



**Walchandnagar Industries Ltd.**

Regd. Office : 3 Walchand Terraces, Tardeo Road, Mumbai – 400034.

Corporate Identity Number (CIN) : L74999MH1908PLC000291

Tel.: (022) 40287110, Fax: (022) 23634527, E-mail: investors@walchand.com, Website: www.walchand.com

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## POSTAL BALLOT NOTICE

### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014, that the Company seeks approval of Members to the following Special Business via Postal Ballot:

To approve an offer or invitation for subscription of Non-Convertible Debentures up to an aggregate amount of INR 150 Crores (Rupees One Hundred and Fifty Crores only) on a Private Placement basis.

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Special Resolution setting out the material facts and related particulars and the Postal Ballot Form (“the Form”) are being sent along with this Notice for your consideration.

The Company has appointed Mr. Vinayak N. Deodhar, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions enumerated in the Notes and Instructions to this Notice and return the Postal Ballot Form duly completed in all respects with the assent (for) or dissent (against), in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before the closing of Working Hours i.e. 5:00 p. m. on Tuesday, January 24, 2017.

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Wednesday, January 25, 2017 at 5.00 PM (Appointed time) by the Chairman or Managing Director & C.E.O. or Managing Director of the Company. The Results will be uploaded on the website of the Company (www.walchand.com) and will be intimated to the Stock Exchanges on which the Company is listed. The Resolution, if approved, will be taken as passed effectively on the date of declaration of results.

### RESOLUTION NO. 1

**To approve an offer or invitation for subscription of Non-Convertible Debentures up to an aggregate amount of INR 150 Crores (Rupees One Hundred and Fifty Crores only) on a Private Placement basis.**

To consider and, if thought fit, to give assent or dissent to the following Resolution as Special Resolution through Postal Ballot:

“**RESOLVED THAT** pursuant to the provisions of Section 42, Section 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any other Rules, as may be applicable and the provisions of the Memorandum and Articles of Association of the Company, approval of the Company be and is hereby accorded to the Board of Directors of the Company for making offer(s) or invitation(s) to subscribe to secured redeemable non-convertible debentures of face value of INR 1 Lac each (“NCDs”) on a private placement basis, in one or more tranches, upto an aggregate amount of INR 150 Crores (Rupees One Hundred and Fifty Crores only) during the period of one year from the date of passing of this resolution by the members, within the overall borrowing limits of the Company, as approved by the members from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, through Committee of Directors for Capital Issue, be and are hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard.

**RESOLVED FURTHER THAT** the Board of Directors of the Company through its Allotment Committee be and are hereby authorized to make Allotment of NCDs and deal with all related matters.”

By order of the Board of Directors

Sd/-

G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary

Place : Mumbai

Date : 09.12.2016

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

**ITEM NO. 1**

The Company plans to raise funds, *inter alia*, to meet fund requirements which would be used partly for repayment of existing loans and partly for long term working capital requirement of the Company.

Pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 and its rules thereunder, a company offering or making an invitation to subscribe to redeemable secured/unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the prior approval of the shareholders by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.

It is proposed to offer or invite subscriptions for the NCDs including subordinated debentures, bonds, and/or other debt securities, etc., on private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the shareholders, within the overall borrowing limits of the Company, as may be approved by the shareholders from time to time, with authority to the Board, through Committee of Directors for Capital Issue, to determine the terms and conditions, including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board through its Committee in its absolute discretion deems fit and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard, without being required to seek any further consent or approval of the shareholders or otherwise to the end and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Accordingly, the approval of the shareholders is being sought by way of a Special Resolution under Sections 42 and 71 and other applicable provisions, if any of the Act and its rules thereunder as set out in Item No. 1 appended to this Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the shareholders through Postal Ballot. None of the Directors and/or Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested financially or otherwise in the proposed resolution, except to the extent of their respective shareholding in the Company.

By order of the Board of Directors

Sd/-

G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary

Place : Mumbai

Date : 09.12.2016

## NOTES AND INSTRUCTIONS:

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from December 26, 2016 and ends on January 24, 2017.
4. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at 3, Walchand Terraces, Tardeo Road, Mumbai - 400034, on Wednesday, January 25, 2017 at 5.00 pm.
5. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done by e-voting shall prevail and voting done through physical ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Walchandnagar Industries Limited, 3, Walchand Terraces, Tardeo Road, Mumbai - 400034.

## INSTRUCTIONS FOR VOTING BY:

### (A) PHYSICAL POSTAL BALLOT FORM

1. 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 envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, 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.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with 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 the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 pm on Tuesday, January 24, 2017. Postal Ballot Form received after that date 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 the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website ([www.walchand.com](http://www.walchand.com)) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

### (B) E-VOTING

The Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide e-Voting facility to its Shareholders.

The following are the steps to be followed for e-Voting:

- (i) The voting period begins on Monday, December 26, 2016 at 9.00 am and ends on Tuesday, January 24, 2017 at 5.00 pm. 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 Friday, December 09, 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <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 resolution contained in this Notice.
- (xi) Click on the EVSN for the relevant Walchandnagar Industries Limited 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, Windows and Apple smart phones. 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).

### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has recently notified the "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, to the Investor Education and Protection Fund (IEPF) Suspense Account.

While the unpaid dividends prior to financial year 2008-09 have already been transferred to IEPF or Central Government, as per erstwhile IEPF Rules, we request you to claim the subsequent dividends if any due to you by making an application immediately to the Registrar and Transfer Agents of the Company-M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400078, Tel No.: (022) 25946970, e-mail : [iepf.shares@linkintime.co.in](mailto:iepf.shares@linkintime.co.in) .

Please provide following details in all your communications: 1. Name of the Company, 2. Folio No. or DP and Client ID, 3. Name of shareholder, 4. Contact No., 5. Email ID. Also provide self-attested KYC documents of the shareholder like PAN, cancelled cheque leaf along with latest utility bill as address proof.

In an effort to make the Earth a better place to live, the green movement has been sweeping over the globe. Not only are individuals doing things to help the environment, companies and governments are as well. The Companies Act, 2013 is a step forward in promoting "Green initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill in the Registration form provided on the website of the Company [www.walchand.com](http://www.walchand.com) and register the same with M/s. Link Intime India Pvt. Ltd.



## WALCHANDNAGAR INDUSTRIES LIMITED

Regd. Office : 3 Walchand Terraces, Tardeo Road, Mumbai – 400034.

Corporate Identity Number (CIN) : L74999MH1908PLC000291

Tel.: (022) 40287110, Fax: (022) 23634527, E-mail: investors@walchand.com, Website: www.walchand.com

### POSTAL BALLOT FORM

(Please read the instructions carefully before filing this form)

Serial No.:

1. Name(s) of Member(s)/ Beneficial :  
Owner: (including joint holders, if any, in block letters)
2. Registered address of the sole / :  
first named Member / Beneficial Owner
3. Registered Folio no./DP ID\*/ :  
Client ID\*  
(\*applicable to investors holding shares in dematerialized form)
4. No. of share(s) held :

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 of Postal Ballot dated December 09, 2016 issued by the Company by sending my/our assent /dissent to the said Special Resolution by placing the tick mark ( ✓ ) in the appropriate column below :

Sr. No.	Particulars	No. of shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution to approve an offer or invitation for subscription of Non-Convertible Debentures up to an aggregate amount of INR 150 Crores (Rupees One Hundred and Fifty Crores only) on a Private Placement basis.			

Place :

Date :

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

### ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD / PIN
161214002		

#### NOTE:

- 1) For Instructions, please Refer Postal Ballot Notice.
- 2) Last date for receipt of Postal Ballot Forms by Scrutinizer is Tuesday, January 24, 2017.



**BUSINESS REPLY ENVELOPE**

Permit No.:MH/BY/NE/BR/238/16-17  
Bhandup (W), P.O., Mumbai - 400078



**To**

**Mr. Vinayak N. Deodhar**  
**Practising Company Secretary**  
**The Scrutinizer,**  
**C/o Link Intime India Pvt. Ltd.**  
**Unit: Walchandnagar Industries Ltd.**  
**C - 13, Pannalal Silk Mills Compound,**  
**L.B.S. Marg, Bhandup (West),**  
**Mumbai - 400078.**