



Sir Shadi Lal Enterprises Limited

CIN: L51909DL1933PLC009509

Regd. Office:- 4-A, Hansalaya, 15 Barakhamba Road, New Delhi-110001

E-mail: uds_m_shamli@sirshadilal.com Phone : 011-23316409 Website: www.sirshadilal.com

NOTICE OF POSTAL BALLOT

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

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended or restated from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that Special Resolution appended below is proposed to be passed by the Shareholders by way of Postal Ballot/ voting by electronic means ("remote e-voting"). The Explanatory Statement pertaining to the said resolution setting out material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the "Form" or the "Postal Ballot Form").

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, Members holding shares either in Demat and/or in Physical Form, may vote either by way of Physical Postal Ballot Form or by way of remote e-voting.

The Board of Directors of the Company has, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Sunil Kumar Jain Proprietor M/s Sunil K. Jain & Associates (Membership No. FCS 4089; C.P. No. 4079), a Company Secretary in Whole Time Practice as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5:00 p.m. on Sunday, December 8, 2019.

The Postal Ballot result (including e-voting) will be declared by the Chairman or in his absence by any other person so authorized by the Chairman on Tuesday, December 10, 2019 5.00 P.M. at the Registered Office of the Company at 4-A, Hansalaya, 15 Barakhamba Road, New Delhi-110001. The Resolution, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting i.e. Sunday, December 8, 2019. The Company is pleased to offer e-voting facility as an alternate to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional and members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions provided in the Notes of the Notice.

SPECIAL BUSINESS:

Item No.1

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM NCT OF DELHI TO STATE OF THE UTTAR PRADESH

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other authority(ies), if any, and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members be and is hereby granted for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Uttar Pradesh.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s)/petition with the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for the aforesaid shifting of registered office; to agree to such conditions or modifications that may be imposed, required or suggested by the Central Government, the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper by the Board; to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion, without requiring the Board to secure any further consent or approval of the members of the Company; and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, legal counsel, advisors or consultants of the Company."

**By Order of the Board
For Sir Shadi Lal Enterprises Limited**

Date: 5th November, 2019

Place: New Delhi

**Ajay Kumar Jain
Company Secretary (FCS-5826)**

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Note: if the voting rights are exercised electronically, there is no need to use this form. Please read the instructions carefully printed overleaf before exercising the vote and return this form to the scrutinizer by using the enclosed postage prepaid self addressed envelope.

Last date for receipt of this Postal Ballot is 8th December, 2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on 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 Thursday, 17th October, 2019. 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 Agent (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 on the Register of Members/List of Beneficial Owners as on Thursday, 17th October, 2019 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
5. 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 cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Forms will be treated as invalid. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to cs@sirshadilal.com. The Registrar and Share Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Thursday, 17th October, 2019. The Postal Ballot period commences on Saturday, 9th November, 2019 at 9:00 a.m. and ends on Sunday, 8th December, 2019 at 5:00 p.m.
7. In compliance with provisions of Regulation 44 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and sections 108 and 110 of the Act and the Rules made there under, the Company has provided the facility to Members to exercise their votes electronically and to vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
8. Members cannot exercise votes by proxy.
9. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on 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 the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Sunday, December 8, 2019. 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. Postal Ballot Forms received after 5:00 p.m. on Sunday, December 8, 2019 shall be deemed invalid.
10. The Scrutinizer will submit his report to the Chairman or any other person duly authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other Director of the Company duly authorized by him, on or before 5:00 p.m. on Tuesday, 10th December, 2019 and will also be displayed on the Company website www.Sirshadilal.com and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, December 8, 2019 i.e. the last date specified for receipt of duly completed postal ballot forms or e-voting.

Voting through electronic means:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108, 110 and other applicable provisions of the Act, read with the relevant rules, 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 NSDL for the purpose of providing e-voting facility to all its members.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sunil.jain.sk@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all the material facts relating to the Special Resolution given in the accompanying Notice dated 5th November, 2019. The members may please note that to rationalize and streamline its management of affairs, the Board of Directors of the Company in its meeting held on September 23, 2019 has considered and recommended the proposal for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Uttar Pradesh. During the financial year 2018-19, the Company has completed its expansion programme by way of increasing the production capacity of its Distillery from 45KL per day to 70 KL per day and installation of equipments in sugar manufacturing unit. As a result there is a requirement of improvement of infrastructure at Registered Office also. Present Registered Office is housed in a small rented premise at New Delhi. Keeping in view the very high rent rates in commercial areas in NCT of Delhi, it is advisable to shift the Registered Office to its factory in Shamali, Uttar Pradesh where enough space is available without any additional cost. This would enable the Company to carry on its business more economically and more efficiently. This would also facilitate better coordination and control of various functions being located at the same location at Shamali, Uttar Pradesh.

The aforesaid proposal for shifting of Registered Office of the Company is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner. As per provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Act and the Rules made thereunder, such shifting of Registered Office from one State to another and alteration of Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director). Accordingly, approval of the members is sought through Postal Ballot for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Uttar Pradesh and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the State of Uttar Pradesh. All the material documents related to this item will be available for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting. Your Directors recommend the resolution proposed at Item No. 1 for the approval of members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding, if any.

Date: 5th November, 2019

Place: New Delhi

**By Order of the Board
For Sir Shadi Lal Enterprises Limited**

**Ajay Kumar Jain
Company Secretary
FCS-5826**



Sir Shadi Lal Enterprises Limited

CIN: L51909DL1933PLC009509

Regd. Office:- 4-A, Hansalaya, 15 Barakhamba Road, New Delhi-110001

E-mail: udsm_shamli@sirshadilal.com Phone : 011-23316409 Website: www.sirshadilal.com

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully before completing this form]

Serial. No.

1. Name & address of the Sole/First named Shareholder as registered with the Company.

2. Name(s) of the Joint Shareholders
If any, registered with the Company

3. Registered Folio No. /DP ID No./ Client ID No.*

(*Applicable to investors holding Shares in electronic form)

4. No. of Shares held

5. I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated November 5, 2019 of the Company by recording my/our assent or dissent or otherwise to the said resolution by placing a tick (✓) mark in appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution for shifting of Registered office of the Company from the National Capital Territory (NCT) of Delhi to the State of Uttar Pradesh			

Place :

Date :

Signature of the Shareholder

Note: Please read the instructions printed overleaf before filling the Postal Ballot Form

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark () in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark () in the column, 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - e. If the Postal Ballot Form is incomplete or incorrectly filled;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g. If the form other than the one issued by the Company is used.
7. The envelope containing duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. on Sunday, December 8, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in item (7) above.
9. Postal Ballot Form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
10. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.
11. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney along with attested specimen signatures should be mailed to the Company at cs@sirshadilal.com with a copy marked to evoting@nsdl.co.in, or deposited at the Registered Office of the Company.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
14. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date i.e. 17th October, 2019.
15. The Scrutinizer's decision on the validity of the postal ballot shall be final.
16. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.