



Towa Sokki Limited

Regd. Off. : A-919/3, G.I.D.C., Makarpura, VADODARA-390 010.
Tele Fax : (0265) 2652851 ♦ E-mail : towasurvey@yahoo.co.in
CIN : L51909GJ1993PLC019111 Website : www.towasokki.in

POSTAL BALLOT NOTICE

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

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with 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 Resolution appended below is proposed to be passed as a special resolution by way of postal ballot.

The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Company has appointed Mr. Kashyap Shah Practicing Company Secretary to act as scrutinizer for conducting the postal ballot process in a fair and transparent manner

The board of directors has appointed Mr. O.J. Bansal, Managing Director as the person responsible for entire postal ballot process.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company has to obtain prior approval of shareholders by way of special resolution for sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. As the Company is having idle movable / immovable properties situated at 919/3, GIDC Estate, Makarpura, Vadodara – 390010 and Housing Quarters No. RCL/5 and 6 situated at GIDC Industrial Estate, Por Ramangamdi, Dist Vadodara - 391243, It has been proposed to sale or dispose of whole or part of properties of the Company.

Members are requested to carefully read the instruction printed on the postal ballot form and return the form duly completed in all respect in the enclosed self addressed envelope with postage stamp affixed on it so as to reach the scrutinizer on or before of Working hour on Saturday, 20-08-2016. Member may choose to vote using the e- voting facility, the detail whereof are also specified under instruction for e – voting as contained under notes.

The Scrutinizer will submit his report to the Company after completion of the Scrutiny and the result of the postal ballot will be declared on 22-08-2016 at 4.00 P.M. at the Registered Office of the company, 919/3, GIDC Estate, Makarpura, Vadodara – 390010. The result will be hosted on the website of the company www.towasokki.in and will be communicated to BSE Limited where equity shares of the Company are listed.

PROPOSED SPECIAL RESOLUTION

1. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sale, lease or otherwise dispose of or to create charge, mortgage and or hypothecate the land, building, plant and machinery and other movable or immovable assets (both present or future) or the whole of the undertaking or substantially the whole of any undertaking of the Company situated at 919/3, GIDC Estate, Makarpura, Vadodara – 390010 and Housing Quarters No. RCL/5 and 6 situated at GIDC Industrial Estate, Por Ramangamdi, Dist Vadodara - 391243 at such time, consideration and on such term and condition as the board deem fit, in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such act matter deeds and things as may be necessary without further referring to the member of the company including finalizing the term and condition methods and modes in respect thereof, determining the exact effective date and finalizing and executing necessary documents including schemes, agreements deeds of assignments / conveyance / mortgage / sale deed and such other documents as may necessary or expedient in it own discretion and in the best interest of the company

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements / documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

Registered Office :
919/3, GIDC Estate,
Makarpura
Vadodara – 390010
CIN : L51909GJ1993PLC019111
Date :16-07-2016

By Order of the Board
For Towa Sokki Limited
Sd/-
O.J. Bansal
Chairman & Managing Director

NOTES:

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 16-07-2016.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on 16-07-2016.
4. As per Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice along with 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 shares held in demat form) or with the Company / Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For members whose email addresses are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self addressed envelope with postage stamp affixed on it.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website: www.towasokki.in
7. The 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 done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to towasurvey@yahoo.co.in. The Registrar and Transfer Agent / Company shall forward the same along with a self addressed envelope with postage stamp affixed on it to the Member.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report to the Chairman / Managing Director / Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before 22-08-2016 at the Registered Office of the Company and will also be displayed on the Company website viz. www.towasokki.in, and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility
15. Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies

(Management and Administration) Rules, 2014 and the Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL):

16. Process and manner for members opting for E-voting.

The instructions for e-voting are as under:

i) The e-voting period begins on 19-08-2016 from 10.00 A.M. and ends on 21-08-2016 till 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-Off Date (Record Date) of 15-08-2016 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 during the voting period.

iii) Click on "Shareholders" tab.

(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, excluding the special characters.

(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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 sequence number in the PAN field. 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company / RTA records for the said demat or folio in dd/mm/yyyy format. DOB if not registered with the DP enter it as 01/01/1990
Dividend Bank Detail #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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).

Please enter any one of the details in order to login.

(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 relevant EVSN for "Towa Sokki 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 Demat account holder has forgotten the same 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) Note for Institutional Shareholders

- ✍ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- ✍ 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 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.

(xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.

18. Mr. Kashyap Shah, A Practicing Company Secretary, C.P. Membership No. 6672 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

19. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

20. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company and communicated to the Stock Exchange.

Explanatory statement pursuant to section 102 of the Companies Act, 2013

Section 180(1)(a) of the Company Act, 2013 provides the Board of Directors of the Public Company shall not except with the consent of the company in general meeting transfer sell, lease or otherwise dispose of the whole substantially the whole of the undertaking of the company or where the company owns more than one undertaking, whole or substantially the whole of any of such undertaking. The Company is having movable and immovable properties situated at 919/3, GIDC Estate, Makarpura, Vadodara – 390010 and Housing Quarters No. RCL/5 and 6 situated at GIDC Industrial Estate, Por Ramangamdi, Dist. Vadodara – 391243. These properties are lying idle. Accordingly, it has been proposed to sale, lease or dispose of the properties of the Company at best available price. Hence, to comply with the said provision, the Company seeks the approval of the members to sale, transfer, lease or otherwise dispose of or a create, mortgage undertaking or substantially the whole or any undertaking of the company at such time and on such term and condition as the board may deem fit, in the best interest of the company.

Your directors recommend the above resolution as a Special Resolution for you approval.

None of the Directors, Relatives of Directors or Key Managerial Personnel of the Company are concerned or infested in the resolution.

Registered Office :
919/3, GIDC Estate,
Makarpura
Vadodara – 390010
CIN : L51909GJ1993PLC019111
Date :16-07-2016

By Order of the Board
For Towa Sokki Limited
Sd/-
O.J. Bansal
Chairman & Managing Director