

**SHIVKRUPA MACHINERIES  
AND  
ENGINEERING SERVICES LIMITED**

**POSTAL BALLOT NOTICE**

**CIN: L45208MH1980PLC022506**

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Registered Office: - Old Motor Stand, Itwari, Nagpur- 440 008 - Maharashtra India  
Phone No: - 0712 -2768748 /49 Email Id: shivkrupamachineries@gmail.com



**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LIMITED**  
**(Formerly Hariganga Machineries And Engineering Services Limited)**

CIN: L45208MH1980PLC022506

Registered Office: - Old Motor Stand, Itwari, Nagpur- 440 008 – Maharashtra India

Phone No: - 0712 -2768748 /49 Email Id: [shivkrupamachineries@gmail.com](mailto:shivkrupamachineries@gmail.com)

Corporate Office: - F-24, First Floor, Raghuleela Mega Mall, Behind Painsur Depot, Kandivali  
(West) Mumbai - 400067 –Maharashtra, India

Phone No.:- +91-22-65202220 Website: [www.shivkrupamachineries.com](http://www.shivkrupamachineries.com)

**POSTAL BALLOT 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 pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as “**the Act**”), read together with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of **Shivkrupa Machineries And Engineering Services Limited** (hereinafter referred to as “**the Company**”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto alongwith a postal ballot form (hereinafter referred to as “**the Postal Ballot Form**”) for your consideration.

The Board of Directors of the Company has appointed Mr. Jaymin Modi (ACS- 44248), (CP 16948) Proprietor of M/S. Jaymin Modi & Co, Bhayander, (East), Thane, Practicing Company Secretary, the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The businesses of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Friday, the 3<sup>rd</sup> February, 2017 at 9.00 a.m. and ends on Saturday, the 4<sup>th</sup> March, 2017, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Saturday, the 4<sup>th</sup> March, 2017 at the Company's Registrar and Share Transfer Agent namely M/s Adroit Corporate Services Pvt. Ltd, Unit :- **Shivkrupa Machineries And Engineering Services Limited**, 17/18/19/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400059 [Tel: 022 - 42270400](tel:022-42270400) Website: [www.adroitcorporate.com](http://www.adroitcorporate.com) Email: [pratapp@adroitcorporate.com](mailto:pratapp@adroitcorporate.com). Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Saturday, the 4<sup>th</sup> March, 2017 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence; any person authorized by him, on Tuesday, 7<sup>th</sup> March, 2017 at 5.00 p.m. at the Corporate Office of the Company and will be displayed on the notice board at the Registered and Corporate office of the Company. The results of the postal ballot will also be posted on the Company's website: - [www.shivkrupamachineries.com](http://www.shivkrupamachineries.com) and on the website of National Securities Depository Limited, besides communicating to the stock exchange i.e. BSE Limited

## **SPECIAL BUSINESS**

### **Item No.1:- CHANGE IN OBJECT CLAUSE**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies ( Incorporation) Rules, 2014 and Regulations framed thereunder (including any statutory modification(s) or re enactment(s)thereof for the time being in force)and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration of the Object Clauses of the Memorandum of Association of the Company by insertion of new clause no. 1A forming part of III-(A) of Main Object of the Memorandum of Association of the Company after existing clause no. 1 which is as follows;

1A. To carry on the business as manufacturers, buyers, sellers, assembling or distributing processors, founders, forgers, converters, fabricators, assemblers, importers, exporters, agents, buyers, and sellers of all types of metal, alloys, castings, automobile parts, machine tools, tractor parts, all types of machinery, plant equipment, component, spares, tools, engineering goods and accessories including zigs and fixtures, bolts and nuts, screws of any size and design for motor vehicles, or components parts thereof, chassis motors, buses lorries, omnibuses, engines, locomotives; scooters, tracks, tractors and other vehicle and component or motor vehicle parts, Tools, implements, spare parts, accessories, materials and allied products of automobiles industry for use as original equipment or otherwise and processing, assembling, jobbing, fabricating, manufacturing and marketing and dealers of automobile accessories and spares, automotive parts connect therewith.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the alteration in object clause thereof with the Registrar of Companies, Maharashtra, Mumbai and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

## ITEM NO. 2: CHANGE OF NAME

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14 and 15 read with (Incorporation) Rules, 2014, ( the “Rules”)and other applicable provisions if any of the companies Act, 2013 read with ( Management and Administration) Rules, 2014 ( the “rules”) including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs, Stock Exchanges where the shares of the company are listed and other authorities as may be applicable and subject to such terms. Conditions, amendments or modifications, as may be required or suggested by Statutory authorities, the name of the company be and is hereby changed from” **Shivkrupa Machineries And Engineering Services Limited**” to **“Pritika Auto Industries Limited”** or such other name as may be approved by the Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** pursuant to Section 13, 14, 15 and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactment thereof) the name of the company **“Shivkrupa Machineries And Engineering Services Limited”** where ever it appears in the Memorandum and Articles of Association of the company or elsewhere; be substituted by the new name **“Pritika Auto Industries Limited”** or such other name as may be made available for adoption by the Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the change of name thereof with the Registrar of Companies, Maharashtra, Mumbai and stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed change of name and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**Item No.3:- SHIFTING OF REGISTERED OFFICE FROM THE STATE OF MAHARASHTRA TO THE STATE OF PUNJAB**

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

**“RESOLVED THAT** subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read alongwith Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, Western Region or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra situated at Old Motor Stand, Itwari, Nagpur- 440 008 - Maharashtra India to the State of Punjab to be situated at C-94, Phase VII, Industrial Focal Point, S.A.S.Nagar ( Mohali) -160 055 - Punjab.

**RESOLVED FURTHER THAT** pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, Western Region or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

II. ‘The Registered Office of the Company will be situated in the State of Punjab.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director Western Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Maharashtra, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government , the Regional Director, Western Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

**By Order of the Board of Directors  
For Shivkrupa Machinerics And Engineering Services Limited,**

**Sd/-  
Vedant Bhatt  
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 25<sup>th</sup> January, 2017

**Encl.:**

1. Explanatory Statement
2. Postal Ballot Form and Self Addressed Postage-Prepaid envelop

## Notes:

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.
2. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) for the purpose of e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the notes under section "voting through electronic means" in the notice.
3. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Tuesday, 7<sup>th</sup> March, 2017.
5. The notice, together with the documents accompanying the same, is being sent to all the members, by permitted mode (and electronically by e-mail to those members who have registered their e-mail ids with the Company's Registrar and share Transfer agents / CDSL/NSDL) whose names appear in the Register of Members/ list of beneficial owners as received from CDSL and NSDL as on the close of working hours on Friday, the 27<sup>th</sup> January, 2017 i.e. "the cut-off date". Any person who acquires shares of the Company and becomes a member of the company after the dispatch of the notice and holding shares may cast their vote by e-voting. The notice will be displayed on the website of the Company [www.shivkrupamachineries.com](http://www.shivkrupamachineries.com) and on the website of NSDL
6. The date of dispatch of the notice and the Explanatory Statement will be announced through advertisement in the following newspapers: - (i) Business Standard in English language and (ii) Mahasagar in Marathi language having wide circulation in the district where the Registered Office of the Company is situated.
7. The Company has appointed Mr. Jaymin Modi (ACS- 44248), (CP - 16948) Proprietor of M/s Jaymin Modi & Co, Bhayander (East), Thane, Practicing Company Secretary, as the Scrutinizer for conducting the E-voting/ Postal Ballot in a fair and transparent manner.



8. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Members voting in physical form are requested to carefully read the instructions printed on the enclosed Postal Ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form can download the postal ballot form from the following url on the Company's corporate website [www.shivkrupamachineries.com](http://www.shivkrupamachineries.com) or seek duplicate postal ballot form from M/s. Adroit Corporate Services Pvt. Ltd, the Registrar and Share Transfer Agent or Registered Office of the Company. Members shall fill in the requisite details and send the duly completed, and signed postal ballot form in the enclosed self addressed postage pre-paid envelope to the Scrutinizer before the close of working hours i.e. 5.00 p.m. on Saturday, the 4<sup>th</sup> March, 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered post / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Saturday, the 4<sup>th</sup> March, 2017, would be strictly treated as if reply from the Members has not been received.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the members of joint Members.
10. The postal ballot form should be completed and signed by the member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("POA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Tuesday, the 7<sup>th</sup> March, 2017 at the Corporate office of the company situated at F-24, First Floor, Raghuleela Mega Mall, Behind Painsur Depot, Kandivali (West) Mumbai - 400067 -Maharashtra, India.

11. The results, together with the Scrutinizer's Report, will be displayed at the registered / Corporate Office of the Company and on the website of Company (<https://shivkrupamachineries.com>), besides being communicated to BSE Limited and the National Securities Depository Limited. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
12. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
13. The vote on postal ballot cannot be exercised through proxy.
14. Voting through electronic means:

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

- (i) Open email and open PDF file viz; "Shivkrupa Machineries And Engineering Services Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN 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) Put user ID and password as initial password / PIN noted in step (i) above. 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 e-voting opens. Click on e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of Shivkrupa Machineries And Engineering Services 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 "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 [csjayminmodi@gmail.com](mailto:csjayminmodi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

(i) Initial password is provided at the bottom of the Attendance Slip for the Postal Ballot Form: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

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

#### **OTHER INSTRUCTIONS**

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 27<sup>th</sup> January, 2017, are entitled to vote on the Resolution set forth in this Notice.

- V. The remote e-voting period will commence at 9.00 a.m. on 3<sup>rd</sup> February, 2017 and will end at 5.00 p.m. on 4<sup>th</sup> March, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27<sup>th</sup> January, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27<sup>th</sup> January, 2017
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares may obtain the login ID and password by sending an email to [shivkrupamachineries@gmail.com](mailto:shivkrupamachineries@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). by mentioning their Folio No. /DP ID and Client ID No. 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 forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- VIII. The Scrutinizer shall, immediately after the conclusion of voting through postal ballot, count the votes cast through postal ballot, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the voting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.
- X. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

## ANNEXURE TO NOTICE:

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material fact relating to the Resolution as mentioned in the Notice.

#### **Item 1 & 2**

The company is engaged in the business of trading of Machineries, Equipments and Tools and various Industrial Products and Providing Engineering and Allied Services to its Clients. The Company has a strategic vision of emerging a recognized player in auto and auto ancillary industry. To Fast track this strategic vision, the Board of Directors of the Company, at its meeting held on Wednesday the 25<sup>th</sup> January, 2017, has considered the proposal of Business expansion, through acquisition of Equity Shares from the Equity Shareholders of Pritika Autocast Limited(PACL) and Nibber Castings Private Limited(NCPL), which are engaged in the business of manufacturing, buying, selling, assembling all types of metals, alloys, castings, automobile parts, tractor parts, and accessories including zigs and fixtures, bolts and nuts, or components part thereof.

This is the extension of the existing line of business / portfolio in which the company is engaged into and is a backward integration for the company. It is an in-organic growth of the company.

In view of Share Sale and Subscription Agreement entered by the company with PACL and NCPL and their respective shareholders, the object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

Further in view of the Share Sale And Subscription Agreement and post completion of open offer as per SEBI (SAST) Regulations, 2011 the Promoters of PACL and NCPL will become promoters of the Company. Accordingly the Board of Directors of the company decided to change the name of the company as the old name is not in line / sync with Pritika Group and new revised objectives of the company. Hence in order to ensure that the name of the company adequately reflects the business being carried on by the Company. Accordingly it is proposed to appropriately change the name of the company from Shivkrupa Machineries And Engineering Services Limited to Pritika Auto Industries Limited or such other name as may be made available for adoption by the Registrar of Companies Maharashtra, Mumbai / Ministry of Corporate Affairs.

The proposed change of name requires the approval of shareholders through special resolution pursuant to the provisions of section 13, 14 and 15 of the Companies Act, 2013.

The proposed amendment to the Name clause will reflect the activities to be carried on by the Company.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Maharashtra, Mumbai.

Pursuant to Section 13 / 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Tuesday, 7<sup>th</sup> March, 2017.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies (ROC).

The Board of Directors accordingly recommends the resolution set out at Item No. 1 and 2 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolution for your approval as a Special Resolutions.

### **Item No. 3**

The Registered Office of the Company is presently situated in the State of Maharashtra.

The Board of Directors at their meeting held on 25<sup>th</sup> January, 2017 has entered into a Share Sale and Subscription Agreement with Pritika Autocast Limited (PACL) and Nibber Castings private Limited (NCPL) and their shareholders for acquisition of Equity Shares from the shareholders of PACL and NCPL.

Post acquisition of shares these two companies namely PACL and NCPL will become a WOS (wholly owned subsidiaries) of the Company (Shivkrupa).

Post completion of open offer as per SEBI (SAST) Regulations, 2011, the Promoters of PACL and NCPL will become Promoters of the company (Shivkrupa). All the three companies will be under the same management.

The manufacturing activities of these two companies (PACL and NCPL) are situated in the State of Himachal Pradesh and Punjab respectively.

The Consolidation of office and factory activities of all the companies (Shiv Krupa, Pritika Autocast and Nibber castings) in the same vicinity and / or nearby location would result in reduction of cost and administrative hassle of maintaining multiple locations. The Administrative office of PACL is situated at Mohali (Punjab). The synergistic benefits accruing from consolidation activities would ultimately contribute to future business and profitability of the company. All the operational activities of these two acquired companies i.e. PACL and NCPL are being carried out in the same vicinity and / or nearby location.

The Registered office of PACL is situated at Himachal Pradesh. The Board of Directors of PACL may also contemplate to pass a separate resolution to shift the registered office of PACL from the state of Himachal Pradesh to the state of Punjab.

Shifting of registered office from the State of Maharashtra to the State of Punjab is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Punjab, the set targets and objectives, which would be in the interest of the Company and its members.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from the State of Maharashtra to the State of Punjab. Further there is better growth for the business of the Company in the State of Punjab and has therefore propose to shift the registered office of the Company to the State of Punjab.

Further any future corporate actions relating to amalgamation / merger, demerger, reconstruction of these companies can be envisaged if the registered offices of all the companies are at one location or nearby of each other companies. The company can save the time and cost on the same.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read alongwith Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director, Western Region or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company.

The Board of Directors recommends the resolution set out at item no. 3 of the Notice for the approval of the members.

None of the Directors, manager and / or Key Managerial Person is in any way concerned or interested in the said resolution.

Your Directors commend the resolution for your approval as a Special Resolutions.

**By Order of the Board of Directors  
For Shivkrupa Machineries And Engineering Services Limited,**

**Sd/-**

**Place :- Mumbai  
Dated:- 25<sup>th</sup> January, 2017**

**Vedant Bhatt  
Company Secretary & Compliance Officer**



**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LIMITED**

CIN: L45208MH1980PLC022506

Registered Office: - Old Motor Stand, Itwari, Nagpur- 440 008 – Maharashtra India

Phone No: - 0712 -2768748 /49 Email Id: [shivkrupamachineries@gmail.com](mailto:shivkrupamachineries@gmail.com)

Corporate Office: - F-24, First Floor, Raghuleela Mega Mall, Behind Painsur Depot, Kandivali (West) Mumbai - 400067 –Maharashtra, India

Phone No.:- +91-22-65202220 Website: [www.shivkrupamachineries.com](http://www.shivkrupamachineries.com)

**POSTAL BALLOT FORM**

Sr. No. :

1. Name & Registered Address of the Sole/ /first named Member :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No./DP ID & Client ID No. :

4. No. of Shares held :

5. I/ We hereby exercise my/ our vote in respect of the following special resolutions to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 25<sup>th</sup> January, 2017 of the Company, by sending my/ our assent or dissent to the said resolution by placing a tick (√) mark at the appropriate box below:

Sr. no.	Description	No. of Shares held	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1	Special resolution under Section 13 and other applicable provisions if any of the Companies Act, 2013 for change in object clause of the company .			
2	Special resolution under Section 13 and other applicable provisions if any of the Companies Act, 2013 Change of Name of the Company.			
3	Special Resolution under section 13 and other applicable provisions, if any of the Companies Act, 2013 for shifting of Registered office of the company.			

Place:

Date:

\_\_\_\_\_  
Signature of the Member/Beneficial Owner

EVEN (Electronic Voting Event Number)	User ID	*Default PAN / Password

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

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.

### **IMPORTANT INSTRUCTIONS**

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier / Speed Post / Registered Post at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
- IV. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or of the signature cannot be verified.
- V. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Saturday, the 4<sup>th</sup> March, 2017 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date, providing sufficient time for postal transit.
- VI. Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- VII. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
- VIII. Voting rights in the Ballot / e-voting cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization, as stated above.



**BOOK-POST**

*If undelivered please return to:*

**SHIVKRUPA MACHINERIES AND ENGINEERING SERVICES LIMITED**

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