

Date: 15<sup>th</sup> February, 2013

To,  
National Stock Exchange of India Limited  
The Corporate Relation Department,  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (E) Mumbai - 400 051.  
Fax :02226598237/38  
Email :cm1ist@nse.co.in

Company Name : Shekhawati Poly-Yarn Limited  
Ref.: Symbol : SPYL

**Subject : Notice of Postal Ballot u/s 192A of the Companies Act, 1956 & Calendar of Events of Postal Ballot**

**Dear Sir/Madam,**

Please find enclosed herewith the Notice of Postal Ballot u/s 192A of the Companies Act, 1956 & Calendar of Events of Postal Ballot.

Kindly take the same on your record.

Thanking You.  
Yours faithfully,

**For Shekhawati Poly-Yarn Limited**

  
Meena A. Agal  
Company Secretary & Compliance Officer



From The House of Shekhawati

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**Shekhawati Poly-Yarn Ltd.**

☆ Express Zone, 'A' Wing,  
Unit No. 1102/1103, 11th Floor,  
Patel Vatika, Off W. E. Highway,  
Malad (E), Mumbai - 400 097, India.

☎ +91 22 6116 2500 / 3256 7126  
@ ho@shekhawatiyarn.com  
www.shekhawatiyarn.com

**An ISO Certified Company**

## **SHEKHAWATI POLY-YARN LIMITED**

**Regd Office: Express Zone, "A" wing, Unit No. 1102/1103, Patel Vatika, Off. Western  
Express Highway, Malad (East), Mumbai – 400 097.**

Email: [ho@shekhawatiyarn.com](mailto:ho@shekhawatiyarn.com) website: [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com)

### **Notice of Postal Ballot pursuant to Section 192A of the Companies Act, 1956**

Dear Member(s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 to transact the following Special Business by the Members of the Company by passing through the postal ballot:

#### **Special Business:**

#### **ITEM NO. 1: SPLIT/SUB-DIVISION OF FACE VALUE OF SHARES:**

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION** :

**“RESOLVED THAT** pursuant to Section 13,14 and 94(1) and other applicable provisions of the Companies, Act, 1956 (including any modification or re-enactment thereof); the provisions of the Articles of Association of the Company and also subject to the regulation prescribed by the Government of India and further subject to guidelines, regulations and clarification issued by the Securities Exchange Board of India (SEBI) for the time being in force, and the listing agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and subject to such other statutory approvals, consents, permissions and sanctions, consent and approval of the Company be and is hereby accorded to the Board of Director of the Company (hereinafter called as the “Board”, which term shall include any duly constituted and authorised Committee thereof), to split/sub-division of every 1(One) existing Equity Shares of nominal face Value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10(Ten) equity shares of nominal face Value of Re. 1/-(Rupee One Only) each fully paid up and to fix a record date for the purpose.



**From The House of Shekhawati**

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**RESOLVED FURTHER THAT** pursuant to Section 16 and other applicable provisions of the Companies Act, 1956, Clause (V) of the Memorandum of association of the Company be and is hereby altered to incorporate therein the effect of the split/sub-division of shares from nominal face value of Rs. 10/- per share to Re. 1/- per share.

**RESOLVED FURTHER THAT** pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, Article 2 (a) of the Article of association of the Company be and is hereby substituted to give effect of the split/sub-division of shares from nominal face value of Rs. 10/- per share to Re. 1/- per share.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required.”

**ITEM NO. 2 : ALTERATION OF MEMORANDUM OF ASSOCIATION :**

To consider, and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provision of Section 13,16,94 and 95 and all other applicable provisions, if any, of the Companies Act, 1956, including amendments thereto or re-enactment thereof, the Memorandum of Association of the Company be and is hereby altered as follows :

That the existing Clause V of the Memorandum of Association of the Company be altered by following Clause as Clause V:

V. (A) “ The Authorised Share Capital of the company is Rs. 28,00,00,000/- (Rupees Twenty Eight Crores Only) divided into 28,00,00,000 (Twenty Eight Crores) Equity Shares of Re. 1/- (Rupee One Only) each, with the rights, privileges and condition attaching thereto as are provided by the regulation of the company for the time being, with power to increase and reduce the capital of Company and to divide the share in the capital for the being into several classes and to attach thereto respective such preferential, deferred, qualified of special rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate an such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company. “

V. (B) “The minimum paid-up Capital of the Company shall be Rs. 5,00,000 (Rupees Five Lacs Only)”

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required.”



**ITEM NO. 3 : ALTERATION OF ARTICLE OF ASSOCIATION :**

To consider, and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provision of Section 13,31,94 and 95 and all other applicable provisions, if any, of the Companies Act, 1956, including amendments thereto or re-enactment thereof, the Article of Association of the Company be and is hereby altered as follows :

That the existing Article 2(a) of the Article of Association of the Company shall be substituted by the following Article as Article 2(a):

“The Authorised Share Capital of the Company shall be such as given in the Clause V of the Memorandum of Association or altered, from time to time, thereat. The Company shall have power to increase consolidate, subdivide, reduce or otherwise alter its share Capital, subject to the provisions of the Act.”

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required.”

ITEM NO. 4 : SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO THE UNION TERRITORY :

To consider and, if thought fit, the following resolution as a **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to the provision of section 17 read with section 146(2) and section 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Company Law Board/Central Government/Regional Directors the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from Express Zone, “A” wing, Unit No. 1102/1103, Patel Vatika, Off. Western Express Highway, Malad (East) Mumbai – 400 097, Maharashtra to Plot No. 185/1, Naroli Village, Near Kanadi Phatak, Dadra & Nagar Haveli – 396 235 (Union Territory).”

**“RESOLVED FURTHER THAT** the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following :

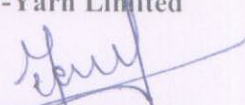
II. The Registered office of the Company will be situated in the Dadra & Nagar Haveli (Union Territory).”

**RESOLVED FURTHER THAT** the Company Secretary & Compliance Officer of the Company is be and is hereby authorised to appear before all such judicial and Quasi judicial and regulatory authorities from time to time as necessary for the above purpose and to sign and submit all such documents, agreements and other papers as required.



**RESOLVED FURTHER THAT** Any director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required in the said connection and to issue Certified True Copy of said resolution as and when required."

**By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited**

  
**Meena A. Agal**

**Company Secretary & Compliance Officer**

**Date : 11<sup>th</sup> February, 2013**

**Place : Mumbai**

**NOTES:**

1. The Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business set out above is annexed hereto.
2. Pursuant to the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 the assent or dissent of the shareholders in respect of the resolutions mentioned under the Notice dated 11<sup>th</sup> February, 2013 shall be determined through Postal Ballot.
3. The Board of Directors has appointed Mr. Vishal Manseta, Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the Postal Ballot process.
4. Voting rights shall be reckoned on the number of Equity Shares registered in the name of the shareholders as on 5<sup>th</sup> February, 2013.
5. Duly completed Postal Ballot Form (Refer instructions to the Postal Ballot form) should be received by the Scrutinizer not later than the close of working hours on 18.00 hours 13<sup>th</sup> March, 2013. Postal Ballot forms received after this date will be treated as if no reply from the shareholder has been received.
6. The self-addressed envelope attached to this Notice bears the address to which duly completed Postal Ballot form is to be sent.
7. The Board of Directors of the Company has authorised Mrs. Meena A. Agal, Company Secretary & Compliance Officer to conduct the entire Postal Ballot of Process.
8. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot to facilitate declaration of the results on the date specified below.



9. The Chairman or his authorised representative or any other Director shall announce the result of the Postal Ballot on 15<sup>th</sup> March, 2013 at 02.00 p.m. at the Registered Office of the Company.
10. The date of declaration of the Postal Ballot Result will be taken to be the date of passing of the Resolutions proposed in this Notice.
11. The Memorandum & Article of Association of the Company, Auditors' Certificate and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered office of the Company on any working day except public Holidays, between 10.30 a.m. to 5.30 p.m upto the date of the declaration of the Result of the Postal Ballot.

**Explanatory Statement pursuant to section 173(2) & 192A of the companies Act, 1956**

**ITEM NO. 1:**

The existing Authorised Share Capital of the Company is Rs. 28,00,00,000 (Rupees Twenty Eight Crores Only) comprising of 2,80,00,000 (Two Crores Eighty Lacs) Equity Shares of Rs. 10/-(Rupees Ten Only) each. The present Issued, subscribed and Paid-up Share Capital of the Company is Rs. 22,01,10,670 (Rupees Twenty Two Crores One Lacs Ten Thousand Six Hundred Seventy Only) comprising of 2,20,11,067 (Two Crores Twenty Lacs Eleven thousands Sixty Seven) Equity Shares of Rs. 10/-(Rupees Ten Only) each fully paid-up.

Accordingly, the Authorised Share Capital of the Company will be split/sub-division into 28,00,00,000 (Rupees Twenty Eight Crores only) Equity Shares of Re. 1/- (Rupee One) each. The Issued, subscribed and Paid-up Share Capital of the Company, for the purpose of split/sub-division of Equity Shares, will also be split/sub-division into 22,01,10,670 (Rupees Twenty Two Crores One Lacs Ten Thousand Six Hundred Seventy) Equity Shares of the nominal Face value of Re. 1/- (Rupee One Only) each fully paid-up.

Management believes that having a greater numbers of common shares at a reduced price per common shares will enhance the liquidity, increase investor interest in the company and its business, and bring the trading price into a more accessible range for retail investors.

The approval is sought to be given to the Board of Directors of the Company to fix the record date and issue fresh Equity Shares of the denomination of Re. 1/- each to the members in place of existing Equity Shares of Rs. 10/-each. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to effect the said matter.

Further with subsequent to the split/sub-division of the Share Capital, under section 16 and other applicable provisions of the Companies Act, 1956, the Clause V of the memorandum of Association of the company needs to be altered.



Further with subsequent to the split/sub-division of the Share Capital, under section 31 and other applicable provisions of the Companies Act, 1956, the Article 2(a) of the Article of Association of the company needs to be altered.

The proposed resolution as set out in the notice is intended to give effect to the above proposal and seeks approval of the shareholders for the split/sub-division of the Share Capital of the Company.

The Directors of the Company are deemed to be interested in the said resolution to the extent of their shareholding in the Company.

**ITEM NO. 2:**

The Authorised Share Capital of the Company is Rs. 28,00,00,000 (Rupees Twenty Eight Crores Only) comprising of 2,80,00,000 (Two Crores Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Subsequent to the split/sub-division of the Share Capital of the Company, the Authorised Share Capital of the Company will be Rs. 28,00,00,000 (Rupees Twenty Eight Crores only) comprising of 28,00,00,000 (Twenty Eight Crores) Equity Shares of Re. 1/- (Rupee One) each.

Thus as prescribed under Section 16 and other applicable provision of the Companies Act, 1956, Clause V of the Memorandum of Association of the Company needs to be altered, for which consent of the shareholders of the Company is required.

The Board of Director recommends the resolution for the approval of the shareholders.

None of the Directors of the Company are personally interested in the aforesaid resolution.

**ITEM NO. 3:**

It is proposed to substitute Article 2 (a) of the Articles of Association of the Company . The proposed clause is as follows:

“The Authorised Share Capital of the Company shall be such as given in the Clause V of the Memorandum of Association or altered, from time to time, thereat. The Company shall have power to increase consolidate, subdivide, reduce or otherwise alter its share Capital, subject to the provisions of the Act.”

Thus as prescribed under Section 31 and other applicable provision of the Companies Act, 1956, Article 2(a) of the Article of Association of the Company needs to be altered, for which consent of the shareholders of the Company is required.

The Board of Director recommends the resolution for the approval of the shareholders.

None of the Directors of the Company are personally interested in the aforesaid resolution.



#### ITEM NO. 4

The Board of Directors at their meeting held on 31<sup>st</sup> January, 2013 has decided to shift the registered office of the Company from the Express Zone, "A" wing, Unit No. 1102/1103, Patel Vatika, Off. Western Express Highway, Malad (East) Mumbai – 400 097, Maharashtra to Plot No. 185/1, Naroli Village, Near Kanadi Phatak, Dadra & Nagar Haveli – 396 235 (Union Territory). In view of majority of the Board of Directors shifting of the registered office to Dadra & Nagar Haveli (Union Territory), India would help to carry on the business activities of the Company more efficiently and smoothly, It would also help in future expansion of the business activities.

Therefore as a whole it would be in the interest of the Company, its members and general public to shift the Registered Office of the Company at Dadra & Nagar Haveli (Union Territory).

As per section 17 and 146(2) of the Companies Act, 1956 the registered office of the Company may be shifted outside the local limit of any city, town or village on the authority of the special resolution passed by the Company and subject to the confirmation of the Company Law Board/Central Government / Regional Directors, therefore, it become necessary to seek your consent by way of special resolution to give effect to such provision.

None of the directors of the Company has any interest or concern in the resolution except as members of the Company.

By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited



Meena A. Agal  
Company Secretary & Compliance Officer

Date : 11<sup>th</sup> February, 2013

Place : Mumbai

Sr.No.

**POSTAL BALLOT FORM**

- (1) Name(s) of Shareholder(s) :  
(in block letters)  
including joint-holders, if any
- (2) Registered Address of the Sole/  
First named Shareholder :
- (3) Registered Folio No. /  
DP ID No. / Client ID No. :
- (4) No. of Shares held :
- (5) I/We hereby exercise my/our vote in respect of the Ordinary / Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 11<sup>th</sup> February, 2013 by sending my/our assent or dissent to the Ordinary / Special Resolution contained therein by placing the tick (✓) mark at the appropriate box below :

(Ticks in both the boxes would render your Ballot Form invalid)

| Item No. | Description                                                                                                                                                                        | No. of Shares held | I/We assent to the Resolution (FOR) | I/We dissent to the resolution (AGAINST) |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------------------------|------------------------------------------|
| 1.       | Special Resolution for Split/Sub-division of Face Value of Shares from Rs. 10/- each to Re. 1/- each Under Section 94(1) & other applicable provisions of the Companies Act, 1956. |                    |                                     |                                          |
| 2.       | Ordinary Resolution for alteration of Clause V of Memorandum of Association Under Section 16 of Companies Act, 1956                                                                |                    |                                     |                                          |
| 3.       | Special Resolution for alteration of Article 2(a) of the Article of Association of the Company Under Section 31 of the Companies Act, 1956                                         |                    |                                     |                                          |
| 4.       | Special Resolution for Shifting of Registered Office from the State of Maharashtra to the Dadra & Nagar Haveli (Union Territory) Under Section 17 of the Companies Act, 1956.      |                    |                                     |                                          |

Place : \_\_\_\_\_

Date : \_\_\_\_\_

**(Signature of the Shareholder)**

**NOTE : PLEASE READ CAREFULLY THE INSTRUCTION PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.**

### INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to the Scrutinizer at the address given in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with attested specimen signature(s) of the duly authorized signatory/ies.
5. Unsigned Postal Ballot Form will be rejected.
6. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on 18.00 hours Wednesday, 13<sup>th</sup> March, 2013. All Postal Ballot Forms received after this date will be strictly treated as if reply from such shareholder/s has not been received.
7. Postal Ballot shall not be exercised by a Proxy.
8. Voting rights shall be reckoned on the number of Equity Shares registered in the name of the shareholders as on 5<sup>th</sup> February, 2013.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope addressed to the Scrutinizer as the Company will have no occasion to act on the same.
10. Fax copy of Postal Ballot Form will not be considered for the purpose of Postal Ballot.

**SHEKHAWATI POLY-YARN LIMITED**

**CALENDER OF EVENTS FOR POSTAL BALLOT**

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                  | Date       | Proposed Day |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------|
| 1       | Make an announcement to the Stock Exchange about holding the Board Meeting                                                                                                                                                                                                                                                                   | 22/01/2013 | Tuesday      |
| 2       | Finalise draft of the following:<br>(a) Notice u/s 192(A)<br>(b) Draft Resolution<br>(c) Explanatory Statement<br>(d) <b>Postal Ballot Form</b>                                                                                                                                                                                              | 31/01/2013 | Thursday     |
| 3       | Obtain Consent of the Scrutinizer                                                                                                                                                                                                                                                                                                            | 31/01/2013 | Thursday     |
| 4       | Hold the board meeting to the following:<br>(i) Approve the documents mentioned on 1(a) to 1(d)<br>(ii) Appoint the Scrutinizer<br>(iii) Pass Resolution nominating a Director and the Company Secretary for being responsible to complete the process of 'Postal Ballot'<br>(iv) Approve the Calender of Event for 'Postal Ballot' process. | 31/01/2013 | Thursday     |
| 5       | A copy of Board Resolution alongwith the Calender of Events to be forwarded to ROC                                                                                                                                                                                                                                                           | 07/02/2013 | Thursday     |



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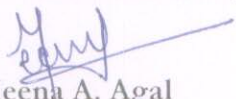
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|    |                                                                                                                                                                                              |            |           |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| 6  | Print the Notices, Ballot Forms and self addressed envelopes (bearing Scrutineer's name and address) address slips and arrange for posting.)                                                 | 07/02/2013 | Thursday  |
| 7  | Complete Dispatch of Notices of Postal Ballot (Shareholders' record to be ascertained on date as nearly as possible to the despatch date)                                                    | 11/02/2013 | Monday    |
| 8  | Release an Advertisement in Newspapers giving date of completion of dispatch and the last date of receipt of ballot forms from the shareholders (Thirty days from the last date of dispatch) | 11/02/2013 | Monday    |
| 9  | Last date of receipt of Ballot Forms from the shareholders (Thirty days from the last date of dispatch)                                                                                      | 13/03/2013 | Wednesday |
| 10 | To keep safe custody of all ballot papers in closed envelopes and put the receipt stamp as and when these are received till the last date for receiving the form                             | 13/03/2013 | Wednesday |
| 11 | Preparation of Scrutinizer' Report and submission of the same to the Chairman by the Scrutinizer                                                                                             | 15/03/2013 | Friday    |
| 12 | Declaration of results by the Chairman.                                                                                                                                                      | 15/03/2013 | Friday    |
| 13 | Results to be displayed on Notice Board & release to the Press.                                                                                                                              | 15/03/2013 | Friday    |

For Shekhawati Poly-Yarn Limited

  
 Meena A. Agal  
 Company Secretary & Compliance Officer

