



LAKHOTIA POLYESTERS (INDIA) LIMITED

158/159 SamarathaSahkariAydoyogikVasahat Ltd.

Pimpal- Gaon (Baswant), Tal Niphad, District Nashik, Maharashtra- 422209

Tel: +91 2550-252300 Fax: +91 2550-252300 Website: www.lakhotiapoly.in Email: info@lakhotiapoly.in

CIN : L17120MH2005PLC155146

Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given to the members of LAKHOTIA POLYESTERS (INDIA) LIMITED ('the Company') pursuant to Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Company seeks approval of members to pass the following resolutions, by means of Postal Ballot:

1. To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy

Your consideration and approval by Postal Ballot is sought for the enclosed Resolutions. The Statement under Section 102(1) of the act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to you along with the 'Postal Ballot Form' for your consideration.

Mrs. Monika Kothari (M. S. Kothari & Associates) Practising Chartered Accountant (Membership No. 137777) has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on 24th November 2017 in the Register of Members/List of Beneficial Owners and as received from Sharex Dynamic (India) Private Limited, the Registrar and Transfer Agent of the Company. You are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolutions at the end of the Postal Ballot Form and return the duly completed and signed the Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e.1700 Hrs IST) on December 29, 2017 . Ballots received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with SEBI (LODR) Regulations, 2015 and provisions of Section 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, for all the Members of the Company. Please read carefully the instructions regarding e-voting as mentioned in Notes to this Notice of Postal Ballot.

Please note that e-voting is optional. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

Resolutions to be passed through Postal Ballot:

SPECIAL BUSINESS

Item No. 1 : To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy.

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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) M/s R R Gujrathi & Co, Chartered Accountants be and is hereby appointed as Statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s Sabadra & Sabadra, Chartered Accountants for the financial year 2017-18".

"RESOLVED FURTHER THAT M/s R R Gujrathi & Co, Chartered Accountants (FRN No. 103382W), C be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office as Statutory Auditors until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors/Committee thereof as the case may be in consultation with auditors thereon."

By Order of the Board of Directors
For LAKHOTIA POLYESTERS (INDIA) LIMITED

Sd/-
Madhusudan Lakhotia
Managing Director
DIN: 00104576

Place: Nashik

Date: 25th November 2017

Registered office:

158/159 SamarathaSahkariAydoyogikVasahat Ltd.

Pimpal- Gaon (Baswant), Tal Niphad, District Nashik, Maharashtra- 422209

Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members /List of Beneficial Owners as on the Cutoff date 24th November 2017 as received from CDSL. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cutoff date, will be considered for the purpose of voting. A person who is not a Member as on the Cutoff date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to info@lakhotiapolym.in. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the Cutoff date 24th November 2017.
8. The e-voting period commences on 29th November 2017 and ends on 29th December 2017.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 pm) on 29th December 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 p.m. on 29th December 2017, it will be considered that no reply from the Member has been received.
12. The Scrutinizer will submit his report to the Chairman or any other director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 30th December 2017 at the registered office and will also be displayed on the website of the Company (www.lakhotiapolym.in), and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 29th December 2017.

Voting through electronic means

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for members for e-voting are as under

1. Members whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from CDSL informing them of their User ID and password. Once the Members received the email, he or she will need to go through the following steps to complete the e-voting process:
 - a. Open e-mail and open PDF file viz; "Lakhotia e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on "Shareholder – Login".
 - d. Insert user ID and password as initial password noted in step (i) above. Click "Login"
 - e. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - g. Select "EVEN" (Electronic Voting Event Number) of LAKHOTIA POLYESTERS (INDIA) LIMITED.
 - h. Now you are ready for e-Voting as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.

- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at info@lakhotiapolymail.in.
 - m. In case of Members receiving Postal Ballot Form by Post:
 - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. (a) to (j) above, to cast your vote.
 - n. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for Login to cast your vote.
2. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with 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 expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon.
 - ii. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 P.M. on 29th December 2017.
 - iii. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
 - iv. 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
 - v. 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.
 - vi. 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 authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
 - vii. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by CDSL registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
 - viii. 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.
 - ix. Members are requested not to send any paper 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.
 - x. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of CDSL's E-Voting website: www.evotingindia.com You can also send your queries/ grievances relating to e-voting to the E-mail ID : info@lakhotiapolymail.in
 - xi. The cut-off date for e-voting is 24th November 2017.
 - xii. The period for e-voting starts on 29th November 2017 and ends on 29th December 2017.
 - xiii. E-voting shall be disabled by NSDL at 5.00p.m. on 29th December 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

M/s Sabadra & Sabadra, Chartered Accountants, have tendered their resignation as Statutory Auditors primarily due to pre-occupation in other assignments and they have expressed that they will not be able to continue as statutory auditors, which has resulted into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The audit committee has recommended and the Board proposes that M/s R R Gujrathi & Co, Chartered Accountants (with FRN No. 103382W), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Sabadra & Sabadra, Chartered Accountants.

M/s R R Gujrathi & Co, Chartered Accountants firm based in Nashik and has experience in the field Audit and Assurance, Tax, Consulting and Financial Advisory Services. M/s R R Gujrathi & Co, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In view of above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice dated November 25, 2017.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors
For LAKHOTIA POLYESTERS (INDIA) LIMITED**

**Sd/-
Madhusudan Lakhotia
Managing Director
DIN: 00104576**

Place: Nashik

Date: November 25, 2017

Registered office:

158/159 SamarathaSahkariAydoyogikVasahat Ltd.

Pimpal- Gaon (Baswant), Tal Niphad, District Nashik, Maharashtra- 422209

**LAKHOTIA POLYESTERS (INDIA) LIMITED**

CIN: L17120MH2005PLC155146

Registered office: 158/159 SamarathaSahkariAydyogikVasahat Ltd., Pimpal- Gaon (Baswant), Tal Niphad, District Nashik, Maharashtra- 422209, India.

Email Id: info@lakhotiapoly.in, **Website:** www.lakhotiapoly.in

POSTAL BALLOT FORM

1.	Name and Registered address of the sole/ first named Shareholder			
2.	Names(s) of joint holder(s) if any			
3.	Registered Folio No. /*Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Number of equity share held			
<input checked="" type="checkbox"/> I/we hereby exercise my/our vote in respect of the following special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 25 th November 2017 of the Company, by sending my/our assent or dissent to the said Ordinary resolution by placing the tic (✓) at the appropriate box below;				
Item No.	Description	No. of Shares held by me	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy			

Authorized Signatory/ Signature of the Shareholder/ Beneficial Owner

Place:

Dated:

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

Electronic Voting Particulars (Applicable for Individual members only)

EVEN (Electronic Voting Event Number)	User ID	*Password

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Password field.