



LAKHOTIA POLYESTERS (INDIA) LIMITED

158/159, Samartha Sahkari Audyogik Vasahat Ltd, Pimpalgaon (Baswant),
Tal. Niphad, Dist. Nashik, Maharashtra - 422 209, India.

Telefax: 02550 - 252300; Email: info@lakhotiapolym.in; Website: www.lakhotiapolym.in

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 that the Company is seeking consent of its members for the below mentioned resolution by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Board vide its Resolution passed on April 15th, 2015 has appointed Ms. Monika Kothari, Chartered Accountant, Mumbai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer, on or before 05.30 P.M. on 23rd May, 2015. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot will be declared by the Chairman at the Registered Office of the Company. The results will also be posted on the website of the Company i.e. www.lakhotiapolym.in

The Company is pleased to provide e-voting facility to the Shareholders for transacting the businesses as stated below. Members holding shares either in physical form or in dematerialised form as on the cut-off date (record date) of 10th April, 2015, from April 24th, 2015 to May 23rd, 2015, may cast their vote electronically on the Businesses as set out in the Notice of the Postal Ballot through electronic voting system of Central Depository Services (India) Limited (CDSL).

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results.

Items of Business requiring consent of shareholders through Postal Ballot:

1. Migrate Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions, if any of Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose



of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

2. Adoption of new set of Articles of Association as per Companies Act, 2013

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the new set of Articles of Association, be and is hereby adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

3. Appointment of Mr. Sajan Choudhary as Independent Director to hold office upto March 31, 2019

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sajan Choudhary (holding DIN



06409173), Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2019.”

For Lakhotia Polyesters (India) Limited



mg.s. Lakhotia

**Madhusudan Lakhotia
Managing Director**

Place: Nashik

Date: 15th April, 2015

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013, is appended herein below.
2. The Company has appointed Ms. Monika Kothari, Chartered Accountant, of M.S. Kothari & Associates, Mumbai, to act as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on 10th April, 2015.

Voting Through Electronic Means

1. In compliance with Clause 35B of the Listing Agreement, provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
2. E-voting is optional.

INSTRUCTIONS FOR E-VOTING

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Lakhotia Polyesters (India) Limited" from the drop down menu and click on "SUBMIT"
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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">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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field.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 serial number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
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">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.

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

(ix) 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.

- (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 "Lakhotia Polyesters (India) Limited"
- (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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI 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.
 - 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 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins at April 24th, 2015 at 9.00 am and ends on May 23rd, 2015 at 5.30 pm. 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 10th April, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.



EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No 1

The Company has been listed and traded on the SME Platform for a more than two years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under Chapter XB of SEBI ICDR Regulations, 2009.

Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

Item No 2

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

The members are, therefore, requested to accord their approval, for the purpose adoption of new set of Articles of Association as per Companies Act, 2013 as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

Item No 3

Mr. Sajan Choudhary is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 12th October, 2012. Mr. Sajan Choudhary is member of various Committees, of the Board of Directors of the Company. He is non matriculate. He has served Deora Polytex Limied as Chief Accountant for more than two decades. Presently he is involved in metal scrap business through his proprietorship firm named M/s. N.C. International.

Mr. Sajan Choudhary does not hold directorship in any other Companies of India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.



In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Sajan Choudhary being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019.

A notice has been received from a member proposing Mr. Sajan Choudhary as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sajan Choudhary fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Sajan Choudhary an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sajan Choudhary as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sajan Choudhary as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Sajan Choudhary, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out.

This Explanatory Statement may also be regarded as a disclosure under the Listing agreement with the Stock Exchange.

For Lakhotia Polyesters (India) Limited



M. S. Lakhotia's
Madhusudan Lakhotia
Managing Director

Place: Nashik
Date: 15th April, 2015

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

CIN No. : - L17120MH2005PLC155146

158/159 Samarth Sahkariaudyogik Vasahat Ltd, Pimpal- Gaon (Baswant), Tal Niphad Dist Nashik, Maharashtra – 422209; Tel No. : +91 255 4220 500; Email: info@lakhotiapolym.in; Website: www.lakhotiapolym.in

Particulars required	Details
Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)	
Registered address of the sole / first named shareholder	
Registered folio No. (for those holding physical shares)	
DP ID No. and Client ID No (for those holding shares in dematerialised form).	

I/We hereby exercise my/our vote in respect of the Special / Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Resolution	Assent	Dissent
1	Resolution for migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited		
2	Adoption of New set of Articles of Association		
3	Appointment of Mr. Sajan Choudhary as Independent Director.		

Place : _____

Date : _____

(Signature of the shareholder)

✂-----✂-----✂-----✂-----✂-----✂-----✂

Electronic Voting Particulars

EVEN (E-Voting Event Number)	User Id	Password

Note: Please read the instructions printed overleaf carefully before exercising the vote

Last date for receipt of Postal ballot Forms by Scrutinizer is Saturday, May 23, 2015



INSTRUCTIONS

GENERAL INFORMATION

1. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer, on or before 05.30 P.M. on 23rd May, 2015, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Form should be completed and signed by the Shareholder(s) (as per the specimen signature furnished by Central Depository Services (India) Limited (CDSL). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
4. Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5.30 P.M. on Saturday, May 23, 2015. Postal Ballot Forms received thereafter will be considered invalid.
5. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders. Proxy shall not exercise the postal ballot.
6. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization letter, with the specimen signature(s) of the authorised signatory(ies) duly attested.
7. Votes will be considered invalid on the following grounds :
 - a. If the Ballot Form is unsigned.
 - b. If member's signature does not tally.
 - c. If the member has marked both in favour and also against in the ballot paper.
 - d. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
8. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars – Sharex Dynamic



(India) Private Limited, Luthra Ind Premises,, Unit-1, Safeed Pool, Andheri Kurla Road, Andheri East, Mumbai 400 072, Mumbai, Maharashtra 400072 or to the e-mail ID : sharexindia@vsnl.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of 5.30 PM on Saturday, May 23, 2015.

9. Voting rights shall be reckoned on the paid up Value of shares registered in the name of the shareholders as on Friday, 10th April, 2015.
10. Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" as mentioned 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 and the Company will not be able to act on the same.
11. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
12. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
13. The Company is pleased to provide e-voting facility as an alternate, for all Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional.
14. The date of declaration of the result i.e. 26th May, 2015 shall be the effective date of passing the required resolution.



LAKHOTIA POLYESTERS (INDIA) LIMITED

158/159, Samartha Sahkari Audyogik Vasahat Ltd, Pimpalgaon (Baswant),
Tal. Niphad, Dist. Nashik, Maharashtra - 422 209, India.

Telefax: 02550 - 252300; Email: info@lakhotiapoly.in; Website: www.lakhotiapoly.in

Calender of events with respect to Postal Ballot		
Sr. No.	Steps / Activities	Date
1	Date of consent given by the Scrutinizer to act as Scrutinizer	Thursday, April 09, 2015
2	Hold the Board Meeting to do the following and announce to the Stock Exchange :	Friday, April 10, 2015
	i. approve the draft Notice of Postal Ballot;	Wednesday, April 15, 2015
	ii. appoint the Scrutinizer;	
	iii. authorize any Director/Company Secretary for being responsible to complete the Postal Ballot Process; and	
	iv. approve the calendar of events.	
3	Intimation of Appointment to Scrutinizer	
4	Date of commencement of dispatch of Notice and Postal Ballot forms	Wednesday, April 22, 2015
5	Date of completion of dispatch of Notice and Postal Ballot forms	Thursday, April 23, 2015
6	Publishing Advertisement in a leading English newspaper and vernacular newspaper circulating in the state in which registered office of the Company is situated (i.e. Maharashtra) about having dispatched the ballot papers (Rule 22(3) of chapter VII)	Thursday, April 23, 2015
7	Date of Commencement of Postal Ballot	Friday, April 24, 2015
8	Last date for receiving Postal Ballot Forms by Scrutinizer.	Saturday, May 23, 2015
9	Date of submission of Results by Scrutinizer to Chairman	Monday, May 25, 2015
10	Date of declaration of the result by the Chairman or any Director authorised by the Chairman	Tuesday, May 26, 2015
11	Date of signing of the Minutes by the Chairman in which the results of the Postal Ballot is recorded	Tuesday, May 26, 2015
12	Date of returning the Postal Ballot papers, registers and other related papers to the Chairman / Company Secretary by the Scrutinizer.	Tuesday, May 26, 2015

For Lakhotia Polyesters (India) Limited

A. S. Lakhota

Director/Authorised Sign

