Foreign Exchange Outgo | 3,540.48 | 2,946.50 |
| Net Foreign Exchange Earning | (3,211.77) | (2,695.55) |

(v) Foreign Investments or Collaboration: The Company has not made any investments in foreign funds/securities and has no foreign collaborations.

2. INFORMATION ABOUT THE DIRECTOR(S)

A. Name: Mr. Rajneesh Oswal

i) Back Ground Details, Job Profile and suitability:

Mr. Rajneesh Oswal aged 51 years is the Chairman & Managing Director of the Company. He joined the Company as a Director on 30th June 1989 and was made the Executive Vice- Chairman of the Company in year 2003. Thereafter, he was appointed as the Vice- Chairman & Joint Managing Director of the Company in year 2006. He was appointed as Chairman & Managing Director of the Company on 20th March, 2007. He is a Commerce Graduate and has done Masters in Business Management. He has career spanning of over two and half decades in the field of industry and administration. His vast and rich experience has enabled the Company to achieve the good progress.

Mr. Rajneesh Oswal is Director (liable to retire by rotation) of the Company. He is also holding the Office of Whole Time Director designated as Managing Director in Adinath Textiles Ltd. and Director in the following companies.

1. Adeep Investment Co.
2. Virat Investment & Mercantile Co.
3. Jagvallabh Parasnath Capital Investments (P). Ltd.
4. Oasis Share Trading (P) Ltd.

ii) Past Remuneration

Mr. Rajneesh Oswal is presently working as Chairman & Managing Director of the Company and his present remuneration was approved at 36th Annual General Meeting held on 10th August, 2016.

The remuneration drawn by Mr. Rajneesh Oswal during last three years is as under:

| Financial Year ended | (Rs. in Lakh) |
|----------------------|---------------|
| 31.03.2017 | 187.01 |
| 31.03.2016 | 136.85 |
| 31.03.2015 | 119.08 |

iii) Remuneration proposed:

The new remuneration package in the shape of Salary and Perquisites has already been stated above in the Explanatory Statement.

iv) Pecuniary relationship

Mr. Rajneesh Oswal, except his re-appointment as Chairman & Managing Director of the company has no pecuniary relation with the Company and he is related to Mr. Vishal Oswal, Vice- Chairman & Managing Director and Mr. Kunal Oswal, Whole time Director.

B. NAME: Mr. Vishal Oswal

i) Back Ground Details, Job Profile and suitability:

Mr. Vishal Oswal aged 45 years is Vice-Chairman & Managing Director of the Company. He joined the Company as Manager (Commercial & Administration). He was inducted to the Board as a Director of the Company on 31st July, 1999 and was made Whole Time Director of the Company. Mr. Vishal Oswal was made Vice-Chairman & Managing Director on 20th March 2007.

He is a Commerce Graduate and has a good experience of more than two decade in the field of management & administration.

Mr. Vishal Oswal is holding the Office of Director in the following companies:

1. Achin Investment & Mercantile Co.
2. Levina Investment & Mercantile Co.
3. Ojasvi Investment & Mercantile Co.
4. Oasis Share Trading (P) Ltd.

ii) Past Remuneration

Mr. Vishal Oswal is presently working as Vice- Chairman & Managing Director of the Company and his present remuneration was approved at 36th Annual General Meeting held on 10th August, 2016.

The Remuneration drawn by Mr. Vishal Oswal during last three years is as under:

| Financial Year ended | (Rs. in Lakh) |
|----------------------|---------------|
| 31.03.2017 | 186.92 |
| 31.03.2016 | 136.77 |
| 31.03.2015 | 119.01 |

iii) Remuneration proposed:

The new remuneration package in the shape of Salary and Perquisites has already been stated above in the Explanatory Statement.

iv) Pecuniary relationship

Mr. Vishal Oswal, except his re-appointment as Vice-Chairman & Managing Director of the company has no pecuniary relation with the Company and he is related to Mr. Rajneesh Oswal, Chairman & Managing Director and Mr. Kunal Oswal, Whole time Director.

3. Comparative Remuneration

The Remuneration proposed to be paid to Mr. Rajneesh Oswal, Chairman & Managing Director and Mr. Vishal Oswal, Vice-Chairman & Managing Director is in line with the remuneration paid to the Managing/Executive directors of the other companies. Keeping in view the type of industry and the responsibilities and capabilities, the proposed remuneration is competitive with remuneration paid by other companies to such similar positions.

4. OTHER INFORMATION

The efforts of the management during last few years have resulted in turnaround of the company. The Company did not incur losses during 2016-17.

DISCLOSURES

1. The remuneration package along with the corresponding details payable to Mr. Rajneesh Oswal, Chairman & Managing Director and Mr. Vishal Oswal, Vice-Chairman & Managing Director have already been mentioned above.
2. No performance incentive is proposed to be paid to Mr. Rajneesh Oswal or Mr. Vishal Oswal.
3. The tenure of Mr. Rajneesh Oswal as Chairman & Managing Director and Mr. Vishal Oswal as Vice-Chairman & Managing Director shall be governed by a service contract.
4. The aforesaid statements forms part of this postal ballot notice.

Annexure to Item No. 1 & 2 of the Notice

Details of Directors seeking re-appointment (in pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

| Name of the Director | Mr. Rajneesh Oswal | Mr. Vishal Oswal |
|---|---|---|
| DIN | 00002668 | 00002678 |
| Date of Birth | 27.06.1966 | 02.09.1972 |
| Date of Appointment on the Board | 30.06.1989 | 31.07.1999 |
| Expertise in specific functional areas | Management & Administration | Management & Administration |
| Qualification | MBA | Commerce Graduate |
| Directorship of other public limited companies | Adinath Textiles Limited | Adinath Textiles Limited |
| Memberships of Committees of other public limited companies (mandatory committees only) | Stakeholder's Relationship Committee (Adinath Textiles Ltd.) | NIL |
| Disclosure of relationship between directors inter-se | Mr. Rajneesh Oswal is both of Mr. Vishal Oswal and Mr. Kunal Oswal. | Mr. Vishal Oswal is both of Mr. Rajneesh Oswal and Mr. Kunal Oswal. |
| No. of Shares held in the Company | 6,250 | NIL |

Instructions for the Postal Ballot Form:

1. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send to the Scrutinizer in the enclosed self-addressed and postage pre-paid Envelope. No postage is required, however envelopes containing Postal Ballots, if sent through courier or registered post at the expense of or deposited at the address given herein by the registered member will also be accepted. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours on 11th December, 2017.
2. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the company as on 27th October, 2017.
3. The Form should be completed and signed by the sole/first named shareholder. In the absence of the first named shareholder in a joint holding, the form may be completed and signed by next named shareholder. (However, where the form is sent separately by the first named shareholder and joint holder(s), the vote of first named shareholder would be valid). There will be only one postal ballot form for every folio irrespective of the number of joint shareholder(s)
4. In case of shares held by Companies, Trusts etc the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board resolution/Authority, with signatures of Authorized Signatories.
5. Members are requested not to send any other matter along with Postal Ballot Form in the enclosed Postage Prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
7. The votes should be cast either in favour of or against by putting the (✓) mark in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both the column will be render the form and vote contained therein invalid.



SHREYANS INDUSTRIES LIMITED
CIN: L17115PB1979PLC003994

Regd. Office: Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana 141 123.
Tel.: +91-161-6574125, 98761-00948 Fax: +91-161-2685270,
Email: atl@shreyansgroup.com, Website: www.shreyansgroup.com

POSTAL BALLOT FORM

S. No.:

1. Name of the member(s) :
including joint-holders, if any

2. Registered Address of the sole :
/first named member

3. Registered Folio No. :
/DP ID No./Client ID No.

4. Nos. of shares held :

5. I/we hereby exercise my/our vote in respect of the **Special Resolutions** to be passed through Postal Ballot for the business stated in the Notice dated 7th September, 2017 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) in the appropriate box below:

| Item No. | Description of the Resolution(s) | Number of Shares for which votes cast | I/we assent to the Resolution (FOR) | I/we dissent to the Resolution (AGAINST) |
|----------|--|---------------------------------------|-------------------------------------|--|
| 1 | Re-appointment and remuneration of Mr. Rajneesh Oswal, Chairman & Managing Director | | | |
| 2 | Re-appointment and remuneration of Mr. Vishal Oswal, Vice- Chairman & Managing Director | | | |
| 3 | Borrowing powers of the Company | | | |
| 4 | Mortgage and /or Create any charge on immovable and/or movable properties of the company | | | |

Place:
Date:

(Signature of Shareholder)

| EVSN | USER ID | SEQUENCE NUMBER |
|-----------|---------|-----------------|
| 171101004 | | |

Note:

- Kindly read the instructions printed on the postal ballot notice before filling the form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is 11th December, 2017.

BUSINESS REPLY ENVELOPE

Postage
will be
paid by
addressee

BRE - L/BRP/LDM-02/2017-18
P.O. Sahabana
Chandigarh Road, Ludhiana 141 123

NO POSTAGE
NECESSARY
IF POSTED
IN INDIA

To,
The Scrutinizer,
C/o Shreyans Industries Limited
Village: Bholapur, P.O. Sahabana
Chandigarh Road, Ludhiana 141 123