

# SARTHAK INDUSTRIES LIMITED

CIN: L99999MH1982PLC136834

Regd. Office: ROOM NO. 4, ANNA BHUVAN, 3RD FLOOR, 87C DEVJI RATANSI MARG, DANA BUNDER, MUMBAL, (Maharashtra)  
400009, Phone: 022 23486740, Email: [sarthakindustries@yahoo.in](mailto:sarthakindustries@yahoo.in), website: [www.sarthakindustries.com](http://www.sarthakindustries.com)

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Date: 16.05.2017

To,  
The Bombay Stock Exchange, Mumbai,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 001

Dear Sir/ Madam,

## Sub. : Postal Ballot Notice

With reference to outcome to Board Meeting dated 11.05.2017, please find attached the copy of Notice of Postal Ballot, along with Postal Ballot Form and instructions for members for voting, for seeking Members' consent through Postal Ballot (which includes voting by electronic means) in relation to the special resolution to be passed under Section 180(1)(a), 180(1)(c), 186 of the Companies Act, 2013 and for alteration in object clause of the Company and to provide Collateral Security by the Company as mentioned in the Postal Ballot Notice.

You are requested to take the same on your records and oblige.

Yours sincerely,

For Sarthak Industries Limited

  
Amit Jain  
Company Secretary

# SARTHAK INDUSTRIES LIMITED

CIN: L99999MH1982PLC136834

Regd. Office: ROOM NO. 4, ANNA BHUVAN, 3RD FLOOR, 87C DEVJI RATANSI MARG, DANA BUNDER, MUMBAI, (Maharashtra) 400009,

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## **POSTAL BALLOT NOTICE**

### **TO THE MEMBERS OF THE COMPANY,**

NOTICE is hereby given to the members of Sarthak Industries Limited (“**the Company**”), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time, that the Special Resolutions set out below are proposed to be passed by the Members by way of Postal Ballot/Electronic Voting (“**e-voting**”).

The Company has appointed Mr. Ajit Jain, Practicing Company Secretary, Indore as a Scrutinizer for conducting postal ballot/ e-voting process in a fair and transparent manner.

Members’ consent is requested for the proposals contained in the Resolutions appended below. The Explanatory Statement under Section 102 of the Companies Act, 2013, pertaining to the said Resolutions, setting out material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (“**Form**”) for your consideration.

You are requested to carefully read the instructions printed in the Form, record their assent or dissent and return the Form, in original duly completed and signed in the enclosed self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 17<sup>th</sup> June, 2017 by 5.00 P.M.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Form(s). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the providing e-voting facility to all its members. Detailed instructions to use the e-voting facility are given in this Notice.

The Scrutinizer will submit his report to the Chairman or Whole-time Director of the Company after completion of the scrutiny of the Forms (including e-voting) and the results of the Postal Ballots will be announced on or before 20<sup>th</sup> June, 2017 through Notice Board at the Registered Office of the Company situated at Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor, 87C Devji Ratansi Marg, Dana Bunder, Mumbai, (MH) 400009. The result will also be displayed on the Company’s website at [www.sarthakindustries.com](http://www.sarthakindustries.com) and communicated to the stock exchanges where the shares of the Company are listed. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 17<sup>th</sup> June, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.

### **RESOLUTIONS:-**

#### **Item No. 1 – Authorization to the Board under Section 180(1)(c) of the Companies Act, 2013:**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution(s) passed in this regard and pursuant to the provision of section 180(1)(c) and the 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), the consent of the Company be and is hereby accorded to the Board of Directors of the Company hereinafter called the “**Board**”, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up Share Capital of the Company and its free reserves, that is to say reserves not set apart for specific purpose, provided that the maximum amount of monies so borrowed by the Board shall not at any time exceed Rs. 250.00 Crores (Rs. Two Hundred Fifty Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to this resolution.”

**Item No. 2 - Authorization to the Board under Section 180(1)(a) of the Companies Act, 2013:**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(a) and 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), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the **“Board”**, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to transfer, sell, lease, assign, deliver or otherwise dispose off, mortgage, and /or charge (in addition to the mortgages/charges previously created) all or any of the immovable and movable properties of the Company, wherever situate, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company, in such form and in such manner and on such terms and conditions as the Board may think fit, in favour of the Company’s lenders / agents / trustees in order to secure borrowings availed/to be availed by the Company or availed by others, in the course of business or for securing any loans and/or advances already obtained by the Company or others, from the Financial Institutions/Banks/ Insurance Companies/ Other Bodies Corporate or person or persons upto a sum not exceeding Rs. 250.00 Crores (Rs. Two Hundred Fifty Crores only) at any point of time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions of such creation of mortgage and/or charge and to do all such acts, deeds and things as may be necessary, usual or expedient for giving effect to this resolution and also agree to any amendment(s) thereto from time to time as it may think fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**Item No. 3 - Authorization to the Board under Section 186 of the Companies Act, 2013:**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the **“Board”**, which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make loan(s) in one or more tranches and/or give guarantee(s), provide any security(ies) in connection with loan(s) made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate upto a limit of Rs. 250.00 Crores (Rs. Two Hundred Fifty Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise the terms and conditions of such investments, loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**Item No. 4 - Alteration of Objects Clause of the Memorandum of Association of the Company:**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), and subject to such consents, approvals and permissions as may be required and also subject to such conditions that may be imposed by any authority while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (the **“Board”** which term shall be deemed to include its **“Committee of Directors”** thereof), consent of the Shareholders of the Company (**“Shareholders”**) be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by replacing the existing Clause III(b)(23) from the following Clause III(b)(23) of the Memorandum of Association of the Company:

*23. To give guarantee or provide security to secure the repayment of any money borrowed by the Company or borrowed by any other body Corporate or firm or association of persons or others and to create hypothecation or lien or mortgage upon all or any of the property or assets of the company, both present and future, including its uncalled capital to secure the repayment of the said money borrowed by the Company or borrowed by any other body Corporate or firm or association of persons or others. Also guarantee the performance of any contract or obligation of any company, firm or persons, and to guarantee the payment and repayment of the capital and principal of dividend, interest or premium payable in respect of any stock, shares and securities, debentures, debenture-stock, mortgages loan or other securities issued by any company, corporation, firm or person including bank overdrafts, bills of exchange and promissory notes.*

**.RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, expedient or desirable, and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders including to authorise one or more representatives to carry out any of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

**Item No. 5 – Authorization to provide Corporate Guarantee/ Collateral Security to M/s Anik Industries Ltd.:**

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and subject to the necessary approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to provide Corporate Guarantee/ Collateral Security on behalf of M/s Anik Industries Ltd. to HDFC Bank Limited and to create charge by way of lien or hypothecation or mortgage on Company’s property to secure the repayment of money borrowed by M/s Anik Industries Ltd.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and execute security bond to create charge and/or mortgage on Company’s property and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**Place: Indore**  
**Date: 11.05.2017**

**By order of the Board of Directors**  
**For Sarthak Industries Limited**

**Amit Jain**  
**Company Secretary**

## Notes:

1. The explanatory statement setting out the material facts in respect of the special business, as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. In case any member is desirous of obtaining a printed postal ballot form or a duplicate thereof, the same may be requested by sending an e-mail to [sarthakindustries@yahoo.in](mailto:sarthakindustries@yahoo.in). The Registrar and Transfer Agent/Company shall forward the same along with business reply envelope to the member.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on 12<sup>th</sup> May, 2017.
4. The postal ballot notice is being sent electronically by e-mail, to those members who have registered their e-mail addresses and PAN with the depositories and by permitted mode to all the remaining members whose names appear in the Company's Register of Members as at the close of the business hours on 12<sup>th</sup> May, 2017.
5. The Notice is also placed on the website of the Company i.e. [www.sarthakindustries.com](http://www.sarthakindustries.com) and on the website of Central Depository Services (India) Limited.
6. All the material documents referred to in the notice and explanatory statement are available for inspection by the members at the Company's Registered Office during business hours on all its working days from the date of dispatch of the notice till 17<sup>th</sup> June, 2017.
7. Resolutions passed by the members through postal ballot voting facility (including voting through electronic means) shall be deemed to have been passed as if they have been passed at a general meeting of the members convened on that behalf.
8. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 17<sup>th</sup> June, 2017 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.
9. Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

## 11. INSTRUCTIONS FOR VOTING:

### **Voting through Physical Postal Ballot Form:**

- (i) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, on or before Saturday, 17<sup>th</sup> June, 2017 by 5.00 P.M, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- (ii) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

### **Voting through Electronic Means (e-voting):**

The instructions for members voting electronically are as under:

- (i) The e-voting period begins on 10.00 a.m. on Friday, 19<sup>th</sup> May, 2017 and ends at 5.00 p.m. on Saturday, 17<sup>th</sup> June, 2017. During this period members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date i.e. 12<sup>th</sup> May, 2017 may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter.
- (ii) The shareholder 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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first letter of their name and the 9 digits of the sequence number (which is printed on address sticker), in the PAN field.</li> <li>In case the sequence number is less than 9 digits enter the applicable number of 0's before the number after the first character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter R000000001 in the PAN field</li> </ul>
Dividend Bank Details Or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</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 of SARTHAK 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 votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the login 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://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 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 linked in the login 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.

- (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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement, as required under section 102 of the Companies Act, 2013.**

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

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the approval of members is required where the power of the Board to borrow money (apart from temporary loan obtained or to be obtained from the Company's Bankers in the ordinary course of business) exceeds the paid up capital and free reserves, that is to say reserves not set apart for specific purpose, of the Company. The Board considered that the limit of Rs. 250 Crores may be sufficient to meet with the future financial requirements of the Company in view of its expanding business.

The Board recommends the Special Resolution at Item No. 1 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is directly or indirectly concerned or financially or otherwise interested in the Resolution.

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

The Company has been availing various credit facilities from the Financial Institutions/ Banks/ Insurance Companies/ Other Bodies Corporate or person or persons. The same is secured by way of First / Second Charge on the movable / immovable assets of the Company.

Further, in order to meet the cost of expansion, diversification and to meet growing requirement of working capital, the consent of the members is being sought to authorize the Board to transfer, sell, lease, assign, deliver or otherwise dispose off, mortgage and/ or charge to the extent of Rs. 250.00 Crores (Rs. Two Hundred Fifty Crores only) in line with the borrowing limit of Rs. 250.00 Crores as proposed for the approval u/s 180(1)(c) of the Companies Act, 2013 in Item No. 1 of the notice.

Accordingly consent of members by way of Special Resolution is required under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution at Item No. 2 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is directly or indirectly concerned or financially or otherwise interested in the Resolution.

#### **Item No. 3:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, Company, directly or indirectly can give any loan to any person or other body corporate; or give any guarantee or provide security in connection with a loan to any other body corporate or person; or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

The Board proposes to enhance the said limit upto Rs. 250.00 Crores (Rs. Two Hundred Fifty Crores only) to make investment/ give loan or security/ guarantee may be provided by the Board of Directors of the Company. In accordance with the provision of Companies Act, 2013, the said limit may also be considered as an annual limit fixed by the shareholders for extending guarantee till the time the same is fully utilized/exhausted.

Hence as per the provision of Section 186 of the Companies Act, 2013, the Board recommend the members to pass the resolution as set out in item no. 3 as a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is directly or indirectly concerned or financially or otherwise interested in the Resolution.

#### **Item No. 4:**

The Board considered that the language of Clause III(B) (23) of Memorandum of Association of the Company is slightly ambiguous and it will be better to change the same for better understanding.

In terms of the provisions of Section 13 of the Companies Act, 2013, the objects clause of the MOA can be altered only by seeking approval of the shareholders by way of passing a Special Resolution. In furtherance to the above, Rule 22 of the Companies (Management and Administration) Rules, 2014, stipulates that consent of the shareholders for this purpose shall be obtained by means of postal ballot. Accordingly, approval of the Shareholders is being sought through postal ballot by passing of Special Resolution as set out in this Postal Ballot Notice.

The copy of a) existing Memorandum and Articles of Association of the Company and b) Memorandum and Articles of Association of the Company incorporating the proposed amendment(s) thereto will be available for inspection by

the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m., upto 17<sup>th</sup> June, 2017, on all working days (except Saturday, Sunday and Public Holidays).

The Board recommends the Special Resolution at Item No. 4 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is directly or indirectly concerned or financially or otherwise interested in the Resolution.

**Item No. 5:**

HDFC Bank Ltd. has sanctioned/ to be sanctioned credit facilities to M/s Anik Industries Ltd. and for the said purpose M/s Anik Industries Ltd. is in requirement of providing Corporate Guarantee/ Collateral Security to HDFC Bank Ltd. to secure the repayment of loan and interest thereon. Being Anik Industries Ltd. and Sarthak Industries Ltd. are controlled by same promoters, Anik Industries Ltd. has requested to the Company to provide the Corporate Guarantee/ Collateral Security on its behalf to HDFC Bank Ltd.

Hence The Board recommends the Special Resolution at Item No. 5 for approval of the members.

Mr. Vijay Rathi would be deemed to be concerned or interested in passing of the aforesaid resolution as Director of M/s Anik industries Ltd. None of the other Directors of the Company is concerned or interested in the said resolution.

**Place: Indore**  
**Date: 11.05.2017**

**By order of the Board of Directors**  
**For Sarthak Industries Limited**

**Amit Jain**  
**Company Secretary**



# SARTHAK INDUSTRIES LIMITED

CIN: L99999MH1982PLC136834

Regd. Office: ROOM NO. 4, ANNA BHUVAN, 3RD FLOOR, 87C DEVJI RATANSI MARG, DANA BUNDER, MUMBAI, (Maharashtra) 400009,

Phone: 022 23486740, Email: [sarthakindustries@yahoo.in](mailto:sarthakindustries@yahoo.in), website: [www.sarthakindustries.com](http://www.sarthakindustries.com)

## POSTAL BALLOT FORM

(Kindly read the instructions printed overleaf before filling the form)

**Serial No.:**

- (1) Name of Member :  
(first name, in case of joint holding)  
(in block letters )
- (2) Registered address :
- (3) DP ID No.& Client ID No.\*/ :  
Registered Folio no.  
(\* applicable to Members holding  
shares in dematerialized form)
- (4) Number of Shares held :
- (5) I/We hereby exercise, my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 11<sup>th</sup> May, 2017, by conveying my/our assent or dissent to the said Resolutions by placing the tick ( ✓ ) mark at the appropriate box below :

Item	Description	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow money upto the maximum amount not exceeding Rs. 250.00 Crores.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to transfer, sell, lease, assign, deliver or otherwise dispose off, mortgage, and /or charge all or any of the immovable and movable properties of the Company or the whole or substantially the whole of the undertaking or undertakings of the Company upto an amount not exceeding Rs. 250.00 Crores.			
3.	Special Resolution under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors to make investments, extend guarantee, provide security upto the maximum amount not exceeding Rs. 250.00 Crores.			
4.	Special Resolution under Section 13 of the Companies Act, 2013 for alteration in the Objects Clause III(B) of the Memorandum of Association of the Company.			
5.	Special Resolution for Authorization to provide Corporate Guarantee/ Collateral Security to M/s Anik Industries Ltd.			

Place:

Date:

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(Signature of the Member)

### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	SEQUENCE NO.

Note: Last date for receipt of Postal Ballot Form by the Scrutinizer – Saturday, 17<sup>th</sup> June, 2017.

## INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot may complete the Postal Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, envelopes containing postal ballots, if deposited in person, or sent by courier at the expense of the Member will also be accepted. Members also have the option of casting their votes through electronic means. Such members may log on [www.evotingindia.com](http://www.evotingindia.com) and cast their vote, instructions for which are specified in detail in the Notice. The voting period begins on 10.00 a.m. on Friday, 19<sup>th</sup> May, 2017 and ends at 5.00 p.m. on Saturday, 17<sup>th</sup> June, 2017. The e-voting module shall also be disabled by CDSL for voting thereafter. Voting through any other form or photocopy of the postal ballot form will not be considered valid.
2. This Postal ballot Form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Service (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named member and in his absence, by the next named member.
3. Postal Ballot Form which are incomplete or unsigned or un-ticked or defective in any other manner are liable to be rejected.
4. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
5. Duly completed Postal ballot Forms should reach the Scrutinizer not later than the close of working hours at 5.00 p.m. on 17<sup>th</sup> June, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
6. Voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the name of the member as on 12<sup>th</sup> May, 2017.
7. In case of shares held by Companies, trust, societies etc, the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of duly authorized signatory giving requisite authority to the person voting on the Postal Ballot Form. In case of the Postal Ballot Form is signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office. If the same is already registered with the Company, please quote the Registration no. beneath the signature.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at point no.5 above.
9. Members may also note that the Notice of Postal Ballot will also be available on the Company's website i.e. [www.sarthakindustries.com](http://www.sarthakindustries.com) for their downloading.
10. Members are requested not to send any other paper along with the Postal ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The results of the Postal Ballots will be announced on or before 20<sup>th</sup> June, 2017 through Notice Board at the Registered Office of the Company situated at Room No. 4, Anna Bhuvan, 3<sup>rd</sup> Floor, 87C Devji Ratansi Marg, Dana Bunder, Mumbai, (MH) 400009. The result will also displayed on Company's website at [www.sarthakindustries.com](http://www.sarthakindustries.com) and communicated to the stock exchanges where the shares of the Company are listed.