

ANAR INDUSTRIES LIMITED
Regd. Office: 4TH FLOOR, "KARM" CORPORATE HOUSE, OPP. VIKRAMNAGAR, NR. NEWYORK TIMBER,
AMBLI - BOPAL ROAD, AHMEDABAD, GUJARAT – 380059
Phone: 079-26936006 e-mail: info@anar.co.in website: www.anar.co.in
CIN: L29199GJ1992PLC018047

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 that pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), that the resolution appended below for insertion of New Object Clauses in the Memorandum of Association of the Company is proposed to be passed by the Members through Postal Ballot/ Electronic Voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Chintan K. Patel, Partner, Patel & Associates, Company Secretaries, Ahmedabad as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before 22/03/2016 and communicated to the Stock Exchanges.

RESOLUTION:

Insertion of New Clauses in Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the shareholders of the Company be and is hereby accorded, to append following sub clause (5) and sub clause (6) after sub clause(4) of clause III (A) of the Memorandum of Association of Company:

(5) To carry on the business of manufacturing, processing, spinning, weaving, converting, trading, stocking and otherwise buying, selling, importing, exporting and dealing in textiles, cotton, silk, art silk, rayon, nylon, synthetic fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, linen, rayon and other goods or merchandise whether natural, manmade, textile felted, netted or looped and all kinds of cloth, readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.

(6) To produce, distribute and exhibit motion pictures of all kinds in any languages Indian and foreign including feature films, commercial, movies, audio-visual, advertisements, or jingly, sports documentaries, educational pictures and audiovisual pictures, slides in all branches and fields through all professions that may be discovered or offered from time to time resulting in cinematographic films, Television films, cartoon films, silent or talking, sound producing, synchronized, stereophonic, colored and bioscope film and computer animation and related productions and business of cine developer and printer, reduction and blow-up services of all varieties of film and undertake all cine laboratory services including motion picture editing, titling, recording and dubbing, sound processing, printing and duplicating in all sizes, including digital techniques.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Swetank Patel, Managing Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Place: Ahmedabad
Date: February 10, 2016

For and on behalf of the Board

SD/-
Swetank Patel
Managing Director
DIN: 00116551

Explanatory Statement as required under Section 102 of the Companies Act, 2013

The Company is presently engaged in the business of Trading of IT products and Construction business, the Company has substantial experience and expertise in the current filed of operations.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake this additional business as above, it is proposed to insert new object clauses by append sub clause (5) and sub clause (6) after sub clause (4) of clause III (A) of the Memorandum of Association of the Company.

The Board of Directors at its meeting held on 10th February, 2016 decided to insert new object clause sub clause (5) and sub clause (6) after sub clause (4) of clause III (A) in the Memorandum of Association in order to elaborate the present business and to enable the Company to carry out the above new line of business in addition to its existing Trading of IT products and Construction business. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to append above mentioned clauses of the Company and thus your approval is sought for the same.

Accordingly, Resolution is submitted to the members for the consideration and approval of members.

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

Place: Ahmedabad
Date: February 10, 2016

For and on behalf of the Board

SD/-
Swetank Patel
Managing Director
DIN: 00116551

NOTES:

1. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays.

2. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting.

The 'Step by Step' procedure and instructions for casting your vote electronically are as under:

- i. The e-voting period begins on 20th February, 2016 at 9:00 a.m. and will end at 5:00 p.m. on 20th March, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as at the cut-off date of 12th February, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 20th March, 2016 at 5:00 p.m.
- ii. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- iii. Next click on "Shareholders" tab to cast your votes.
- iv. Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
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:

PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (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 first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on address label/ sticker affixed on the back page of the Notice. 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. E.g. 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 your dividend bank details as recorded in your demat account or in the Company records for the said demat

please enter DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or member, please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that such 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. Click on the EVSN for the relevant Company (ANAR INDUSTRIES LIMITED) on which you choose 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 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 etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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

xviii. Mr. Chintan Patel, Partner, M/s. Patel & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer for conducting the e-voting process.

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 on 20th February, 2016 at 9:00 a.m. and will end at 5:00 p.m. on 20th March, 2016. 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 12th February, 2016, 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANAR INDUSTRIES LIMITED

**Reg. Office: 4TH FLOOR, "KARM" CORPORATE HOUSE, OPP. VIKRAMNAGAR, NR. NEWYORK TIMBER,
AMBLI - BOPAL ROAD, AHMEDABAD, GUJARAT - 380059
CIN: L29199GJ1992PLC018047**

POSTAL BALLOT FORM

1	Name and Registered Address of Sole / First named Shareholder/Member/Beneficial Owner	
2	Name of Joint holder(s), if any	
3	DP ID No. / Client ID No. / Registered Folio No.	
4	Number of Equity Shares held	
5	I/We hereby exercise my/our vote in respect of Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 10/02/2016 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark (v) at the appropriate box below:	

Description of the Resolution	Number of Shares for which votes cast	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
Special Resolution under of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for insertion of New Object in Main Object Clauses of the Memorandum of Association of the Company.			

Place:

Date:

Signature of the Shareholder/Beneficial Owner

Note: a) Kindly read the instructions printed overleaf before filling the form.

b) Last date of receipt of Postal Ballot Forms by Scrutinizer is 20/03/2016 (5:00 p.m.)

To,

If undelivered please return to:

ANAR INDUSTRIES LIMITED

CIN: L29199GJ1992PLC018047

4th Floor, "Karm" Corporate House,

Opp. Vikramnagar, Nr. Newyork Timber,

Ambli - Bopal Road, Ahmedabad - 380059