



# Maharaja Shree UMAID MILLS LIMITED

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## POSTAL BALLOT NOTICE

### Pursuant to section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014

Dear Members,

**NOTICE** is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ('Act'), and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company is seeking consent of its Members for the Special Business as mentioned hereunder, which is proposed to be passed as an Ordinary Resolution through Postal Ballot which includes voting by electronic means.

The Explanatory Statement under Section 102 of the Companies Act, 2013 stating all material facts concerning the proposed resolution and the reasons thereof is annexed herewith and is being sent to you alongwith Postal Ballot Form for your consideration.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours at 5.00 P.M. on Thursday, the 9th day of February, 2017. Please note that any Postal Ballot form(s) received after the said date will be treated as if reply from the member has not been received.

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 w.e.f. 19.03.2015, the Company is pleased to provide the members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL), in addition to voting by ballot. The e-voting period commences on Wednesday, the 11th day of January, 2017 at 10.00 A.M. and ends on Thursday, the 9th day of February, 2017 at 5.00 P.M. Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, 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. It is pertinent to note that the Shareholder(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid. After you vote, the vote cannot be changed subsequently.

The Board of Directors of the Company at its meeting held on 9th November, 2016, has appointed Mr. Arun Kumar Maitra (Membersip No: A3010), Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in accordance with law in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the Postal Ballot shall be announced by the Chairman of the Company or in his absence, any person authorized by him, on or before 5.00 P.M. on Saturday, the 11th Day February, 2017 at the Registered Office of the Company at "KRISHNA", Room No. 706, 7th Floor, 224 A.J.C. Bose Road, Kolkata - 700017.

The results of the Postal Ballot, along with the Scrutinizer's report, will be posted on the Company's website www.msumindia.com and at CDSL website i.e. www.evotingindia.com. The results shall also be published in the newspapers simultaneously. In the event the proposed resolution is approved by requisite majority of shareholders by means of Postal Ballots and e-voting, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.

## **Item No. 1 : Increase of Authorized Share Capital**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a) and 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment/ statutory modification thereto or re-enactment thereof) and the rules framed there under and in accordance with the relevant provisions of Memorandum and Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

V. The Authorised Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 Equity Shares of Rs.10/- each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase, reduce, consolidate, subdivide or otherwise deal with in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company for the time being in force and as may be thought expedient.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to take all necessary action for giving effect to the above resolution and file relevant forms with the Registrar of Companies, Kolkata, as required under the provisions of the Companies Act, 2013.”

**By Order of the Board  
For Maharaja Shree Umaid Mills Limited  
Sd/-  
Pradip Kumar Ojha  
(Company Secretary)**

**Place : Kolkata  
Date : 6th January, 2017**

### **Notes :**

1. An explanatory statement pursuant to Section 102 of the Act setting out material facts and reasons thereof in respect of proposed special business along with the Postal Ballot Form is appended herein below.
2. a) As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 30th December, 2016.  
  
b) Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The Postal Ballot Notice is being sent to members who have registered their email IDs for receipt of the documents in electronic form to their email 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 email IDs are not registered, physical copy of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed postage prepaid envelope.
3. Members whose names appear on the Register of Members/ List of Beneficial Owners with Depository Participants as on 30th December, 2016 will be considered for the purpose of voting. A Member who is not a Member on the relevant date should treat this notice for information purpose only.
4. Resolution passed by Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of Members.
5. A Member may request for a duplicate Postal Ballot Form, if required to the Registrar and Share Transfer Agent i.e. M/s Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road (5th Floor), Kolkata – 700 001. However, duly filled in Postal Ballot Form should reach the Scrutinizer not later than close of working hours at 5.00 P.M. on Thursday, the 9th day of February, 2017.
6. The Postal Ballot Notice and Form have been placed on Company's website www.msumindia.com and CDSL e-voting website i.e. www.evotingindia.com and will remain on such website until the last date of receipt of the Postal Ballot from Members.
7. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on 30th December, 2016.
8. The Postal Ballot Form and self-addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ('CDSL') for which the required procedure is incorporated in the Postal Ballot Notice.

9. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the original Form duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours at 5.00 P.M. on Thursday, the 9th day of February, 2017 failing which it shall be strictly treated as if no reply has been received from such shareholder.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
12. The last date of receipt of the complete postal ballot form shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

**13. Voting through electronic means (e-voting)**

- a) In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and Rules made thereunder, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL)
- b) Members are informed that they can opt for only one mode of voting i.e. either by physical voting on Postal Ballot Form or through e-voting. If the member opts for e-voting then they should not cast their vote through postal ballot form and vice versa. If in case a member casts vote both through Postal Ballot form and e-voting, then the vote cast through e-voting shall prevail and voting done by Postal Ballot form shall be treated as invalid.

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Wednesday, the 11th day of January, 2017 at 10.00 A.M. and ends on Thursday, the 9th day of February, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Maharaja Shree Umaid Mills Ltd. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Any person who acquire share and became the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- c) The Board of Directors of the Company at their meeting held on 9th November, 2016 has appointed, Mr. Arun Kumar Maitra [Membership No: A3010], Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata as the Scrutinizer to scrutinise the e-voting process and the Postal Ballot Form, in fair and transparent manner.
- d) Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not later than three days of the conclusion of the Meeting make a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.msumindia.com](http://www.msumindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of result by the Chairman or a person authorized by him.

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

### **Item no. 1**

In order to meet the funding needs of the Company for its Textile Business and other related requirements, necessity is being felt to infuse fresh capital in the form of Equity Shares and accordingly authorized share capital of the Company needs to be increased from Rs.30,00,00,000/- (Rupees Thirty Crores Only) to Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- each by introducing additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each.

Consequently upon changes in the capital structure of the Company the Clause V of the Memorandum of Association will be altered so as to reflect amendment in the capital clause.

A copy of the Memorandum and Articles of Association of the Company is available for inspection, at its Registered Office between 11.00 A.M. to 1.00 P.M. on any working day upto the Last Date of date of e-voting or Completed Postal Ballot.

None of the Directors, Key Managerial Persons of the Company either directly or through relatives are, in any way, concerned or interested financial or otherwise in this proposed resolution.

The Board therefore recommends the resolution for approval of the members as an Ordinary resolution.

**Place : Kolkata**  
**Date : 6th January, 2017**

**By Order of the Board**  
**For Maharaja Shree Umaid Mills Limited**  
**Sd/-**  
**Pradip Kumar Ojha**  
**(Company Secretary)**