

# P G INDUSTRY LIMITED

Regd. Off: A - 30, 2nd Floor, Kailash Colony, New Delhi – 110 048

CIN: L74899DL1993PLC056421

## **NOTICE OF THE POSTAL BALLOT**

### **Notice pursuant to section 110 of the Companies Act, 2013**

**NOTICE** is hereby given that pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolutions set out hereunder are proposed to be passed as special resolutions by means of postal Ballot.

The Scrutinizer will submit his report to the Chairperson of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 18<sup>th</sup> June 2015 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website [www.pgil.com](http://www.pgil.com) and intimated to Bombay Stock Exchange.

**1. Amendment in Object Clause of Memorandum of Association of the Company under section 13 of the Act:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, clause III being the Object Clause of the Memorandum of Association of the Company be and is hereby altered by substituting Main Object 1 under Sub – Clause A of Clause III as:

1. To establish and carry on trade or business of preparing, mining, cutting, polishing, processing, treating, importing, exporting, purchasing, selling of all types of marble, granite, laterite, lime stone, sand stone, slabs, tiles (including ceramic and Marble) and other building material and colour stones of every description and type, including setting, processing, trading or dealing into waste and by products arising from the mining or processing of marbles and colour stones.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to sign and file/ submit/ execute the necessary Applications/ documents/ deeds/ papers which may be required to give effect to this resolution.”

**2. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company under section 180 (1)(a) of the Act:**

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board) to sell, lease or otherwise dispose of at such consideration as the Board may think fit, the whole or substantially the whole of the factory land of the Company at Behror, Rajasthan.

**RESOLVED FURTHER THAT** any of the director be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution”.

By order of the Board of Directors  
For **P G Industry Limited**

02<sup>nd</sup> May 2015 at New Delhi

Sd/-  
**Saket Dalmia**  
Managing Director

**NOTES:**

1. Explanatory statement pursuant to sections 102 and 110 and other applicable provisions of the Companies Act, 2013, in respect of the business set out above are annexed hereto.
2. Pursuant to the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the assent or dissent of the Company in respect of the resolution under Postal Ballot Notice dated 02<sup>nd</sup> May 2015 shall be determined through Postal Ballot.
3. The Management Committee of the Board of Directors which has been authorized in this regard has appointed Mr. Neeraj Budhiraja, Practicing Chartered Accountant, New Delhi, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
4. The voting rights of the Members shall be reckoned as on 02<sup>nd</sup> May 2015 which is the cut-off date,
5. The Scrutinizer will submit their report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 18<sup>th</sup> June 2015, at the registered office of the Company and the same will also be placed on the Company's website i.e. [www.pgil.com](http://www.pgil.com). The results of the postal ballot will also be noted at the Annual General Meeting of the Company.
6. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final.
7. A member(s) is requested to carefully read the instructions printed on the Postal Ballot form before exercising vote. After completing the enclosed Postal Ballot Form, send the self-addressed Business Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the scrutinizer not later than the close of working hours on 08<sup>th</sup> June 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
8. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

**9. Voting through Electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, the 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 (India) Limited (CDSL):

**The procedure and instructions for e-voting are as follows:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME – P G INDUSTRY LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now, enter your User ID as given overleaf in the box.
- (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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat account shareholders as well as physical shareholders) as given overleaf in the box.
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.
Bank Details*	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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 for **P G INDUSTRY 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 Resolutions.
- (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 changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.

#### General Instructions:

- The e-voting period commences on 10<sup>th</sup> May, 2015 (10.00 a.m.) and ends on 08<sup>th</sup> June, 2015 (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 (record date) of Saturday, 02<sup>nd</sup> May, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013:**

### **ITEM NO. 1:**

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the company as part of diversification plans. For the purpose of the objects clause of the company which is presently very restricted in scope, requires to be so made out as to cover a wide range of similar activities to enable your company to consider embarking upon new projects and activities considered to be convenient, advantageous and feasible for the company's business. Certain incidental powers are also being added for the convenience of the Company's operations.

Your Directors recommend that the special resolution be passed.

### **ITEM NO. 2:**

The Board decided that it is no longer cost effective to hold whole of the Factory Land situated at Behror, Rajasthan. So, your directors decide to sell/transfer/dispose a portion of Factory Land.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company except with the consent of the Company by the Members through voting by postal ballot.

The Board commends the resolution for approval of the members of the Company by Special Majority.

None of the Directors is concerned or interested in the said Resolutions.

By order of the Board of Directors  
For **P G Industry Limited**

Sd/-  
Saket Dalmia  
**Managing Director**

# P G INDUSTRY LIMITED

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## POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

1.	Name of Sole/ first named member				
2	Registered Address				
3	Name(s) of Joint Holders, if any				
4	Ledger Folio / DP ID & Client ID No.				
5	Number of Shares Held				
6	I/ We exercise my/ our votes in respect of the Special Resolution to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice dated 02 <sup>nd</sup> May 2015. By sending my/our assent or dissent to the said resolution by placing (✓) mark in the appropriate box below:				
	<b>Brief Particulars of the resolution proposed</b>	<b>Please (✓) in the appropriate box below</b>			
		<b>No. of Shares</b>	<b>I/ We assent to the resolution ('FOR')</b>	<b>No. of Shares</b>	<b>I/ We dissent to the resolution ('AGAINST')</b>
	<b>Special Resolution</b> Amendment in Object Clause of Memorandum of Association of the Company under section 13 of the Act				
	<b>Special Resolution</b> To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company under section 180 (1)(a) of the Act				

Place:

Date:

.....  
Signature of the Member or the Authorized Representative  
(as per instructions overleaf)

<b>EVSN (E-Voting Sequence No.)</b>	<b>USER ID</b>	<b>Password/PIN</b>
150428001		

Note: Please read the notes/ instructions printed on the Postal Ballot Notice/ Form carefully before exercising your vote.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form 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 deposited in person or sent by courier at the expenses of the member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Management Committee of the Board of the Directors of the Company which has been authorized in this regard.
3. This form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete, incorrect Forms will be rejected.
5. Members may not use all their votes and may not cast all their votes in the same way.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Monday, 08<sup>th</sup> June, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
7. A Member may request for a duplicate Postal Ballot form if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 6 above.
8. In case of Form is signed by an Authorized representative of a Body Corporate, Trust, Societies or any other entity, a certified true copy of the Board resolution or a specific authorization of such other entity as the case may be, giving requisite authority to the person voting on the Postal Ballot Form should accompany the Postal Ballot Form.
9. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favour of such signatory should be enclosed with the Form.
10. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
11. Voting right shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. Saturday, 02<sup>nd</sup> May, 2015.
12. There should be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders and proxy shall not be exercised for Postal Ballot.
13. Members are requested not to send any other paper along with the Form in the enclosed self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
15. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice.