



# PBM POLYTEX LTD.

CIN : L17110G1919PLC000495

REGD. OFFICE: OPR. STATION, POST:PETLAD: 388 450, DIST: ANAND, GUJARAT,  
PHONE: 224001, 224003, STORES: 224005 SALES: 224006, FAX: (02697) 224009  
E-Mail: pbmmlfs@patodlagroup.com Website: www.pbmpolytex.com

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before exercising your vote)

Serial No:

1. Name(s) & Registered Address of the  
Sole / First Named Member :  
(IN CAPITAL LETTERS)

2. Name(s) of the Joint-Holder(s) :  
if any,(IN CAPITAL LETTERS)

3. Registered Folio Number/ DP ID No. :  
\*Client ID No. :  
\*(Applicable to Investors holding Shares in dematerialized form)

4. Number of Ordinary Share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 6<sup>th</sup> August 2015, issued by the Company, by conveying my /our assent or dissent to the said Special Resolution by placing a tick mark (✓) in the appropriate column below:

Item No.		Type of Resolution	No. of Shares held by me/ us	I/We assent to the Resolution (FOR) Please tick (✓)	I/We dissent to the Resolution (AGAINST) Please tick (✓)
1.	Adoption of New Set of Articles of Association of the Company as per provisions of the Companies Act, 2013	Special			
2.	Adoption of Altered, rearranged and modified Object clauses of Memorandum of Association of the Company	Special			
3.	Approval for Sale of Wind Mill undertaking(s) of the Company by way of Stump Sale	Special			
4.	Creation of Charges on the Immovable Properties of the Company, both present and future, in respect of borrowings, subject to the provisions of Section 180 of the Companies Act, 2013	Special			

Place:  
Date:

Signature of the Member

Following particulars to be used only in case shareholder opts for e-voting

### Electronic Voting Particulars

Electronic Voting Sequence Number (EVSN)	# DEFAULT PAN
150805027	

In case, PAN is not updated with Depository or Company, kindly use Sequence No. for E - Voting.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Saturday, 22 <sup>nd</sup> August 2015 at 9.00 AM	Monday, 21 <sup>st</sup> September 2015 at 5.00 PM

Note: Last date for receipt of Postal Ballot Form by the Scrutinizer is 21<sup>st</sup> September 2015 at 5.00 PM

## NOTES

1. Explanatory statement and reasons for the proposed Resolutions stated hereinabove, pursuant to section 102 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 are attached.
2. The Company has appointed M/s. Samdani Shah & Associates, Company Secretaries, as Scrutinizers for conducting the Postal Ballot / e-voting process, in a fair and transparent manner.
3. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, M/s. Samdani Shah & Associates, 702, Ocean, Sarabhai Compound, Near Centre Square Mall, Vikram Sarabhai Road, Vadodara-390023, Gujarat, in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if deposited in person or sent by courier/speed post at the expense of the Member, will also be accepted. A member cannot exercise his vote by proxy on postal ballot.
4. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
5. In compliance with the provisions of section 110 of the Act read with Rules made thereunder and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all the Members of the Company to send their assent or dissent in respect of the Resolutions through Postal Ballot / e-voting contained in Notice dated 6<sup>th</sup> August 2015.
6. The vote should be cast either in favor or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
7. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot and vice versa. However, in case, shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done through physical Postal Ballot will be treated as invalid.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 7<sup>th</sup> August 2015.
9. There will be only one Postal ballot Form for every folio irrespective of the number of joint Shareholders.
10. In case shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form, should be accompanied by Certified True Copy of Board Resolution/Authority Letter.
11. A Shareholder(s) need not use all the votes or cast all the votes in the same way.
12. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. The Resolutions shall be taken as passed effectively on the date of declaration of result. The result will be declared on 24<sup>th</sup> September 2015 at the Registered Office of the Company situated at Opposite Railway Station, Petlad 388450. The result will also be posted on the website of the Company at [www.obmpolytex.com](http://www.obmpolytex.com).
14. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company at Opposite Railway Station, Petlad 388450 on all working days, except Saturday and Sunday between 11.00 AM to 5.00 PM upto 21<sup>st</sup> September 2015.



# PBM POLYTEX LTD.

CIN : L17110GJ1919PLC000495

REGD. OFFICE: OPP. STATION, POST:PETLAD: 388 450, DIST: ANAND, GUJARAT,  
PHONE: 224001, 224003, STORES: 224005 SALES: 224006, FAX: (02697) 224009  
E-Mail: pbmmills@patodiagroup.com, Website: www.pbmpolytex.com

## NOTICE OF POSTAL BALLOT

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as the Act), read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to transact the following Special business by the members of PBM Polytex Limited (hereinafter referred to as the Company) by passing the resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to you along with Postal Ballot Form for your consideration.

The Board of Directors has appointed M/s. Samdani Shah & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot / e-voting process in accordance with law and in a fair and transparent manner. You are requested to carefully read the notes printed on the back of the Postal Ballot Form and return the completed form in the enclosed self-addressed postage prepaid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of the business hours on 21<sup>st</sup> September 2015, the last date for receipt of the completed Postal Ballot Form. The Postage on the enclosed self-addressed postage prepaid envelope shall be borne and paid by the Company.

In compliance with Clause 35B of the Listing Agreement and provisions of section 108 & 110 of the Act read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the members holding shares in Demat Form and in Physical Form, to vote on the Postal Ballot by way of electronic voting / e-voting to enable Members to cast their vote electronically instead of Physical Postal Ballot Form. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide e-voting facilities to the members of the Company. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed on the back of the Postal Ballot Notice. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by electronic mode only will be considered. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) till close of business hours on 21<sup>st</sup> September 2015.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The Chairman of the Company, authorised by the Board of Directors of the Company, will announce the result of the Postal Ballot on the close of business hours on 24<sup>th</sup> September 2015 at the Registered Office situated at Opposite Railway Station, Petlad 388450 Dist: Anand, Gujarat besides being communicated to the BSE Limited and Ahmedabad Stock Exchange Limited. The results of the Postal Ballot will also be posted on the Company's website [www.pbmpolytex.com](http://www.pbmpolytex.com). The date of declaration of the results of the Postal Ballot will be taken to be the date of passing of the resolutions.

Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of the Members.

Accordingly, this Notice is hereby given to the members of the Company for seeking their approval by way of Postal Ballot for the following resolutions together with the Statement as required under section 102, of the Act, setting out the material facts and reasons for the resolutions, along with Postal Ballot Form for your consideration.

### SPECIAL BUSINESS:

#### 1. Adoption of New Set of Articles of Association of the Company as per provisions of the Companies Act, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations as contained in the Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Act as submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

#### 2. Adoption of Altered, rearranged and modified Object clauses of Memorandum of Association of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause III [A] of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub-clauses as new sub-clauses 3 after the existing sub-clause 2 in Clause III [A] :

3. To carry on the business of builders, construction contractors, developers of land and estates and to purchase, sale or lease or in exchange or otherwise acquire lands with or without any structures thereon and any interest or rights therein and to develop, alter, divide into plots and sale, transfer, lease or otherwise at any place in the World, either individually or jointly with any other entity.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause III [A] 1 & 2 of the Memorandum of Association of the

Company relating to its Main Objects and Clause III [B] of the Memorandum of Association of the Company relating to incidental or ancillary to its Main Objects be and is hereby approved as altered, re-arranged and modified clauses in substitution of the existing relevant clauses of the Memorandum of Association of the Company."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**3. Approval for Sale of Wind Mill undertaking(s) of the Company by way of Slump Sale:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) where the Shares of the Company are listed and any other law for the time being in force and subject to Secured Lender approvals and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary to be obtained from appropriate government authority (ies), Department(s), Office(s), Institution(s), Body(ies) and Agency(ies) and subject to such terms, conditions, alterations and / or modifications, if any, as may be stipulated by any authority while granting such approval(s), consent(s), permission(s) and which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as the "Board"**), which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by the Board in this behalf), consent of the members of the Company, be and is hereby accorded to the Board to sell and / or transfer any one or all Wind Mill Division(s) of the Company as a going concern on a 'Slump Sale' or otherwise, basis for a consideration as may be determined by the Board, arrived at after due negotiation and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and such matters and things, as may be necessary, including finalizing, varying and settling the terms and conditions to sell, transfer, assign, convey and deliver the Wind Mill(s) and to finalize, execute, deliver and perform such agreements (including but not limited to the Agreement to Sell Business), contracts, deeds, undertakings and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and Secured Creditors, including Governmental Authorities, Banks and Financial Institutions, suitably inform and apply to all the concerned Authorities, including in respect of its requirements of the Central and/ or State Government(s) and/ or local authorities, if required."

**4. Creation of Charges on the Immovable Properties of the Company, both present and future, in respect of borrowings, subject to the provisions of Section 180 of the Companies Act, 2013:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

**"RESOLVED THAT** in suppression of the earlier resolution passed pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its consent to the Board of Directors of the Company to create mortgages/charges/ hypothecation on all or any of the immovable properties of the Company, present and future, of the whole or substantially the whole of the undertaking of the Company, ranking pari - passu with or second or sub-servient or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from Financial Institutions, Banks, and/or any other Persons or Institutions providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills rediscounting scheme so that the total outstanding amount at any time so secured shall not exceed Rs. 150 crores (Rupees One Hundred fifty Crores Only) over and above Company's Paid Up Share Capital and Free Reserves together with interest thereon and costs, charges, expenses, and any other money payable by the Company to the concerned lenders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is, hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Registered Office:  
Opp. Railway Station,  
Patil - 388 450

By order of the Board  
For PBM Polytex Limited

(Gopal Patodia)  
Managing Director  
(DIN : 00014247)

Date: 6<sup>th</sup> August 2015

**PROCESS FOR MEMBERS OPTING E - VOTING:**

**I. In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

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

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  # Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number as printed in DEFAULT PAN field on the Postal Ballot Form for e-voting on Postal Ballot.  • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  • 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 (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly 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.

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

(x) Click on the EVSN of PBM POLYTEX LIMITED to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Note for Non - Individual shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, Custodians etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**II. In case of members receiving the physical copy:**

Use initial password as provided in the enclosed Form and follow all the steps from Sl. No. i to xvii to cast your vote.

**III. Other Instructions:**

1. The e-voting period begins on Saturday 22<sup>nd</sup> August 2015 at 9.00 AM and ends on Monday, 21<sup>st</sup> September, 2015 at 5.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 7<sup>th</sup> August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on 21.09.2015.
2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. Friday, 7<sup>th</sup> August 2015.
3. M/s Samdani Shah & Associates, a firm of Practicing Company Secretary, Vadodara, has been appointed as the Scrutinizers to scrutinize the Postal Ballot cum e-voting process in a fair and transparent manner.
4. Members who have not received the Notice and Form, can download it from the website of the Company [www.pbmpolytex.com](http://www.pbmpolytex.com) or seek a duplicate of the same from M/s Sharepro Services (India) Pvt. Ltd., Registrar and Share Transfer Agent, 416 - 420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad - 380 006.
5. 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).
6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pbmpolytex.com](http://www.pbmpolytex.com) and on the website of CSDL [www.evotingindia.com](http://www.evotingindia.com) on Thursday, 24<sup>th</sup> September 2015 and communicated to the BSE Limited and Ahmedabad Stock Exchange Limited, where the shares of the Company are listed.

**EXPLANATORY STATEMENTS IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1.**

The existing Articles of Association of the Company is based on the provisions of the Companies Act, 1956. Several regulations in the existing Articles of Association contain references to specific Sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several Clauses of the existing Articles of Association of the Company require alteration and/or deletion.

The new Articles of Association is to be substituted in place of the existing Articles of Association inter alia incorporates various provisions and Table F of Schedule I of the Companies Act, 2013, which sets out the model Articles of Association for a Company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

Accordingly, this Resolution is being placed for approval of the Members. The proposed Articles of Association is available for inspection at the Registered Office of the Company on all working days (Monday to Friday) from 11.00 AM to 05.00 PM without payment of any fees by the Members.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 1 of the Postal Ballot Notice for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their Relatives is, in any way, concerned or interested in the Resolution, except to the extent of their equity holdings in the Company.

**ITEM NO. 2.**

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return.

To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 2 of the Notice. These additional Objects may conveniently and advantageously be utilized for earning the profit for the Company.

Accordingly, the Board of Directors proposes to alter Clause III[A] of the Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No. 2.

Further, Clause III [A] 1 & 2 of the Memorandum of Association of the Company relating to its Main Objects and Clause III [B] of the Memorandum of Association of the Company relating to incidental or ancillary to its Main Objects are also proposed by the Board of Directors for approval as altered, re-arranged and modified clauses in substitution of the existing relevant clauses of the Memorandum of Association of the Company, which were drafted before many years and not in proper organized manner, as per the new Companies Act, 2013.

The proposed alteration in the Memorandum of Association is available for inspection at the Registered Office of the Company on all working days (Monday to Friday) from 11.00 AM to 05.00 PM without payment of any fees by the Members.

The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Gujarat & Dadra and Nagar Haveli, Ahmedabad as per the provisions of the Act with such modifications as may be advised by him.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is in, any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice. The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

**ITEM NO. 3.**

In order to focus on the core business area, a financing plan has been worked out. Under this plan, it is proposed to sell out or otherwise transfer Wind Mill Divisions (Undertaking) of the Company on going concern basis to ensure smooth functioning of operations. Under this plan, the Wind Mill Divisions is identified as undertaking (herein after referred to as "Business Undertaking"), which can be considered for Sale and/or transfer. The Book Value of this Business Undertaking i. e. four Wind Mills as on 31.03.2015 is Rs. 2,56,80,951/-. The management is evaluating various alternatives for the above proposals and is in discussion with various experts, consultants and other parties for deciding to sell this Business Undertaking of the Company, engaged in the business of Power Generation located at (1) Vill: Suthari, Taluka - Abdasa, Dist. Kutch (Gujarat), (2) Vill: Okha Madhi, Taluka - Dwarka, Dist. Jamnagar (Gujarat), (3) Vill: Methan, Survey No. 284, Taluka - Jamjodhpur, Dist. Jamnagar (Gujarat) and (4) Vill: Methan, Survey No. 284/3, Taluka - Jamjodhpur, Dist. Jamnagar (Gujarat), together with all related assets and liabilities to as going concern on a Slump Sale basis to any party and at such value as the Board of Directors decides in the best interest of the Company.

The Board of Directors is of the opinion that the sale / disposal of the Business Undertaking shall be in the overall best interest of the Company. The proposed Special Resolution is in Item No. 3 which provides adequate flexibility and discretion to the Board to finalise the terms of the sale of the Business Undertaking in consultation with advisors, experts or other authorities as may be required.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the sale of the whole or substantially the whole of the business undertaking of the Company requires the approval of the Shareholders by way of Special Resolution. The Directors recommend the resolution proposed at Item no. 3 of the Postal Ballot Notice for your approval.

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

**ITEM NO. 4.**

At the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2000, the Members had, by way of Ordinary Resolution and in pursuance of the provisions of Section 293(1)(a) of the Companies Act, 1956, approved creation of a mortgage or charge by way of mortgage / hypothecation on the Company's assets in favour of lenders and/or trustees to secure the amounts borrowed, including interest, charges, etc. payable thereon.

As per Section 180(1)(c) of the Companies Act, 2013, the aforesaid approval is required to be taken by way of a special resolution. However, the corresponding resolution under Companies Act, 1956 viz. Section 293(1)(d) required such approval by way of ordinary resolution. Hence, the approval of the Members authorizing the Board in the manner as set out at Item No.4 of the Notice, is therefore, being sought by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in passing of the Resolution at Item No. 4 of the Notice.

Registered Office:  
Opp. Railway Station,  
Petlad - 388 450

By order of the Board  
For PBM Polytex Limited

(Gopal Patodia)  
Managing Director  
(DIN : 00014247)

Date: 6<sup>th</sup> August 2015