

RAJVIR INDUSTRIES LIMITED

Registered Office : 1st Floor, Surya Towers, 105, Sardarpatel Road, Sec-bad - 500 003, TELANGANA, INDIA.

Phone No. : 040-6225555; **Fax No. :** 040-27840656

CIN : L17116TG2004PLC044053. **Website :** www.rajvirindustrieslimited.com



POSTAL BALLOT NOTICE

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

Dear Member(s),

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"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of E-voting / Postal Ballot.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolution as set out in the notice is 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 Annual General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolution.

The Board of Directors of the Company has appointed Sri. S.S. Marthi, Company Secretary (Membership No. FCS 1989) as the Scrutinizer for conducting the postal ballot and e-voting process thereto in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.00 Hours (IST) on 28th September, 2017.

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' in this Notice.

The Scrutinizer will submit his report to the Chairman or any Director or Company Secretary of the Company on or before October 1, 2017. The result of postal ballot (including e-voting) shall be declared on or before October 1, 2017 at the Company's registered office. In addition to the results being communicated to the BSE Limited and the National Stock Exchange of India Limited, it shall also be displayed at the Company's registered office and would also be displayed on the Company's website www.rajvirindustrieslimited.com.

SPECIAL BUSINESS

1) SALE OF FIXED ASSETS TO ANY PERSON / BODY CORPORATE / RELATED PARTY

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company to dispose of the whole, or substantially the whole of the Land, Buildings, and Plant and Machinery of the Tandur Unit of the company and / or surplus open land available with the company for such consideration but not below Rs.50 Crores. on such terms and conditions as the Chairman or the Managing Director of the company in their discretion consider beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution."

By Order of the Board of Directors
For **RAJVIR INDUSTRIES LIMITED**

Attal Anand Kumar
Company Secretary

Place: Hyderabad
Date: 21st August 2017



NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item No. 1 above, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 18th August, 2017.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post / courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.rajvirindustrieslimited.com.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

ITEM No.1

In order to clear the long term liabilities of the company and also to make the company viable your Board of Directors propose to sell the land, buildings, and Plant and Machinery in the Tandur Plant of the company and / or surplus open land available with the company This would help the company to increase its profitability.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, approval of the members is required for authorizing the Board of Directors to sell, lease or otherwise dispose off the whole or substantially whole of the undertaking(s) of the Company.

As per provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the Resolution under section 180(1)(a) of the Companies Act, 2013 can be passed only through Postal Ballot process.

None of the Directors, Key Managerial Person of the company or their relatives are concerned or interested financially or otherwise in the aforesaid special resolution.

The Board of Directors accordingly recommend the resolution set out in item no.1 of this notice for your approval as special resolution.

By Order of the Board of Directors
For **RAJVIR INDUSTRIES LIMITED**

Attal Anand Kumar
Company Secretary

Place: Hyderabad
Date: 21st August 2017

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POSTAL BALLOT FORM

Sr.No.....

1. Name and Registered Address of the Sole / first named :
member(s)
2. Name (s) of the Joint Holder(s), if any :
3. Registered Folio Number/ DP ID No / Client ID No.* :
(*Applicable for investors holding Shares in demat form)
4. Number of Ordinary Share(s) held :
5. e-voting Event Number : 107153
6. User ID :
7. Password :
8. I / We hereby exercise my /our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Sr.No	Description of Resolution	No. of Ordinary Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1	<p>“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company to dispose of the whole, or substantially the whole of the Land, Buildings, and Plant and Machinery of the Tandur Unit of the company and / or surplus open land available with the company for such consideration but not below Rs.50 Crores./- on such terms and conditions as the Chairman or the Managing Director of the company in their discretion consider beneficial to the Company.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the</p>			

Place:

Date:

(Signature of the Member)

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

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) 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.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Sri. S S Marthi, Marthi & Co, Practicing Company Secretaries, at # 6-2-941, Flat No. 201, IIIrd Floor, Moghal's Emami Mansion, Chintalbasti Road, Khairatabad, Hyderabad-500 004, 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.
- b) 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.
- c) 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.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.30 p.m. on 28th September, 2017. Postal Ballot Forms received after this date will be considered invalid.
- f) 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.
- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars XL Softech Systems Limited, 3, Sagar Society, Road NO.2, Banjara Hills, Hyderabad-500034. Or to the e-mail ID Postalballot2017@rajvirindustrieslimited.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on 28th September, 2017.
- h) 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" point 2© 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.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (A) In case of Members receiving the Postal Ballot Form by E-mail:
 - (i) Open e-mail and open PDF file viz; "Rajvir-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.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on "Shareholder – Login".
 - (iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"
 - (v) "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.
 - (vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - (vii) Select "EVEN" (Electronic Voting Event Number) of Rajvir Industries Limited.
 - (viii) Now you are ready for e-Voting as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "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) 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 spcspl@gmail.com with a copy marked to evoting@nsdl.co.in.
- (B) 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. 3A (ii) to (xii) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (D) 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 NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting to the e-mail ID: - cs@rajvirindustrieslimited.com
- (E) The period for e-voting starts on Wednesday, 30th August, 2017 and ends on Thursday, 28th September, 2017. E-voting shall be disabled by NSDL at 5:30 p.m. on Thursday, 28th September, 2017.