

# JOLLY PLASTIC INDUSTRIES LIMITED

(RIGID PVC PIPES & FITTINGS MANUFACTURER)

Corporate Office: Office No- 205 & 206, Second Floor, Neelkanth Chamber-II,  
Plot No. 14, LSC, Saini Enclave, Delhi-110092  
CIN NO: L25209GJ1981PLC004932

## NOTICE OF POSTAL BALLOT

Dear Members(s),

Notice is hereby given in pursuant to the provisions of Section 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any modification, amendments & clarification thereof) (Rules) for seeking approval of the members for matters appended below by way of postal ballot.

The proposed Resolution and Explanatory Statements pertaining to the said resolutions setting out all material facts concerning the resolution are annexed hereto for your consideration. The Postal Ballot form for voting by you as shareholder of the company is also enclosed. You are requested to send the duly filled Postal Ballot Form with your assent or dissent to the annexed resolutions or give your assent or dissent by way of e-voting.

The company has appointed **Sudhir Agarwal & Associates, Practicing Chartered Accountants** as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in 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 closing of working hours (5 P.M.) on Monday, 29<sup>th</sup> August 2016.

Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

In compliance with Regulation 44 of the Listing Regulation and provision of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) Please refer the instruction for e-voting given under the section '**voting through electronic means**' for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company upon completion of the scrutiny of the Postal Ballots in a fair and transparent manner and result of the postal ballot will be announced by the Chairman or any other Director of the Company On Wednesday, **31<sup>st</sup> August, 2016** AT 5.00 P.M. at the Corporate Office of the Company.

Regd. Office-7, Sidhi Vinayak, Shivshakti Complex, KantaStri Vikas Gruh, Main Road Pujara Plot,  
Rajkot -360003 (Gujarat)



The said results shall be communicated to BSE where the shares of the Company are listed and will also be displayed on the Company's website viz. [www.jollyplasticindustriesltd.com](http://www.jollyplasticindustriesltd.com).

### **Proposed Resolutions:**

#### **1. Addition in Main Objects of Memorandum of Association**

To consider and if thought fit, to give assent/dissent to the following resolution as **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions (if any) of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, and subject to necessary approval(s) if any, from the competent authorities, for the time being in force), sub-clause III(A) 3, III (A) 4 , III (A) 5, III (A) 6 and III (A) 7 be and are hereby inserted after sub-clause III(A)2 in Clause III (A) of the Memorandum of Association.

3. To carry on the business as exporter, importer, export agent, import agent, distributor, stockiest, contractor, supplier, dealer, trader, retailer of all kinds of goods, materials, commodities, articles, products and merchandise; to act as representative, agent, broker, commission agent, buying and selling agent or to otherwise deal in all kinds of goods, material, commodities, articles, products, merchandise and services.

4. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).

5. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lumpsum or easy installments or by hire purchase system and otherwise.

6. To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.

7. To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby jointly and severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

2. **To Adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of the Central Government (Regional Director) and subject also to such permission, sanction or approvals as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the registered office of the Company from "State of Gujarat" to the "State of National Capital Territory of Delhi" within the jurisdiction of Registrar of Companies, Delhi & Haryana and that Clause-II of the Memorandum of Association of the company is substituted by the following clause:

- II. **The registered office of the Company will be situated in the State of "National Capital Territory of Delhi within the jurisdiction of Registrar of Companies, Delhi & Haryana.**

**RESOLVED FURTHER THAT** Braj Mohan Singh, Directors of the Company be and are hereby authorized jointly or severally to sign, execute and submit such document, forms etc. as may be required and to do all such acts, deeds and things as they may deem necessary and proper in this matter."

For and on Behalf of the Board  
**For Jolly Plastic Industries Ltd**

Sd/-  
Braj Mohan Singh  
Director

Date: 25/07/2016  
Place : Delhi



**NOTES:-**

1. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013 (referred to as the Act") setting out all material facts is annexed hereto.
2. The Notice of Postal ballot is being sent to all the Shareholders whose name appear on the Register of Members / list of Beneficial Owners as received from RTAs/National Securities Depository Limited( NSDL)/Central Depository Services ( India) Limited ( CDSL) on the cut date fixed for the purpose i.e **22<sup>nd</sup> July, 2016.**
3. The Company has appointed Sudhir Kumar Agarwal, Practicing Chartered Accountants, has been appointed as Scrutinizer for conducting the postal ballot process in fair and transparent manner..
4. The Postal Ballot Notice is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Postal Ballot Notice is also posted on the website of the company [www.jollyplasticindustriesltd.com](http://www.jollyplasticindustriesltd.com).
5. In cases where the Postal Ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form.
6. The Members who have not received the Postal Ballot forms may apply to the Company and obtain a duplicate copy thereof.
7. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or E-voting. In case a member has voted through e-voting facility. He/She is not required to send the Physical Postal Ballot form. In case a member cast his/her vote through E-voting as well as by Physical Ballot, then the vote cast through E-voting shall only be considered and the voting through Physical Postal Ballot shall be treated as invalid.
8. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed and signed in the enclosed self-addresses business reply envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
9. The voting right of Shareholders shall be in proportion to their shares in the paid up equity share capital of the company as on the cut –off date fixed for the purpose i.e. **22<sup>nd</sup> July 2016.**
10. The voting will commence on **Saturday, 30th July 2016 ( 09.00: AM)** and will end at **(5.00: PM) on Monday , 29th August , 2016.** Assent / Dissent/ Abstain received after 29th August , 2016 would strictly not be considered .
11. In the event , the Draft resolution is assented to by the requisite majority of Shareholders by the means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
12. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10:00 A.M. to 12:00 noon on all working days at the registered Office of the Company i.e. **JOLLY PLASTIC INDUSTRIES LIMITED,7, Sidhi Vinayak, Shivshakti Complex, KantaSri Vikas Gruh, Main Road Pujara Plot, Rajkot-360003(Gujarat) upto 29<sup>th</sup> August 2016.**



13. The Scrutinizer will submit his report to the Chairman or any other Director of the Company upon completion of the scrutiny of the Postal Ballots in a fair and transparent manner and result of the postal ballot will be announced by the Chairman or any other Director of the Company On Wednesday, **31<sup>st</sup> August, 2016** AT 5.00 P.M. at the Corporate Office of the Company.  
The said results shall be communicated to BSE where the shares of the Company are listed and will also be displayed on the Company's website [www.jollyplasticindustriesltd.com](http://www.jollyplasticindustriesltd.com).
14. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result.
15. In compliance with section 110 of the act read with the Companies (Management and Administration) Rules 2014 the Company is offering e-voting facility to all the Shareholders of the Company through e-voting services provided by Central Depository Services (India) Limited (CDSL) facilitating Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
16. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent/ Depository Participant(s) for sending future communication(s) in electronic form.

**The instructions for members for e-voting are as under:**

1. The e-voting period commences on Saturday, 30<sup>th</sup> July, 2016 (9:00 a.m.) and ends on Monday, 29<sup>th</sup> August 2016 (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 **22<sup>nd</sup> July, 2016** may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
2. Members desiring to exercise their vote by using e-voting facility, should carefully follow the instructions given below.
  - a) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
  - b) Click on Shareholders Tab.
  - c) Now enter your User ID
    - i. For CDSL: 16 digits beneficiary ID;
    - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
    - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login  
If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and have cast your vote earlier for EVSN of any company, then your existing password is to be used.



If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(In Capital) (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>
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the EVSN 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (iv) Click on the EVSN for **JOLLY PLASTIC INDUSTRIES LIMITED** on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) 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.
- (xi) Note for Non- Individual Shareholders and Custodians
- Non – Individual shareholders (i.e. other than Individuals, HUF, and 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) which they wish to vote on and then cast their vote on.
  - The list of accounts 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.
- (xix) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.



## **ANNEXURE TO THE NOTICE**

**Explanatory statement pursuant to the provision of Section 102 of the Companies Act, 2013:**

### **Item no.1.**

In quest for newer opportunities, the Company has identified areas to carry on the business of Infrastructure and trading in Commodities market etc. which are having good potential and future prospects of the Company and also in alignment with existing Main Objects.

The Board of Directors of the Company in Board Meeting held on **25<sup>th</sup> July, 2016** approved the above mentioned alteration in the Objects Clause of the Memorandum of Association (MOA) of the Company.

Alteration in MOA by altering of the Objects Clause requires approval of Shareholders by passing the special resolution in General Meeting.

The Board of Directors recommend passing of the Special Resolution as Item no . 1of the Notice.

None of the Directors and key managerial Personnel of the Company, including their relatives , is in any way , concerned or interested in the said resolutions , except to the extent of their shareholding in the company.

### **Item No. 2**

The existing Article of Association (AOA) are based on the Companies Act, 1956. With the enactment of the Companies Act, 2013 major part of the Companies Act, 2013 is no longer in force. Thus, with the coming into force of the Companies Act, 2013 the existing MOA & AOA require alteration at several points. Hence, in the given situation, it is concerned expedient to wholly replace the AOA with the new AOA in the line with Companies Act, 2013.

The Board of Directors recommend passing of the Special Resolution as Item no . 2 of the Notice .

None of the Directors and the Key Managerial Personnel of the Company, including their relatives is in any way, concerned or interested in said resolution, except to the extent to their shareholding in the Company.



**Item No. 3.**

Presently, the Company's registered office is located at State of Gujarat, The Board of Directors of your Company at their meeting held on 25<sup>th</sup> July, 2016 has decided to shift the registered office from "**State of Gujarat**" to the "**State of National Capital Territory of Delhi**" within the jurisdiction of Registrar of Companies, Delhi & Haryana, to carry on the business of the Company more economically and efficiently and with better operational convenience and to explore the business opportunity available in the market. Further, under the provisions of Section 13 of Companies Act, 2013, subject to approval of Central Government (Regional Director), a special resolution is required to be passed for shifting the registered office of the company from one state to another. Hence the special resolution is proposed for your approval.

The above special resolution is for approval by the members in terms of Section 13 of Companies Act, 2013.

Copy (ies) of Memorandum & Articles of Association of the Company will be available for inspection during the business hours on all working days at the Registered Office of the Company.

None of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except as members of the Company.

For and on Behalf of the Board  
**For Jolly Plastic Industries Ltd**

Sd/-  
Braj Mohan Singh  
Director

**Date: 25/07/2016**  
**Place : Delhi**



# JOLLY PLASTIC INDUSTRIES LIMITED

(RIGID PVC PIPES & FITTINGS MANUFACTURER)

Corporate Office: Office No- 205 & 206, Second Floor, Neelkanth Chamber-II,  
Plot No. 14, LSC, Saini Enclave, Delhi-110092  
CIN NO: L25209GJ1981PLC004932

## POSTAL BALLOT FORM

S.No.	Particulars	Details
1	Name of the First Named Shareholder / Beneficial Owner	
2	Registered Address	
3	Name of the joint Shareholders/Beneficial Owner (if any),	
4	Registered Folio No. / DP-ID/Client ID	
5	Class of Shares	Equity Shares of Rs. 10/-each
6	No. of Shares held	

I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company dated 25<sup>th</sup> July, 2016 by sending my / our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing Tick Mark ( ) mark at the appropriate box below in the following manner:

Item No.	Particulars	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Addition in Main Objects of MOA			
2.	Adoption of new set of Articles of Association			
3.	To change of Registered Office from State of Gujarat to State of National Capital Territory of Delhi			

Place:

Date:

Signature of the Shareholder / Beneficial Owner

Regd. Office-7, Sidhi Vinayak, Shivshakti Complex, KantaStri Vikas Gruh, Main Road Pujara Plot,  
Rajkot -360003 (Gujarat)



## ELECTRONIC VOTING PARTICULARS

EVSN(Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN

Note: Please read carefully the notes/instructions printed overleaf before exercising the vote

### **Instructions**

1. A Shareholder/Member/Beneficial Owner desiring to exercise vote by postal ballot may complete this postal ballot Form (no other form or photo copy thereof is permitted) and send it to the scrutinizer in the attached self addressed postage prepaid business reply envelope. Postage will be born and paid by the company, however, envelopes containing postal ballots, if deposited by courier/ personally at the expense of the registered shareholder/member/beneficial owner will also be accepted.
2. The postage pre-paid self-addressed business reply envelope is addressed to the scrutinizer bearing the address of the Registered Office to the Company.
3. There should be one Postal Ballot form for every Folio/client ID irrespective of the number of joint holders.
4. This form should be completed and signed by the shareholder/beneficial owner, in case of joint holding, this form should be completed and signed ( as per the specimen signature registered with the company/furnished by CDSL/N\$DL ) by the first named shareholder/member/ beneficial owner and in his absence, by the next named shareholder.
5. In case of Shares held by Body Corporate, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution .
6. The votes should be cast either in favor or against by putting the tick mark ( ) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete and Unsigned Postal Ballot Form will be rejected.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on 22<sup>nd</sup> July 2016 (being the cut-off date for dispatch of the notice).

8. Voting by Postal Ballot, in 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 authorized person. Voting rights in a postal ballot cannot be exercised by a proxy.
9. The e-voting period commences on Saturday, 30<sup>th</sup> July, 2016 (9:00 a.m.) and ends on Monday, 29<sup>th</sup> August 2016 (5:00 p.m.). Postal Ballot Form(s) received after this dated will be strictly treated as if the reply from shareholders/members/Beneficial Owners has not been received.
10. The Scrutinizer's Decision on the validity of the postal ballot is final.
11. The Scrutinizer will submit his report to the Chairman or any other Director of the Company upon completion of the scrutiny of the Postal Ballots in a fair and transparent manner and result of the postal ballot will be announced by the Chairman or any other Director of the Company On Wednesday, **31<sup>st</sup> August, 2016** AT 5.00 P.M. at the Corporate Office of the Company.
12. The result of the Postal Ballot will be displayed at Registered Office besides communication to the BSE where the company's shares are listed will also be posted on the company's website [www.jollyplasticindustriesltd.com](http://www.jollyplasticindustriesltd.com)
13. The resolution if passed by requisite majority, the date of declaration of the result of Postal Ballot resolution will be taken to be the date of passing of the resolution.
14. Any query in the relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Braj Mohan Singh, Director at 205 & 206, Second Floor, Neelkanth Chamber-II, Plot No. 14, LSC, Saini Enclave, Delhi-110092 and Email: [jollyplasindltd@gmail.com](mailto:jollyplasindltd@gmail.com)