



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 NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON: 12.02.2020

VOTING ENDS ON: 12.03.2020

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), Regulations 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time that the following Resolution is proposed to be passed as Special Resolution by the Members of SIR SHADI LAL ENTERPRISES LIMITED ("the Company") by way of Postal Ballot/e-Voting:

1. Acceptance of Unsecured Loan from Directors

To consider and, if thought fit, to accord assent/dissent, to the following Resolution to be passed as **Special Resolution**:

RESOLVED THAT pursuant to Section 179(3)(d) read with the proviso of Rule 2(1)(c) (viii) of Companies (Acceptance of Deposits) Rules, 2014, Section 188 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Shareholders be and is hereby accorded to borrow a sum of Rs. 14,00,00,000 (Rupees Fourteen Crores) from Mr. Rajat Lal Managing Director and Rs. 14,00,00,000/- (Rupees Fourteen Crores) from Mr. Vivek Viswanathan, Joint Managing Director at a rate of 9.5% per annum, payable on a quarterly basis, and will be repaid over a period of 36 months in 6 equal installments, towards short term unsecured loan;

RESOLVED FURTHER THAT the Board takes note of the declaration given by Mr. Rajat Lal, Managing Director and Mr. Vivek Viswanathan Joint Managing Director to the effect that the amount extended by him to the Company is not being given out of the funds acquired by him by borrowing or accepting loans and deposits from others;

RESOLVED FURTHER THAT Mr. Ajay Kumar Jain (Company Secretary) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution."

2. Issuance of Optionally Convertible Debentures on Preferential basis to Promoter:

To consider and, if thought fit, to accord assent/dissent, to the following Resolution to be passed as Special Resolution:

"RESOLVED THAT pursuant to Sections 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("the SEBI Regulations") (including any statutory amendments or re-enactments thereof for the time being in force), as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals/ sanctions/ permissions of appropriate statutory/regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while

granting such approvals/ sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to create, offer, issue and allot Optionally Convertible Debentures ("OCDs") of Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Rajat Lal and Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Vivek Viswanathan Promoters of the Company, in one or more tranches, bearing face value of Rs 32/- per OCDs.), by way of a Preferential Issue, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents/writings including manner and terms and conditions as may be determined by the Board of Directors of the Company in its absolute discretion, provided that each such OCDs may be converted into one fully paid Equity Share of the face value of Rs.10/- (Rupees Ten only) each of the Company (the "Equity Share"), at a price of Rs. 32/- (including premium of Rs. 22/-) per Equity Share, not less than the price of Rs. 29.23 which is being computed in accordance with Regulation 76 under Chapter VII of the SEBI ICDR Regulations on such conditions deemed appropriate by the Board in accordance with provisions of SEBI Regulations or other applicable laws in this regards on the following terms and conditions:

- i) The OCDs shall be unsecured and Non Transferrable
- ii) The OCDs shall be converted into the Equity Shares at the options of the OCDs holder in one or more tranches within a period of 18 (eighteen) months from the date of allotment or such period as may be determined by the Board of Directors subject to maximum 18 (Eighteen) months from the date of allotment.
- iii) the unconverted portion of the OCDs will be redeemed at the end of 18 months
- iv) The Company will have right to re-pay entire consideration during the term of OCDs after allotment, but before conversion into equity shares;
- v) The OCDs shall carry interest rate @ 9.5% p.a. payable on quarterly basis (Company shall also pay interest @ 9.5% from the date of receipt of OCDs application amount till allotment of OCDs);
- vi) The OCDs by themselves do not give to the holder thereof any rights of a shareholder of the Company;
- vii) The number of Equity Shares that each OCDs converts into and the price per Equity Share upon conversion of each OCD shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring;
- viii) The converted shares of OCDs holder shall also be entitled to any future bonus/right issues of Equity Shares or other securities convertible into Equity Shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being; and
- ix) The converted shares shall rank pari-passu with the then existing equity shares of the Company in all respects, including as to dividend.
- x) The OCDs and the Director loan is a joint issuance. Each of the promoters (i.e. Mr. Rajat Lal and Mr. Vivek

Viswanathan) will have to first provide the Directors loan to the company, in order to be eligible to subscribe to the ocds

RESOLVED FURTHER THAT the Equity Shares to be allotted on preferential basis shall be locked-in for such period as prescribed in Regulations 78 of SEBI Regulations;

RESOLVED FURTHER THAT pursuant to the Regulation 74(1) of the ICDR Regulations, the OCDs shall be allotted by the Company to Mr. Rajat Lal and Mr. Vivek Viswanathan Promoters of the Company in dematerialized form within a period of 15 days from the date of approval of the Members; provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;

RESOLVED FURTHER THAT in accordance with Regulations 71 and 73(4) of SEBI Regulations, the "Relevant Date" for determination of the issue price of equity shares to be allotted upon conversion of OCDs shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company by way of Postal Ballot or in the case where "Relevant Date" falls on weekend/ holidays, the day preceding the weekend/ holidays, will be reckoned to be the Relevant Date;

"RESOLVED FURTHER THAT for the purpose of giving effect to this Special Resolution as per the provisions of the Companies Act, 2013, the Board be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon conversion of OCDs, issuing certificates/clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the Members of the Company and to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the OCDs and Equity Shares and utilization of proceeds of the OCDs, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects;

"RESOLVED FURTHER THAT Directors of the Company be and are hereby severally empowered to sign, execute and issue all documents necessary in connection with the issue of the Securities, including listing applications to Stock Exchanges as and when required and various agreements, undertakings, deeds and declarations, etc., giving of such declarations, affidavits, certificates, consents and authorities as may be required from time to time, and settling any questions, difficulties or doubt that may arise in regard to any such issue or allotment of Securities as they may in their absolute discretion deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or Company Secretary or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

Registered Office:

4A-Hansalaya 15 Barakhamba
Road, New Delhi-110001, Delhi
CIN: L51909DL1933PLC009509
E-mail: cs@sirshadilal.com
Website: www.sirshadilal.com
Tel.: 011-222316409
Fax: 011-23722193

Place: New Delhi
Date: 11th February, 2020

By Order of the Board
For Sir Shadi Lal Enterprises Limited

Ajay Kumar Jain
Company Secretary
(FCS-5826)

NOTES:

- 1) The Explanatory Statement setting out material facts and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto.
- 2) The Postal Ballot Notice along with the Postal Ballot Form is being sent to all 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 10th February 2020. A person who is not a shareholder as on 10th February 2020 should treat this Postal Ballot Notice for informational purposes only.
- 3) The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self-addressed pre-paid Business Reply Envelope.
- 4) The Board of Directors of the Company has appointed Ms. Kavita Vedwal proprietor, M/s Kavita Vedwal & Co., Company Secretaries, (Membership No. ACS 29911 and CP No. 21347), as the Scrutinizer for conducting the Postal Ballot process (including Remote e-Voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members.
- 5) The Scrutinizer's decision on the validity or otherwise of the Postal Ballot/ e-voting will be final. After completion of scrutiny of postal ballots (including e-votes), the Scrutinizer will submit his report to the Chairman and in his absence, to any Director of the Company.
- 6) The Postal Ballot Form and self-addressed Business Reply Envelope are enclosed for use of the members. 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 Postal Ballot 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 close of working hours, i.e., 5:00 PM, on 12th March, 2020. As mentioned above, the postage will be borne by the Company. To seek a duplicate Postal Ballot Form, please contact the Company's Registrar and Share Transfer Agent, Alankit Assignment Ltd. Share Transfer Agent Limited or the Company.
- 7) Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.sirshadilal.com, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer not later than close of working hours, i.e., 5:00 PM, on 12th March, 2020.
- 8) Resolution passed by the members through postal ballot shall be deemed to have been passed last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
- 9) In case shares held by Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

- 10) The voting rights of Shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on Record date/ Cut-Off date, i.e., 10th February, 2020.
- 11) A copy of each of the document referred to the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company during business hours on all its working days till the closure of working hours of 12th March, 2020 (last date for receiving Postal Ballot Form by the Scrutinizer).
- 12) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
- 13) Mr. Ajay Kumar Jain Company Secretary of the Company is the officer authorised to ensure smooth conduct of the Postal Ballot process.
- 14) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide facility to members to exercise their right to vote on resolution proposed to be passed by Postal Ballot through electronic means and have engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide Remote e-Voting facility.

15) Voting through Electronic Means (e-Voting)

The instructions for Members 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/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "Sir Shadilal e-voting. pdf" with your Client ID or 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.
 - (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 "Sir Shadi Lal Enterprises 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 Members (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 cskavitavedwal26@gmail.com or cs@sirshadilal.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below / at the bottom of the Postal Ballot Form:
EVEN (Remote 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.
- 16) In case of any query/grievance with respect to voting by postal ballot including Remote e-Voting through electronic means, please refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "Downloads" section of NSDL's website: www.evoting.nsdl.com or call NSDL on toll free No.: 1800-222-990 for any further clarifications.
- 17) 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. If you forgot your Password/PIN, you can reset your Password by using "Forget User Details/Password" option available on www.evoting.nsdl.com or call NSDL on toll free No.: 1800-222-990.
- 18) 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).
- 19) The voting rights of the 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 10th February 2020.
- 20) The Remote e-Voting period commences on 12th February 2020 (9:00 AM) and ends on 12th March 2020 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of 10th February, 2020, may cast their vote by Remote e-Voting. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 21) The result of the Postal Ballot will be declared on 13th March 2020 at 5:00 PM and shall be displayed at Notice board of the Company at the Corporate Office of the Company and will also be posted on the Company's website, www.sirshadilal.com, as well as NSDL website, www.evoting.nsdl.com. The results shall also be communicating to the BSE Limited where the shares of the Company are listed.
- 22) Incomplete, unsigned, improperly or incorrectly tick marked postal ballot form will be rejected. There will be only 1 (one) postal ballot form for every Registered Folio/ Client ID irrespective of the number of joint shareholders. The scrutinizers decision on the validity or otherwise of the Postal Ballot will be final.
- 23) Kindly note that the members can opt for only one mode of voting, i.e., either by post or Remote e-Voting. If the members opt for Remote e-Voting, then they should not vote by post and vice versa. However, in case the members cast their votes by post and Remote e-Voting, then voting done through Remote e-Voting shall prevail and voting done by post will be treated as invalid.

**EXPLANATORY STATEMENT PURSUANT TO
TAKEN SECTION 102 OF THE COMPANIES ACT,
2013 ("the Act")**

Item No. 1

It is proposed that unsecured loan for a sum of Rs. 14,00,00,000 (Rupees fourteen Crores) be from Mr. Rajat Lal, Managing Director and Rs. 14,00,00,000/- (Rupees fourteen Crores) from Mr. Vivek Viswanathan, Joint Managing Director of the Company. This will carry an interest of 9.5% per annum, payable on a quarterly basis, and will be repaid over a period of 36 months in 6 equal installments. As per the Companies (Acceptance of Deposits) Rules, 2014, any amount received from directors out of their own funds are treated as loans and do not require compliance with section 73(2) or Section 76 of the Companies Act, 2013. However, to avail this relief, the director must furnish to the Company at the time of giving the money, a declaration in writing, that the amount is not being given out of funds gathered or collected by borrowing or accepting loans or deposits from others. However, information regarding the loan should be disclosed in the director's report as well as in the financial statements of the Company.

Permission of the shareholders is required for taking an unsecured loan.

Except Mr. Rajat Lal, Mr. Vivek Vishwanathan, and Mr. Rahul Lal who is related to Mr. Rajat Lal and Smt. Radhika Viswanathan Hoon, who is related to Mr. Vivek Vishwanathan, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, at Item No. 1 of the Notice.

ITEM NO. 2

In order to raise funds the Company proposes to create, offer, issue and allot 9.5% Optionally Convertible Debentures ("OCDs") of Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Rajat Lal and Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Vivek Viswanathan Promoters of the Company, in one or more tranches, bearing face value of Rs. 32/- (Rupees Thirty Two only) per OCDs. The tenure of the OCDs shall not exceed 18 (Eighteen) months or such period as may be determined by the Board of Directors subject to maximum 18 (Eighteen) months from the date of allotment. The issue and allotment of the OCDs so offered shall be in subject to the provisions of the Memorandum and Articles of Association of the Company.

A. The objects of the preferential issue:

The proceeds shall be utilized by the Company for Repayment of the existing Director Loan provided by Rajat Lal and for repayment of High Interest Bank Loan and to augment working capital requirement of the Company.

The proceeds of OCDs shall not be utilized either in part or full for investment in capital market, land acquisition, acquiring Equity Shares of Indian Company/ies, buy back of shares of Indian Company or any other purpose, which is prohibited or any illegal activity

B. The total number of securities to be issued :

It is proposed to issue 9.5% Optionally Convertible Debentures ("OCDs") of Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Rajat Lal and Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Vivek Viswanathan (Rs. Six Crores) Promoter of the Company, in one or more tranches, bearing face value of Rs 32/-(Rupees Thirty Two only) per OCDs

C. Issue price and relevant date :

As per Regulations 71 and 73(4) of SEBI Regulations, the "Relevant Date" for determination of the issue price in terms of Sub-regulation(1) of Regulation 76 of the SEBI Regulations of equity shares to be allotted upon conversion of OCDs shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company by way of Postal Ballot.

D. Proposal of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:

None of the Directors/Key Managerial Personnel are proposing to subscribe to the offer, except Sh. Rajat Lal (Managing Director), Sh. Vivek Vishwanathan (Joint Managing Director).

E. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

There were no allotment on preferential basis have been made by the Company during the year.

F. Shareholding Pattern of the Company before and after the proposed issue of OCDs:

Before conversion of OCDs			After Conversion of OCDs
	No. of Shares	%	Will depend on the price to be determined on relevant date at the time of conversion of OCDs
Promoter Group	2868007	54.629	
Non Promoter Group	2381993	45.371	
	5250000	100	

G. Proposed time within which the allotment shall be completed:

Pursuant to Regulation 74(1) of the ICDR Regulations, the allotment of OCDs shall be completed within 15 days of the date of passing of the above resolution. Provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment would be completed within 15 days from the date of such approval.

H. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post issue capital that may be held by them:

Where the OCDs holder exercises its right to convert all the outstanding OCDs the shareholding pattern post such conversion would be as under:

Sr. No.	Category	Pre-Issue Shareholding		No. of Equity Shares to be allotted upon conversion of OCDs	Post-Issue Shareholding	
		No of shares held	% of share holding		No of shares held	% of share holding
1.	Promoter Group	2868007	54.629		Will depend on the price to be determined on relevant date at the time of conversion of OCDs	

I. Undertaking as to re-computation of price:

As the shares of the Company have been listed for a period of more than twenty six weeks on BSE Limited as on relevant date, the price of the Equity Shares has been determined in terms of sub-regulation (1) of Regulation 76 of the SEBI (ICDR) Regulations. Hence, the price needs not to be re-computed.

J. Auditor's Certificate:

It is proposed to obtain a certificate from Chartered Accountants/ Auditors of the Company, certifying that the issue of OCDs is being made in accordance with requirements of SEBI Regulations. This certificate will be made available for inspection at the Corporate office of the Company on any working day between 11:00 AM to 5:00 PM, after the date of dispatch of Postal Ballot Notice and upto the last date of receipt of Postal Ballot Notice.

K. Change in control, if any, in the Company that would occur consequent to the issue:

There will be no change in the control of the Company after the issue of OCDs.

L. Others:

The OCDs to be issued and allotted by the Company in the manner as aforesaid shall be in physical form. The equity shares to be issued upon conversion of the OCDs shall rank pari-passu in all respects including with respect to dividend, with the then fully paid up Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid shall be entitled for dividend as per the SEBI Regulations/clarifications rules in this regards.

This resolution authorises the Board of Directors of the Company to offer or invite subscription for Optionally Convertible Debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 2 of the Notice.

Except Mr. Rajat Lal, Mr. Vivek Vishwanathan, being a proposed allottee and Mr. Rahul Lal who is related to Mr. Rajat Lal and Smt. Radhika Viswanathan Hoon, who is related to Mr. Vivek Vishwanathan, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, at Item No. 2 of the Notice.

Registered Office:

4A-Hansalaya 15 Barakhamba
Road, New Delhi-110001, Delhi
CIN: L51909DL1933PLC009509
E-mail: cs@sirshadilal.com
Website: www.sirshadilal.com
Tel.: 011-222316409 Fax: 011-23722193
Place: New Delhi
Date: 11th February, 2020

**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

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POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

Serial. No.

1. Name and Registered Address of the Sole /
First named Member

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

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

4. No. of Shares held

5. I/We hereby exercise my / our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark in the 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 u/s 179(3)(d) read with the proviso of Rule 2(1)(c) (viii) of Companies (Acceptance of Deposits) Rules, 2014 Section 188 and any other applicable provisions of Companies Act, 2013 read with Rules there under for accepting unsecured Loan of Rs. 14,00,00,000 (Rupees fourteen Crores) from Mr. Rajat Lal Managing Director and Rs. 14,00,00,000/- (Rupees fourteen Crores) from Mr. Vivek Viswanathan, Joint Managing Director			
2	Special Resolution under Sections 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 Issuance of Optionally Convertible Debentures of Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Rajat Lal and Rs. 6,00,00,000/- (Rs. Six Crores) to Mr. Vivek Viswanathan Promoters of the Company, on Preferential basis			

Place :

Signature of the Sole/First/Joint Member(s)

Date : (must be as per specimen signature registered with the Company)

PARTICULARS FOR REMOTE E-VOTING THROUGH ELECTRONIC MEANS

EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD

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

Last date for receipt of Postal Ballot Forms by the Scrutinizer is 12th March 2020.

Facility to exercise vote by postal ballot including Remote e-Voting through electronic means will be available during the following period:

Commencement of Remote e-Voting : From 9:00 AM on 12th February 2020 (Wednesday)

End of Remote e-Voting : Up to 5:00 PM on 12th March 2020 (Thursday)

The facility for Remote e-Voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid Remote e-Voting period.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM:

1. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the member. In case of joint holding, this form must be completed and signed by the first-named member and in his / her absence, by the next-named member.
4. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
5. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the member's signature does not tally;
 - b) 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 the total number of shares held;
 - c) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d) 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 as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified on one or more of the above grounds.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on 12th March 2020. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such member has not been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the date of dispatch of the Notice.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / Registrar and Transfer Agent, viz: Alankit Assignment Limited).
11. Members are requested NOT to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed postage-prepaid business reply envelope as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot form for every Folio / DP ID and Client ID, irrespective of the number of joint holders.
13. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified at Item 8 above.
14. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
15. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.