



**SSTL**<sup>TM</sup>

Shree Surgovind Tradelink Limited

Date: 23<sup>rd</sup> November, 2016

To,  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

CODE NO: 531667

Dear Sir

**Sub – Information under Reg. 30 of SEBI (LODR), 2015**

As required under Reg. 30 of SEBI (Listing Obligations & Disclosure Requirements), 2015, enclosed herewith is the notice of Postal Ballot issued to the shareholders of the Company.

This is for your information.

Kindly take the same in record and oblige.

Thanking you  
Yours faithfully,

For Shree Surgovind Tradelink Ltd.

*Navin Mehta*



**Mr. Navin Mehta**  
**Director**  
**(DIN No. – 00764424)**

C.C. To:  
Ahmedabad Stock Exchange Limited,  
Kamdhenu Complex,  
Panjarapole,  
Ahmedabad: - 380 015

Security Code: 52666

CIN No.: L51901GJ1995PLC027958

Corporate Office : 2nd Floor, Sugar House, 93/95, Kazi Sayed Street, Mumbai - 400 003.  
Tel.: 6192 5555 • Fax : 022 - 2340 3222 • Website : www.sstl.co.in

Regd. Office : 103/1, 1st Floor, Angel Complex, Behind Bluestar Complex, Navjeevan, Ahmedabad - 380 014.

# **SHREE SURGOVIND TRADELINK LIMITED**

Regd off: 103 / 1, 1<sup>st</sup> Floor, Angel Complex, Behind Bluestar Complex, navjeevan, Ahmedabad, Gujarat – 380014

CIN: L51901GJ1995PLC027958

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## **NOTICE OF POSTAL BALLOT**

**To,**  
**The Members of Shree Surgovind Tradelink Limited**

**NOTICE** is hereby given that in pursuance to Section 110 of the Companies Act, 2013 (“**ACT**”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as a special resolution by way of Postal Ballot.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed special resolutions is appended herein below along with the Ballot Form (Form) for your consideration. The special resolutions mentioned herein shall be declared as passed if the number of votes cast in favour of such special resolutions is not less than the number of votes cast against the said respective special resolutions.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the form and return the same in original duly completed enclosed self addressed, postage pre-paid envelop (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e 5.00 P.M. on Saturday, 24<sup>th</sup> December, 2016. Please note that any postal Ballot form (s), received after the said date will be treated as not received.

Upon completion of the Scrutiny of the forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman or Company Secretary of the Company on Monday, 26<sup>th</sup> December, 2016 at the Registered Office of the Company.

The aforesaid result would be declared by placing it on the website of the Company and would be intimated to the Stock Exchanges where shares of the Company are listed. The date of announcement of result of Postal Ballot shall be considered to be the date of Extra Ordinary General Meeting and the date of passing the said resolutions.

### **PROPOSED RESOLUTIONS:**

To consider and, if thought fit, to pass the following resolutions as **Special Resolutions:**

#### **ITEM NO 1: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

“**RESOLVED THAT** pursuant to Sections 61(1)(a) and 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from Rs.6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000/- Equity Shares of Rs. 10/- each to Rs.8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 Equity Shares of Rs. 10/- each, which shall rank pari passu with the existing equity shares in all respects with the power to issue the new Shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time”.

**“RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association be and is hereby altered to read as follows:

V. The Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds and things as may necessary to give effect to this resolution.”

**ITEM NO 2: ALTERATION IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:**

**“RESOLVED THAT** pursuant to Section 13(1) of the Companies Act, 2013 and other applicable provisions, if any, Clause III of the Memorandum of Association consisting of the “OBJECTS CLAUSE” of the company be altered and restructured by substituting them with the revised objects clauses, the extract of which is annexed to the explanatory statement forming part of this notice.

**RESOLVED FURTHER THAT** the aforesaid alterations in the Memorandum of Association be filed on the portal of Ministry of Corporate Affairs (MCA) within the prescribed time limit to facilitate the registration of the alteration by the Registrar of Companies, Maharashtra pursuant to Section 13(9) of the Companies Act, 2013 and also to intimate the stock exchange pursuant to the SEBI (Listing Obligations & Disclosure Regulations), 2015.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, things and deeds to give effect to this resolution including determination of any question of doubt or difficulty on the matter and accept any modifications that may arise pursuant to the provisions of the Companies Act, 2013.”

**ITEM NO 3: ISSUE OF 5,22,500 EQUITY SHARES AND 14,52,500 EQUITY WARRANTS ON A PREFERENTIAL BASIS**

**“RESOLVED THAT** pursuant to Section 42 and 62 and all other applicable provisions, rules, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company, SEBI (LODR) Regulations, 2015 read with the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed, Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR) Regulations”) as amended from time to time, and other applicable Regulations/ Guidelines including Foreign Exchange Management Act, 1999, wherever applicable, subject to such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors, (hereinafter referred to as “Board” which shall include any Committee of Directors) consent of the Company be and is hereby accorded to the Board to offer, issue and allot, on preferential basis, equity shares and warrants convertible into equity share of the Company as enumerated below and the Board be and is hereby authorised to:

- A) Create, offer and allot on cash basis 5,22,500 equity shares and 14,52,500 warrants convertible into one equity shares for every equity warrant held at a price not less than the price as determined as per regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, to following applicants:

S.No.	Name of Applicant (Proposed Allottee)	Category	No. of equity shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted
1	Virat Shah	Promoter	2,61,250	7,11,250
2	Alok V Shah	Promoter	2,61,250	7,41,250
	Total		5,22,500	14,52,500

**RESOLVED FURTHER THAT** the “Relevant Date” as per Regulation 71 of SEBI (ICDR) Regulations for preferential issue of Equity Shares for the purpose of determining the issue price under Regulation 76 of SEBI ICDR Regulations shall be 30 days prior to the date of passing this Resolution.

**RESOLVED FURTHER THAT** the issue of warrants, if any, as above, shall be subject to the following terms and conditions:

- a) The warrants shall be convertible (at the option of the warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
- b) Each warrant shall be convertible into one equity share of nominal value of Rs. 10/- each at a price not less than the minimum price determined in accordance with the provision of Chapter VII of SEBI (ICDR) Regulations.
- c) The warrant holder shall, on the date of allotment of warrants, pay an amount equivalent to 25% of the total consideration per warrant.
- d) The conversion of warrants into equity shares shall be made in one or more tranches within a period of 18 months from the date of allotment of warrants.
- e) The amount referred in (c) above shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of warrants.
- f) The number of warrants and the price per warrant may be appropriately adjusted, subject to the Companies Act, 2013 and SEBI guidelines, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- g) The lock in of shares whether acquired pursuant to exercise of warrants or not shall be subject to ICDR Regulations.
- h) All the equity shares, if any, held by the proposed allottees in the Company should be in dematerialised form.

**RESOLVED FURTHER THAT**

- i) The consideration price of the Equity Shares shall be received from the Allottee 1’s Bank account and Allottee 2’s Bank Accounts for the respective allotments being made to them;

ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** the equity shares so issued and allotted shall rank pari passu with then existing equity shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modifications(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise all matters incidental thereto as it may in its absolute discretion think fit, in accordance with all applicable laws, rules and regulations for the time being in force issue and allot the Equity shares and apply for listing of such securities on the Stock Exchanges where the Equity shares of the Company are already listed as and when the Equity shares are issued and allotted through this resolution.”

**BY ORDER OF THE BOARD  
FOR SHREE SURGOVIND TRADELINK LIMITED**

**NAVIN MEHTA  
DIRECTOR**

**Place : Mumbai**

**Date : 15<sup>th</sup> November, 2016**

**Registered Office:**

**103/1, 1<sup>st</sup> Floor, Angel Complex,  
Behind Bluestar Complex,  
Navjeevan, Ahmedabad – 380014**

## NOTES:

1. The Notice of Postal Ballot is being sent to all the members by post / courier (and electronically by email to those members who have registered their e-mail ids with the Depository or with the Company), whose names appear in the Register of members/ records of depositories as on 18<sup>th</sup> November, 2016. Notice of Postal Ballot is also being sent to all the Directors and Auditor of the Company.

2. The documents referred to in the accompanying notice and the explanatory statement is open for inspection at the registered office of the Company on working days during office hours from 11 A.M. upto 6 P.M.

3. The Company, consequent upon the introduction of the Depository system (DS), entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of equity shares of the Company. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.

4. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Friday, 25<sup>th</sup> November, 2016 from 10.00 a.m. onwards and ends on Saturday, 24<sup>th</sup> December, 2016 till 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18<sup>th</sup> November, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) 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 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number(Available in the Address label pasted in the cover and/or in the e-mail sent to the members) in the PAN field.</li> <li>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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) Mr. A. Sekar, Practicing Company Secretary (Membership No. ACS 8649 and CP No. 2450), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

#### **VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

- i. A member desiring to exercise his/her vote through Postal Ballot shall complete the enclosed Postal Ballot Form with the assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business reply envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered post at the expenses of the Registered Member/Beneficial Owner will also be accepted. The Envelopes may also be deposited personally at the address given thereon. The Postal Ballot form, duly completed and signed should be returned in the enclosed self-addressed postage business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer till 5.00 p.m on or before Saturday, 24<sup>th</sup> December, 2016 to be eligible for being considered. The envelopes received after the aforesaid date shall be treated as invalid and as if no reply has been received from the Member(s).
- 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.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM NO 1: INCREASE IN AUTHORISED SHARE CAPITAL & ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.**

The Company, in order to meet its growth objectives and to strengthen its financial position requires to generate long term resources by issuing securities. It is therefore considered appropriate to increase the authorised share capital of the Company from Rs. 6 crores to Rs. 7 crores and for that purpose, the Capital Clause of the Memorandum of Association of the Company is proposed to be suitably altered. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increasing the authorised share capital and for the alteration of Capital Clause of the Memorandum of Association of the Company.

Your directors recommend this resolution for your approval as a special resolution.

None of the directors may be considered in any way concerned or interested in the proposed resolution.

**ITEM NO. 2: ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

Consequent to the coming into force of the Companies Act, 2013, the Memorandum of Association of a company shall provide only for “Objects to be pursued by the Company” (in lieu of Main Objects) and “Matters considered necessary for furtherance of the objects specified in Clause III (A)” (in lieu of “Incidental and Ancillary Objects”). Companies incorporated under the provisions of Companies Act, 1956 were also allowed to have “Other Objects”, which is not allowed now implying that all objects pursued by the company have to be classified under only two heads namely “Main Objects” and “Incidental Objects”.

Further, your company is proposing to enter into new business activities which call for re-alignment of the existing objects and also adding new clauses in the Memorandum of Association as per Annexure I attached. Such alterations require approval of the members by way of special resolution pursuant to Section 13(1) of the Companies Act, 2013.

A copy of the Memorandum of Association together with the propose alterations is available for inspection by members on all working days, except Saturdays between 11.00 a.m. and 6.00 p.m. at the Registered office of the Company.

Your directors recommend this resolution for your approval as a special resolution.

None of the directors may be considered in any way concerned or interested in the proposed resolution.

### **ITEM NO. 3: PREFERENTIAL ISSUE OF EQUITY SHARES AND EQUITY WARRANTS**

Board of Directors at their meeting held on 15<sup>th</sup> November, 2016 after considering the various sources for sourcing funds, while at the same time maintaining public shareholding at 25% post issue, deemed it appropriate to create, issue, offer and allot equity shares and warrants to the following:

- a. 2,61,250 Equity Shares and 7,11,250 Equity Warrants to be converted into 7,11,250 Equity Shares in one or more tranches to Mr. Virat Shah
- b. 2,61,250 Equity Shares and 7,41,250 Equity Warrants to be converted into 7,41,250 Equity Shares in one or more tranches to Mr. Alok V Shah

Pursuant to section 42 & 62 (1) (c) of the Companies Act, 2013 and Regulation 72(1)(a) of the SEBI (ICDR) Regulations, 2009 approval of shareholders by way of special resolution is required for:

1. Allotment & issue up to 5,22,500 equity shares and 14,52,500 convertible warrants to Promoter/Non-Promoter Investor on preferential basis.

Hence, this resolution is placed before the shareholders. The Directors recommend the resolution for your approval as a special resolution..

The following disclosures for the preferential issue of equity shares are made in accordance with the provisions of Chapter VII of ICDR Regulations and in pursuant to Rule 13(2)(d) of Companies (Share Capital and Debentures) Rules, 2014

#### **I. Objects of the issue / total number of securities to be issued /Price band within which allotment is proposed**

In order to generate long term resources for implementing future growth plans, it is proposed to issue Equity Shares and convertible warrants on preferential basis. The proceeds of the proposed allotment will strengthen the financial position of the Company. The object of the issue is to reduce the existing debt, for financing the expansion of manufacturing activity and to meet the working capital requirements of the Company.

#### **II. The proposal of the promoters, directors or key management personnel to subscribe to the offer:**

Mr Virat Shah and Mr Alok V Shah in the capacity of promoters of the company will subscribe to this preferential allotment of Equity Shares & Convertible Warrants. None of the other promoters, directors or other key management personnel intends to subscribe to this offer.

### **III. Shareholding pattern before and after the Preferential Issue**

Sr. No	Category	Pre-Preferential issue Shareholding		Post-allotment Shareholding after issuance of Equity Shares		Post Allotment Shareholding after conversion of warrants ( 1 <sup>st</sup> Tranche)		Post Allotment Shareholding after conversion of warrants ( 2 <sup>nd</sup> Tranche)	
		No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
<b>A</b>	<b>Promoter's Holding</b>								
	(i) Indian Promoters (a) Individual/HUF (b) Bodies Corporate (c)Others	2365200	47.21	2887700	52.20	3530200	57.17	4340200	62.14
	(ii)Foreign Promoters - Individual - Bodies Corporate	0	0						
	Sub Total (A)	2365200	47.21	2887700	<b>52.20</b>	3530200	57.17	4340200	62.14
<b>B</b>	<b>Non Promoters Holding</b>								
	Mutual Fund/UTI								
	FIs/Banks								
	FII's								
	Bodies Corporate								
	Residents Individuals	2644800	52.79	2644800	47.80	2644800	42.83	2644800	37.86
	NRI								
	Foreign Nationals								
	Overseas Corporate Bodies								
	Clearing Members								
	Directors/Relatives								
	Foreign Trusts								
	Indian Trust								
	Sub Total (B)	2644800	52.79	2644800	<b>47.80</b>	2644800	<b>42.83</b>	2644800	37.86
	<b>Grand Total (A+ B)</b>	<b>5010000</b>	<b>100.00</b>	<b>5532500</b>	<b>100.00</b>	<b>6175000</b>	<b>100.00</b>	<b>6985000</b>	<b>100.00</b>

Note: The above pre-issue shareholding pattern is prepared as on September 30, 2016. The post-issue shareholding pattern has been arrived on the assumption that the entire warrants proposed to be issued would be converted into equity shares.

### **IV. Proposed time within which the allotment shall be completed**

The allotment and issue of warrants are proposed to be completed within a maximum period of 15 days from the date of passing of the special resolution or where the approval of any statutory authority is pending or required, the allotment shall be completed within 15 days from date of such approval.

**V. Identity of the the natural persons who are the ultimate beneficial owners of the shares proposed to be allottee and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital**

Sr. No.	Name of allottee	Security proposed to be issued	No of securities to be allotted	% of post issue equity capital (including pre-issue holding after conversion of warrants)
1	Virat Shah	Equity Shares	2,61,250	24.99%
		Convertible warrants	7,11,250	
2	Alok V Shah	Equity Shares	2,61,250	24.53%
		Convertible warrants	7,41,250	

Note: The post-issue shareholding percentage has been arrived on the assumption that the entire 14,52,500 warrants proposed to be issued would be converted into equity shares.

The proposed allottees have not sold any shares during the six months period prior to the relevant date.

**VI. Undertaking**

The Company undertakes to re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations.

The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares shall continue to be locked in till the time such amount is paid by the allottees.

Consequent to allotment of securities on preferential basis, no change would occur in the control of the company.

During the year no preferential issue have been made by the company.

**VII. Basis for Issue Price**

The price at which each equity shares to be issued will not be less than the minimum price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

**VIII. Relevant Date**

As per Regulation 71 of SEBI (ICDR) Regulations for preferential issue of Equity Shares for the purpose of determining the issue price under Regulation 76 of SEBI ICDR Regulations shall be 26<sup>th</sup> November, 2016, i.e. 30 days prior to the date of passing this Resolution.

**IX. Terms of Issue of Equity Shares:**

The consideration price of the equity shall be received from respective allottee's banks accounts. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot

- 2,61,250 Equity Shares of face value of Rs.10/- each fully paid up and 7,11,250 Equity Warrants convertible into 7,11,250 Equity Shares to Mr. Virat Shah
- 2,61,250 Equity Shares of face value of Rs. Rs.10/- each fully paid up and 7,41,250 Equity Warrants convertible into 7,41,250 Equity Shares to Mr. Alok Shah

The Equity Shares allotted on preferential basis under SEBI (ICDR) Regulations shall be locked in for a period of three years from the date of Trading Approval to be received from the stock exchanges provided that not more than twenty per cent of the total capital of the issuer shall be locked-in for three years from the date of allotment.

Approval to be received from the Stock Exchanges (the date of trading approval) shall mean the latest date when trading approval has been granted by recognized stock exchanges i.e. BSE.

The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges. The Equity Shares to be allotted shall not be transferred by the allottees till the trading approval is granted by BSE and for a period of three years from the date of trading approval thereof as the case may be.

The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited (BSE) & Ahmedabad Stock Exchange Ltd. and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

#### **X. Statutory Auditor's Certificate**

The Company is obtaining a certificate from the Statutory Auditor of the Company that above issue is being made in accordance with the requirements contained in the aforesaid SEBI (ICDR) Regulations.

#### **XI. Justification for the allotment to be made for consideration other than cash**

The above referred allotment shall be made for cash consideration, so no justification is required.

Section 62(1)(c) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the subscribed capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company unless shareholders decide otherwise by passing a special resolution. Hence, consent of the shareholders by way of a Special Resolution is being sought.

The proposed allotment on preferential basis, if made, will not result in change in management or control of the Company as per the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.

None of the directors may be considered in any way concerned or interested in the proposed resolution.

**BY ORDER OF THE BOARD  
FOR SHREE SURGOVIND TRADELINK LIMITED**

**NAVIN MEHTA  
DIRECTOR**

**Place : Mumbai  
Dated : 15<sup>th</sup> November, 2016**

**Registered Office:  
103/1, 1<sup>st</sup> Floor, Angel Complex,  
Behind Bluestar Complex,  
Navjeevan, Ahmedabad – 380014**

Encl:

1. Postal Ballot Form
2. Pre-paid self-addressed Envelope

**“Annexure I”**

**III. The object for which the company is established are:**

**(A) OBJECTS TO BE PURSUED BY THE COMPANY:**

1. To carry on the business of manufacturing, trading, buying, selling, dealing, producing, importing, exporting, whole selling, retailing in textile goods and also to deal in business of manufacturers, producers, processors, printing on jobwork and importers, exporters, buyers, sellers and dealers in all kinds of label, textiles, yarn, fabrics, leather clothes whether synthetic or natural prepared or manufactured from nylon cellulose, viscose, polyester, acrylics, rayon, silk, artificial silk, linen narrow fabrics, cotton, wool, jute, lamp, flex, leather hession and any other fibre or fibre as materials, textile, substances, allied products, by products and substitute for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural and fibre glass into materials like cloth, tapes, ropes, yarns, twines and such other articles as may be conveniently produced or manufactured and to carry on the business of manufacturers, importers, exporters, designers, distributors, suppliers, wholesale and retail dealers of all kinds of embroidery fabrics, embroidery material, embroidery laces, bed linens, fashionable cushion materials table mats and furnishing fabrics, readymade garments, wearing apparels, fashion garments and other international and domestic traded goods and fashion accessories.
2. To carry on the business as manufacturers, traders, buyers, sellers, importers, exporters, distributors, agents, brokers, factor, stockists, commission agents and dealers of all kinds of decorative hand and machine-made readymade garments, fashion garments, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, lines, flannels, beds, spreads, quilts, scarfs, belts, tapestry and all other articles of silk, cotton, woolen and worsted materials and all sorts of apparels, dressing materials, mixed, blended products, nylon, polyester, fibres, yarn, hosiery and mixed fabrics, natural, silk fabrics, and leather garments of all kinds including all kinds of commodities.
3. To carry on in India or elsewhere the business of manufacturing, processing, Producing, dyeing, texturing, colouring, mercerizing, twisting, improving, buying, selling, reselling, importing, exporters, storing, fabricating, developing, marketing, or supplying and to act a broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, liaisoner, job worker or otherwise to deal in all types of natural and synthetic yarns and fabrics made of materials such as cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, art silk, tureen, jute, staple, fibres, cashmilon, filaments, terecotton, Como filaments, acrylics, polysomic, polypropylene, polymide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof.
4. To carry on the business of manufacturing, preparing, producing, processing, distribute, agents, refining , purchasing, packing, stocking, selling, importing, exporting, deal in all classes and kinds of mixture , compounds, forms , formulations, pharmaceuticals, antibiotics, drugs, medicines, biological, neutraceuticals, healthcare products, Bio-Products, ayurvedic, homeopathy , allopathy , and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, glycerin's, wines, cordials, liquors, soups, preservatives of foods and also to deal in medicinal goods , perfumes, cosmetics, medicines, soaps, artificial limbs, orthopedic goods , hospital requisites, proprietary medicines, medical equipment's, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, pastes, gloves, medical equipment's, liquids, iodine, medicines, and also to act as chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products and to run hospital , dispensaries, nursing homes, maternity homes, doctors at call, clinics, health camps, nursing facilities, old age homes, children homes, message center, night homes, dietician and provide training and consultancy for the same .
5. To carry on the business of mining, Import, Export, market, buy, sell, trade, stock, market in steel, Iron ore, Glass beads, iron, metals and to act as agents for the same.

**(B) MATTERS CONSIDERED NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)**

6. To acquire and takeover any business or undertaking carried on upon or in connection with / without any land or building which the company may desire to acquire as aforesaid or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto.
7. To undertake research work in professional, technical and commercial education for renovating teaching methods and teaching aids or otherwise.
8. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates and partnerships of all kinds for the purpose of acquiring and undertaking any properties and liabilities of this Company or for advancing directly the objects thereof which this Company may think expedient.
9. To acquire from and / or give to any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay out and blue prints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licences and other rights and benefits in the foregoing matters and things.
10. To grant awards, prizes, medals, certificates and other recognitions for having completed the training given by this Company or otherwise.
11. To invest any moneys of the Company not immediately required for the purposes of its business in such investments or securities as may be thought expedient including securities issued and/or guaranteed by Central or State Government, Corporations, Trusts and Financial Institutions.
12. To carry out in any part of the world all or any part of the Company's objects as principal, agent, factor, trustee, contractor either alone or in connection with any other person, firm, association, corporate body, Municipality province, state or Government or colony or dependency thereof.
13. To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage, charges upon the undertaking and all or any of the assets and properties (present and future) and the uncalled capital of the Company or by the creation and issue on such terms as may be thought expedient of debentures, debenture-stock or other securities or any description or by the issue of shares credited as fully or partly paid up.
14. To purchase or otherwise acquire, sell, dispose off, concerns and undertakings, mortgages, charges, annuities for certain period or on deferred basis, patents, licences, securities, concessions, policies, book debts and claims, any interest in real or personal property and any claims against such property or against any person or company.
15. To amalgamate, enter to partnership or into any arrangement for sharing profits or losses, union of interest, co-operation, joint ventures or reciprocal concessions with any person or company carrying on or engaged in or about to carry on or engage in or which can be carried on in connection there with or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or properties acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
16. To start, finance or participate in export based industries, negotiate, enter into agreements and contracts or collaborate with Indian and foreign companies, firms and individuals for getting or supplying and procuring technical assistance, know-how in the marketing, manufacturing, importing and exporting of any of the products.

17. To become member of and to communicate with Chamber of Commerce and other mercantile and public bodies through out the world and to advise on, concert, promote and support measures for the protection, advancement, growth of commerce and industry and for protection and welfare of persons engaged therein.
18. To take or hold mortgages, liens and charges, to secure the payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from the purchaser and others.
19. To contract with lease holders, borrowers, lenders, annuitants and others for the establishment, accumulation, provisions and payment of sinking funds, renewal funds, redemption funds and any other special funds and that either in consideration of lumpsum or of annual premium or otherwise and generally on such terms and conditions as may be arranged.
20. To undertake and execute any trust or discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled to thereof, any income, capital, annuity or other sums of moneys or other properties whether periodically or otherwise and whether in money or in specie in furtherance of any trust, discretion or other obligation or permission.
21. To lend money to any guarantee the performance of the obligations of and the payment of interest on any stocks, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this Company and generally to give any guarantee whatsoever which may be deemed likely, directly or indirectly, to bank to benefit the company or its members.
22. To train and get trained to and/or pay for training for the employees both present and future, for and in connection with the business of the Company.
23. To hold, administer, sell, realise, invest, dispose off the moneys and properties, both real and personal and to carry on, sell, realise, dispose off and deal with any estate of which the Company is executor or administrator or in any trust of which the Company is the Trustee or of which the Company is administrator or in any trust of which the Company is trustee or administrator, receiver, liquidator or agent.
24. To make deposit, enter into recognised bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators and trustees, receivers, liquidators and agents.
25. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership of a similar nature.
26. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
27. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of the same or on behalf of the public.
28. To promote, assist or take part and appear or lead evidences before any commission, investigation, inquiry, trial or hearing whether public or private relating to matters connected with any trade, business or industry.
29. To promote co-operation, hold conferences, organise and participate in meetings, maintain bureau, carry on correspondence, arrange discussions, symposiums and debates, prepare statements, reports and articles relating to any and all matters of interest to the Company.
30. To acquire by purchase, lease, assignment or otherwise lands, tenements, buildings, basements, rights and advantages of any kind whatsoever and to resell, mortgage and let on lease the same.



31. To sublet all or any of the works, contracts from time to time and upon such terms and conditions as may be thought expedient.
32. To form, manage, join or subscribe to any syndicate, pool or cartel.
33. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property in the event of winding up.
34. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licences and concession which the Company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
35. To apply for, promote and obtain any act, charter, order; regulation, privilege, concession, licence or authorisation of any Government, State or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company or for affecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings, applications which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate any of the Company's shares, debentures, debenture-stock or other securities and assets to defray the necessary costs, charges and expenses thereof.
36. To apply for, purchase or otherwise acquire, use, protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade-marks, designs, licences, copy rights, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences in respects of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
37. To establish, provide, maintain, conduct or otherwise subsidise, assist research laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on the scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
38. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of Company's objects or otherwise and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibitions for any public, general or other objects.
39. To establish, aid, support or land in the establishment and support of associations, institutions, funds, trusts, private or public, for the benefit of its employees or ex-employees, Directors, Ex-Directors of the Company or its connections in business and for persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and grant pensions, allowances, gratuities and bonus either by way of annual payment or lumpsum and to make payment towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of Directors, Ex-Directors, employees and ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grant of moneys, pensions, allowances, bonus or other payments and to provide or subscribe or

contribute towards places of instructions and recreations, hospitals, dispensaries, holiday-homes, medical and other attendance and other assistance as the Company shall think fit.

40. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration in India or any places outside India and to observe and perform awards made thereon and to do all acts, deeds, matters and things to carry out or enforce the award, in accordance with the provisions of Indian Arbitration Act.

41. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.

42. To enter into joint sector arrangements with any person, body or corporate whether in India or abroad.

43. To pay, out of the funds of the Company, all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of capital including brokerage and commission for obtaining applications for taking, placing or underwriting of shares, debentures, debenture stocks or other securities of the Company.

44. To pay for any rights or properties acquired by the Company and to pay or remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture-stocks or other securities of the Company in or about the formation or promotion of the Company or the acquisition of properties by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, debenture-stocks or other securities of the Company credited as paid-up in full or in part or otherwise as the case may be.

45. To open current or fix accounts with any bank, bankers, shroff or merchants and to pay into and draw money from such accounts and to draw, make, endorse, discount and execute all types of negotiable instruments.

46. To insure the whole or any part of the property and personnels of the Company either fully or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise.

47. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets, properties or rights.

48. To carry on any branch of a business whether in India or outside India which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to any business or branch so carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.

49. To take part in the management, supervision, conduct and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts, personnel or agents for any of such operations or purpose.

50. To purchase, take on lease or exchange, hire or otherwise acquire and dispose off any immovable or movable properties, real or personal of all kinds and of any rights or privileges which the Company may think necessary or convenient for the purpose of its business and either to retain the properties so acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.

51. To accept as consideration for or in lieu of the whole or any part of the Company's properties either land or cash or Government security or securities guaranteed by Government of shares in joint stock companies or partly the one and partly the other and such other properties or securities as may be determined by the Company and to

take back or acquire the properties so disposed off by repurchasing or taking lease the same at such price or prices and on such terms and conditions as may be agreed upon by the Company.

52. To let on lease or licence or on hire purchase or to lend any properties belonging to the Company and to finance for the purpose of any article or articles whether made by the Company or not, by way of loans or by hire purchase system.

53. To sell, purchase, mortgage, grants, easements and other rights over and in any other manner deal with the undertakings, properties, assets, both movable and immovable, rights, effects of the Company or any part thereof and whether real or personal for such consideration as the Company may think fit and in particular for shares, debentures, debenture-stock, securities of any other company whether or not having objects altogether or in part similar to those of the Company and to make advances upon the security of land and/or buildings and/or other properties movable and/or any interest therein.

54. To vest any movable or immovable properties, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

55. To undertake and execute any contracts for works involving the supply or use of any machineries and to carry out any ancillary or other works comprised in such contracts.

56. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.

57. To accept donations, gifts with such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of the law.

58. To alienate, transfer, gift, donate, settle any property of the Company with or without consideration to any person including any trust whether public or private, discretionary or specific either by revocable or irrevocable transfer or settlement and upon such terms and conditions as the Company may deem fit.

59. To explore, examine, investigate, test, make, experiment, obtain, report, opinion of experts, certificates, analysis, surveys, plants, descriptions and information in relation to any property or right which the Company may acquire or become interested in or may propose to acquire or with the view of discovering properties or rights which company may acquire or become interested in and to engage, employ, pay fees to retain the services of and send to any part of the world agents, explorers, technical experts, engineers, lawyers and counsels.

60. To adopt such means of making known the products and/or activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations.

61. To undertake, carry out, promote sponsor, contribute or assist in any activity, project for rural development including any Programme for promoting the social and economic welfare of or the upliftment of the people in rural area irrespective whether the Company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company on any Programme or project or activity of rural development and to assist execution and promotion there of either directly or in association with any other company or person or organisation or through and independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, to transfer without consideration or at such fair or concessional value and divert the ownership of the properties of the Company to or in favour of any public or local body, authority, Central or state Government or any public institution or trust or fund.

62. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or open current accounts with any individual or firms including the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machineries, goods or other properties of the Company or by the issue of the debentures or debenture-stocks, perpetual or otherwise, charged upon all or any of the Company's properties (both present and future including its uncalled capital) or by such other means as Directors may in their absolute discretion deem expedient.

63. Subject to Section 58-A of the Companies Act and Rules made thereunder and directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money to or receive money and deposit as time deposit or otherwise at interest for any purpose of the Company and at such time or times and in such manner as may be thought fit and in particular by the creation and issue of the debentures or debenture-stock, bonds, shares credited as fully or partly paid up, obligations, mortgages, charges and securities of all kinds, either perpetual or otherwise, either redeemable annuities in as and by way of securities for any such moneys so borrowed, raised or received or of any such debentures, debenture-stocks, bonds, obligations, mortgages charges and securities of all kinds, either so issued to mortgage, pledge or charge the undertaking or whole or any part of the properties, rights, assets or revenue and profits of the Company, present or future, including its uncalled capital or otherwise howsoever by trust, special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulations Act, 1949.

64. To carry on the business of warehousing in all its aspects in India and elsewhere.

65. To lend, advance, invest moneys or funds and / or provide guarantees for loans / financial assistance availed by associate companies / concerns / firms and / or companies in which it has entered into joint venture and / or its subsidiary companies and / or other companies / firms / concerns in the same group or management on an arms' length basis in the ordinary course of business in accordance with such terms and conditions as are normally prevalent in such transactions and wherever applicable in compliance with the terms and conditions stipulated for financial assistance by banks and / or financial institutions and in accordance with the provisions of the law in force from time to time.

# **SHREE SURGOVIND TRADELINK LIMITED**

Regd off: 103 / 1, 1<sup>st</sup> Floor, Angel Complex, Behind Bluestar Complex, navjeevan, Ahmedabad, Gujarat - 380014

## **POSTAL BALLOT FORM**

Name & Registered Address of the  
Sole/First Named Shareholder:-

Names of the Joint Holders  
(if any):-

Registered Folio Number/  
DP ID No./Client ID No.\*  
\*(Applicable to investors holding Shares  
in dematerialised form)

Number of Shares held:-

I/We hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated 15<sup>th</sup> November, 2016 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolution by placing the tick ( √ ) mark at the appropriate box below (tick in both the boxes will render the ballot invalid)

Sr. No.	Description	Type of Resolution	No of Shares	(FOR) I/We assent to the Resolution.	(Against) I/We dissent to the Resolution.
1.	Increase in Authorised Share capital and alteration of Capital Clause of the Memorandum of Association	Special Resolution			
2.	Alteration in the Object Clause of Memorandum of Association:	Special Resolution			
3.	Issue of 5,22,500 Equity Shares and 14,52,500 Equity Warrants on a Preferential Basis	Special Resolution			

E-mail ID :

Place :

Date :

\_\_\_\_\_  
Signature of the Member

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith.  
NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF.**

## INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m) on 24<sup>th</sup> December, 2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 24<sup>th</sup> December, 2016 providing sufficient time for postal transit. Facility of voting through electronic mode is also being provided by the Company.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 18<sup>th</sup> November, 2016.
6. In case of shares held by companies, trusts, 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 the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution / authority as mentioned under item Nos. 1 & 3 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Registered Office of the Company on 26<sup>th</sup> December, 2016. The results will thereafter be also informed to the Bombay Stock Exchange & Ahmedabad Stock Exchange.
14. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Tanvi Bobhate, 2<sup>nd</sup> floor, sugar house, 93/95, Kazi sayed Street, Mumbai – 400003, Tel No. 022 61925555 and Email to: [info@sstradelink.co.in](mailto:info@sstradelink.co.in)

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