



crafts India

## **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013)

**To,**

**The Member of RANGSUTRA CRAFTS INDIA LIMITED**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), that the resolutions appended are proposed to be passed by way of Postal Ballot/E-voting.

The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. For detailed instruction on E-voting/Postal Ballot, please refer to the notes appended to this notice and the Postal Ballot Form, respectively.

### **SPECIAL BUSINESSES:**

#### **1. SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 100/- PER SHARE TO RS. 10/- PER SHARE :**

**To consider and if thought fit, to pass the following resolution, with or without modification(s), as ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or statutory bodies, 1,10,000 Equity Shares of the Company having a face value of Rs. 100/- each in the Authorised Share Capital of the Company be sub-divided into 11,00,000 Equity Shares having a face value of Rs. 10/- each.

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 100/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect till the date of issue of new share certificate by Board of Directors and the Company may without requiring the surrender of

**RANGSUTRA CRAFTS INDIA LIMITED**

**CIN: U52511RJ2006PLC026497**

**Registered Office:** A-39, Karni Nagar, Lalgarh, Bikaner -334001, Rajasthan

**Contact no.:** +91-9414418313 **email:** info@rangsutra.com **website:** [www.rangsutra.com](http://www.rangsutra.com)

the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the directors of the Company be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required to give effect to the above said resolutions.”

## **2. ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

***V. The Authorised Share Capital of the Company is Rs. 1,10,00,000/- (Rupees One Crore Ten Lakh only) divided into 11,00,000 (Eleven Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.***

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the directors of the Company be and is hereby authorized to make and accept any changes, alterations or amendments as may be directed by the Regional Director/Central Government or any other Statutory and Regulatory Authorities in respect of the aforesaid matter and to sign and file the required petition/applications, affidavits, forms/e-forms to the concerned Registrar of Companies and do all such acts, deeds, matters and things as may be necessary to give effect to the above said resolutions.”

For and on behalf of Board of Directors  
**RANGSUTRA CRAFTS INDIA LIMITED**

Sd/-  
**SUMITA GHOSE**  
**MANAGING DIRECTOR**  
DIN: 01016426  
R/o: C-901, Surya Vihar,  
Dundahera, Gurgaon-122016  
Haryana

Place: New Delhi  
Date: 16<sup>th</sup> December, 2017

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of all the businesses specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot/E- voting..
3. Mr. Arun Kumar Gupta, Practicing Company Secretary has been appointed as Scrutinizer for conducting the Postal Ballot/E-voting in accordance with the law in a fair and transparent manner.
4. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during normal business hours from 09.00 A.M. to 05.00 P.M. on all working days upto the last date of receipt of duly completed postal ballot forms. .
5. The Company is pleased to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members as on the close of working hours on 16th December, 2017, i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company and to other shareholders by Speed Post/ Registered Post.
6. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on 22nd January, 2018.
7. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
8. Member desiring to exercise his vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A member can log in any number of times till he/she has voted on all the resolutions or till the end of the Voting Period. (i.e. 22nd January, 2018); whichever is earlier.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may request for the same to Mr. OP Sahu, Sr. Finance Manager of the Company at Plot No. 118, Near Phed Water Tank, Rani Bazar Industrial Area, Bikaner-334001, Rajasthan or mail at opsahu@rangsutra.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. However the duly completed Ballot Forms should reach the scrutinizer not later than Monday, the 22nd January, 2018 (5.00 PM. IST). Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.
10. A Member cannot exercise his/her vote by proxy on Postal Ballot.
11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16th December, 2017.
12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th December, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or opsahu@rangsutra.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using

“Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

13. A Member can opt for only one mode of voting, i.e. either by post or through E-voting. In case of Member(s) who cast their votes by both modes, then voting done through E-voting shall prevail and Postal Ballot forms shall be treated as invalid.
14. The Postal Ballot/E-voting period commences on 24th December, 2017 (9:00 AM IST) and ends on 22nd January, 2018 (5:00 PM IST). During this period, members holding shares in physical form as on the Cut Off Date of 16th December, 2017, may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
15. (a) Members who do not have access to E-voting facility, may send duly completed physical Postal Ballot Forms in self addressed pre paid envelop (enclosed with this Notice) so as reach the Scrutinizer not later than Monday, the 22nd January, 2018 ( 5.00 PM IST).

(b) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the E-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Scrutinizer will collate the votes downloaded/received from the E-voting/votes received through Physical Ballot to declare the final result for each of the resolutions forming part of the Notice.

(c) The Results shall be declared on 24th January, 2018. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website [www.Rangсутra.com](http://www.Rangсутra.com) and on the website of NSDL within two (2) working days of passing of the resolutions.

**16. Process and manner for members opting for E-voting are as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote by electronic means and the business may be transacted through E-voting services provided by National Securities Depository Ltd. (NSDL).

**The instructions for E-voting are as under:**

- I. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company):
    - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

*NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.*
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login

- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Rangсутra Crafts India Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csarungupta@gmail.com](mailto:csarungupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case of Members whose email IDs are not registered with the Company, their User ID and initial password/ PIN is given below.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

**NOTE:**

- a) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Shareholders are holding shares in physical mode; USER-ID is the combination of (Even No. + Folio No).

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

**Item No. 1**

**Sub-Division of Equity Shares from the face value of Rs. 100/-per share to Rs. 10/- per share**

The Existing Authorised Share Capital of the Company is Rs. 1,10,00,000 (Rupees One Crore Ten Lakh only) divided into 1,10,000 (One Lakh Ten Thousand) Equity Shares of Rs. 100/- (Rupees Hundred) each.

The Board of Directors in its meeting held on 16th December 2017 discussed and approved the proposal of restructuring the Share Capital of the Company by sub-dividing Equity Shares into face value of Rs.10/- per share in place of Rs. 100/- per share, subject to the approval of members of the Company.

The Board recommends the resolution as set out in Item. No 1 of the accompanying notice for the approval of the members of the Company as an Ordinary Resolution.

Accordingly, the Board recommends the said resolution for approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

**Item No. 2**

**Alteration of Memorandum of Association of the Company**

The proposed sub-division of the Face Value of the Equity Shares of the Company of Rs.100/- each into denomination of Rs. 10/- each requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Items No. 2, to reflect the alteration in the Authorized Share Capital of the Company, i.e. from Rs. 1,10,00,000/- (Rupees One Crore Ten Lakhs only) divided into 1,10,000 (One Lakh Ten Thousand) Equity Shares of Rs. 100/- (Rupees One Hundred only) each to 1,10,00,000 (Rupees One Crore Ten Lakhs only) divided into 11,00,000 (Eleven Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The Board recommends the resolution as set out in Items No. 2 of the accompanying notice for the approval of the members of the Company as Ordinary Resolution.

A copy of the Memorandum of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during normal business hours from 9:00 A.M. to 5:00 P.M. on all working days upto the last date of receipt of duly completed postal ballot forms. None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or

interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

**For and on behalf of Board of Directors  
RANGSUTRA CRAFTS INDIA LIMITED**

Sd/-

**SUMITA GHOSE  
MANAGING DIRECTOR**

DIN: 01016426

R/o: C-901, Surya Vihar,  
Dundahera, Gurgaon-122016  
Haryana

Place: New Delhi

Date: 16<sup>th</sup> December, 2017