

ANAR INDUSTRIES LIMITED

CIN: L29199GJ1992PLC018047

Reg. Office: 4th Floor, "Karm" Corporate House, Opp. Vikramnagar,
Nr. New york Timber Mart, Ambli Bopal Road, Ahmedabad - 380059, Gujarat.

Phone No. : 079-26936006, Website: www.anar.co.in

E-mail ID: info@anar.co.in

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 110 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 are 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 each 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 08/07/2017 and communicated to the Stock Exchanges.

The resolution(s), if approved, will be taken as passed effectively on the date of declaration of the result i.e. 08/07/2017.

RESOLUTION:

Item no. 1

INSERTION OF NEW CLAUSE IN THE 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 for insertion of new objects in the Main Object Clause of the Memorandum of Association of the Company by inserting Clause no. III[A](7) as under:

To carry on in India or elsewhere either alone or jointly in financial or technical collaboration the business to explore, extract, excavate, procure, produce, pump, refine, purify, store, research, prepare, promote, prospect, process, grade, split, remove, amalgamate, barter, convert, clean, commercialize, compound, distribute, discover, handle, import, export, buy, sell, market, organize, manage, protect, provide, vaporize, condense, concentrate, dilute, mix and to act as agent, broker, stockiest, clearing & forwarding agent, transporter, consultant, engineering contractor, advisor, job worker, export house or otherwise to deal in all sorts of bio fuel, bio oil, crude, and refine petroleum oils, refined bio oil, refined bio fuel, natural gases, oleaginous and saponaceous substances, their products, by-products, residues, ingredients, derivatives, formulations, blends, mixtures, goods and materials ; and engage in operating, providing, running, chartering of ships, vessels, drilling rigs, machines and equipments and to do offshore drilling, repair and reconditioning of tubular, to provide oilfield services such as mud logging, cementing, mud engineering, wire lining and to take contracts for prospecting, searching and exploring bio oil fields, bio fuel fields, oil fields, gas fields and other mineral oils and gases and to do all incidental acts and things necessary for the attainment of these objects.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any 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: June 2, 2017

For and on behalf of the Board

SD/-

Narendra S. Ayer

Director

DIN: 00116692

Explanatory Statement as required under Section 102 (1) and 110 of the Companies Act, 2013.

Item No. 1

The Company is presently engaged in the business of Trading of electronic goods, the Company has substantial experience and expertise in the current field of operations. The Company wishes to expand its presence in oil & gas exploration and to deal in bio fuel, bio oil, crude, and refine petroleum oils, refined bio oil, refined bio fuel, natural gases, oleaginous and saponaceous substances, their products, by-products and other oil field services. The business activities mentioned above can be conveniently carried on with the existing business of the Company.

The Board of Directors decided by inserting Clause no. III[A](7) as new object to the main objects in the Memorandum of Association of the Company 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 business of Trading of electronic goods. 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 insert 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 Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

**By order of the Board
For Anar Industries Limited**

**Sd/-
Narendra S. Ayer
Director
DIN: 00116692**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. The postal ballot notice is being sent to the members whose name appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 2nd June, 2017. 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 in the Register of Members/List of Beneficial Owners as on 2nd June, 2017, will be considered for the purpose of Voting.
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 convened on that behalf.
5. The Members can opt for only one mode of voting, i.e., either by physical 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. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 2nd June, 2017. The postal ballot period commences from 9th June, 2017 (9:00 A.M.) and ends on 8th July, 2017 (5:00 P.M.).
7. 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 resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members wishing 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 Scrutinizer not later than the close of working hours (i.e., 5:00 P.M.) on 8th July, 2017, the last date for the receipt of the completed Postal Ballot Forms. 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 8th July, 2017, it will be considered that no reply from the Member has been received.
10. 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 10th July, 2017 at the registered office of the Company and will also be displayed on the Company's Website (www.anar.co.in), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.

11. 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 until the last date for receipt of votes by postal ballot/ e-voting.

VOTING THROUGH ELECTRONIC MEANS:

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

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

- i. Open your web browser during the voting period and log on to the e-voting website **www.evotingindia.com**.
- ii. Next click on "Shareholders" tab to cast your votes.
- iii. Now, select "Anar Industries Limited" from the drop down menu and click on "SUBMIT"
- 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 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 which is printed on Postal Ballot / Attendance Slip indicated 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 account or folio.

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.

- 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. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. 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 Corporate.
 - 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
- xix. **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 9th June, 2017 at 9:00 a.m. and will end at 5:00 p.m. on 8th July, 2017. 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 2nd June, 2017, 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.

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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 Resolution to be passed through Postal Ballot for the business stated in the Notice dated 02/06/2017 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:	

Sr. No.	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)
1.	Insertion of new object clause of oil & gas exploration and to deal in all sorts bio fuel, bio oil, crude, and refine petroleum oils, refined bio oil, refined bio fuel, natural gases, oleaginous and saponaceous substances, their products, by-products and other oil field services in the main object clause of the Memorandum of Association of the Company			

Place:

Date:

Signature of the Shareholder/Beneficial Owner

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

Note: a) Kindly read the instructions printed overleaf before filling the form.
b) Last date of receipt of Postal Ballot Forms by Scrutinizer is 08/07/2017 (5:00 p.m.)

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 and pre-paid postage envelope. The envelopes containing the Postal Ballots should reach the Scrutinizer not later than the close of working hours at 5:00 P.M. on 08/07/2017. All forms received after this date will be treated as if reply from the shareholders has not been received.
2. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the company as on 02/06/2017.
3. The self-addressed pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form should be completed and signed by the Sole / First named Shareholder. In the absence of the First named Shareholder in a joint holding, the Form may be completed and signed by the next named shareholder. (However, where the Form is sent separately by the First named Shareholder and Joint Holder(s), the vote of First named Shareholder would be valid).
5. There will be One Postal Ballot Form for every Folio irrespective of the number of joint shareholder(s).
6. In case of shares held by companies, trusts etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signatures of Authorized Signatories.
7. Members are requested not to send any other matter along with Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
8. Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.
9. The votes should be cast either in favour of or against by putting the (v) in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both columns will render the Form incorrect and votes contained therein invalid.

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.