

**POSTAL BALLOT NOTICE**  
**ADINATH EXIM RESOURCES LIMITED**

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**Adinath Exim Resources Limited**

CIN: L51909GJ1995PLC024300

Registered Office: 12A, 3<sup>rd</sup> Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad- 380058, Gujarat, Phone: (02717)298510 Fax: (02717)298520

E-mail id: [aerlnodalofficer@gmail.com](mailto:aerlnodalofficer@gmail.com) Website: [www.adinatheximresources.com](http://www.adinatheximresources.com)

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**NOTICE OF POSTAL BALLOT AND E-VOTING OF THE COMPANY**

(Pursuant to Section 110 of Companies Act, 2013 and Rules made thereunder)

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any of Companies Act, 2013 ("The Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) read with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, the Company is seeking consent of the shareholder on special businesses set out herein below, proposed to be passed by way of postal ballot or electronic voting (e-voting).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said special businesses setting out the material facts and the reasons for the proposal and the postal ballot (the 'form') are being sent along with this notice for your consideration.

The Board of Directors has appointed CS Kavita Khatri (COP. No. 9006) Practicing Company Secretary, Ahmedabad, as a Scrutinizer for conducting the Postal Ballot process and e-voting process in a fair and transparent manner.

We request you to communicate your assent or dissent by carefully reading the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed, postage pre-paid business reply envelope (if posted in India), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The postal Ballot form may be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed postal ballot form(s) should reach the Scrutinizer on or before the close of working hours i.e., 5.00 p.m. on **Monday June 26, 2017**, addressed to CS Kavita Khatri, Scrutinizer, Adinath Exim Resources Limited at the registered office of the Company situated at 12A, 3<sup>rd</sup> Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad- 380058, Gujarat, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.

The shareholders are also requested to note that as required under the provisions of Section 108 and 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard, the Company has entered into an agreement with Central Depository Services (India) Limited (the 'CDSL') to provide the shareholders the platform to vote electronically ('remote E-voting') instead of in the physical mode. The shareholders desirous of exercising their vote electronically are requested to read the instructions printed under the notes. The shareholders who wish to exercise their vote using postal ballot form are requested to carefully go through the instructions printed overleaf the enclosed postal ballot form.

A Member can opt for only one mode of voting i.e. either through E-voting or by the Physical Postal Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.

The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the Postal Ballots including e-voting. The results of the Postal Ballot will be **announced on Wednesday , June 28, 2017**, at the registered office of the Company at 12A 3<sup>rd</sup> Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058, in the state of Gujarat at 06:30 p.m and will be displayed on the website of the Company at [www.adinatheximresources.com](http://www.adinatheximresources.com) for information of the Equity Shareholders also on the website of CDSL besides being communicated to BSE Limited on which the shares of the Company are listed.

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The resolutions, if approved, will be taken as passed effectively on the last date of receipt of postal ballot forms and e-voting, i.e. **Monday, June 26, 2017** ("deemed date of passing of the resolutions mentioned in the postal ballot notice dated May 06, 2017").

**RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT**

**Item No. 1**

To alter and amend Clause III (A) (i) of Memorandum of Association of Company and if thought fit to give assent/dissent to the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act, 2013, (including any modification or re-enactment thereof) and rules made thereunder (including statutory modification(s) or re-enactments(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to alter and amend Clause III (A) (i) of the Memorandum of Association of the Company by substituting it with the following:

*"To carry on the business as importers, exporters, traders, agents, C & F agents, distributors, dealers, suppliers, commission agents, manufacture, service provider, construction, formulate, process, develop, refine, import, export, wholesale and/or retail trade in all kinds of: pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, chemicals, dyes, intermediates, auxiliaries, petrochemical, gems, supplying, generating, distributing and dealing in electricity, and all forms of energy and power generated by any source, provide latest equipments like air compressor, Gas Compressor, rigs and other equipments, execution of tunky projects related to oil gas sector on charter hire basis, operation and maintenance of man power development, jewellery, diamond, gold, silver, semi-precious stones, cotton, polyester or texturised yarn, grey cloth, processed fabrics, made-ups and readymade garments, rice, vegetables, button mushroom, jams, ketchups and other pickles, fruit pulp, agro products, food products and other products and commodities and materials in any form or shape manufactured or supplied by any company, firm, association of persons, bodies, whether incorporated or not, individuals, government, semi-government or any local authority."*

**"RESOLVED FURTHER THAT** the Board of Directors of the Company/Company Secretary be and are hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company/Company Secretary be and are hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** any of the present Directors/Company Secretary of the Company be and are hereby authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto."

**Item No. 2**

To authorise for giving loans or extending guarantee or providing security and if thought fit to give assent/dissent to the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (including any modification or re-enactment thereof) and rules made thereunder (including statutory modification(s) or re-enactments(s) thereof for the time being in force), and subject to all other requisite approvals, permissions,

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sanctions and subject to such conditions as may be prescribed by any of the Concerned authorities (if any) while granting such approvals consent of the members of the Company be and is hereby accorded to the Board of Directors to make/give from time to time any loans/investments/advances and to give on behalf of the Company, any guarantee and/or provide any security in connection of any loan(s) made by any other person to, or to such other person(s) by, any other person(s)/companies/Body Corporate(s) on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government security closest to the tenor of the loan, aggregating to a limit of Rs. 500,000,000 (Rupees Fifty Crores Only), notwithstanding that the aggregate of the investments and loans do far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits as laid down u/s 186 of the Companies Act, 2013, provided that such providing of loans/advances/guarantees, shall be made furthering the business interest of the Company.

**“RESOLVED FURTHER THAT** the board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things inter alia for execution of deeds, documents and for prescribing the limits of loans, investments, advances or guarantees, to be made or provided to the companies as may be deemed appropriate by the Board, to give effect to the said resolution to any committee of directors of the Company and/or to any other director/directors or any other officer/employee/advisor of the Company and/or to it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**“RESOLVED FURTHER THAT** any of the present Directors/Company Secretary of the Company be and is hereby authorized to sign and file necessary e-forms and other relevant papers, documents with Registrar of the Companies and other applicable Statutory authorities if any, and do all such acts, matters, things and deeds as may be necessary to give effect to the aforesaid resolution and to do any matters consequential thereto.”

**By order of the Board of Directors  
For Adinath Exim Resources Limited**

sd/-

**(Shilpa Agarwal)  
Company Secretary**

**Date : May 06, 2017  
Place : Ahmedabad**

**Registered Office:**

12A 3<sup>rd</sup> Floor,  
Abhishree Corporate Park,  
Ambli Bopal Road,  
Ambli, Ahmedabad – 380058,  
Gujarat, India.

**Notes:**

1. Consideration and approval of the Public Shareholders by Postal Ballot is sought to the above Special Resolutions.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 read with section 110 of the Companies Act, 2013, is annexed hereto. The said Resolution and Explanatory Statement along with Postal Ballot Form are being sent to you for your consideration.
3. The accompanying Postal Ballot Form is being posted to the address of the Equity Shareholders registered with the Company whose names appear in the Register of Members of the Company and the Register of beneficial owners as provided to the Company by the Registrar and Share transfer agent as on **Friday, May 19, 2017**.
4. In Compliances with Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 & 22 of Companies (Management & Administration) Rules 2014(including any amendment or modification for time being in force), the Company is pleased to provide facility to the Members to exercise their votes electronically through electronic means. The e-voting service facility

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will be provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are given at point no. 12.

5. The members are requested to exercise their voting rights by using any one mode i.e. either by the attached Postal Ballot Form or e-voting. No other mode, Form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. No proxy allowed in case of Postal ballot/e-voting. In case member cast their vote through both modes, only vote cast through e-voting will be considered and vote through Postal Ballot Form would be rejected.
6. Voting rights shall be reckoned on the fully paid up value of the shares registered in the names of the members as on **Monday, May 22, 2017**. The resolutions shall be considered approved by the Public Shareholders in case the votes in favour of the resolutions are more than the votes cast against the resolution.
7. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently.
8. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
9. E-voting period will starts at **9:00 AM** (I.S.T.) on **Sunday, May 28, 2017** and ends at **5:00 PM** (I.S.T.) on **Monday, June 26, 2017**. The voting module shall be disabled by CDSL for voting thereafter.
10. The Material Documents referred in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company during the normal business hours (9 am to 6 pm) on all working days (except Saturdays) up to the last date for receipt of the Postal Ballot Forms and E- Voting.

**Voting through Physical Postal Ballot Form:**

11. The instructions for members for Voting through Physical Postal Ballot Form are as under:
  - (i) The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (FOR) or dissent (AGAINST), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer **on or before** the close of working hours i.e., **5.00 p.m.** on **Monday, June 26, 2017**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
  - (ii) The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
  - (iii) Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

**E - Voting Facility**

12. If a shareholder has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case if member(s) cast their vote both via physical ballot and e-voting, then voting done through E-voting shall prevail and voting done by physical ballot shall be treated as invalid.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins **9:00 AM** on **Sunday, May 28, 2017** and ends on **5:00 PM** on **Monday, June 26, 2017**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Monday, May 22, 2017** 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

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- 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 / Attendance Slip/Stickers indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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 resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <ADINATH EXIM RESOURCES 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.

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(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. 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.

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).

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

**Item No. 1**

The Principal business of the Company is to invest in the securities, bill discounting and other finance related activities as mentioned in the main object clause of the memorandum of association. To enable the Company to expand the business of the Company with or without entering into new market sectors, the Company wants to amend its object clause.

The amendment in the main object clause of the Company will allow the Management of the Company to explore and verify the new market opportunities and to move in the path with the object of enhancing the shareholder's value.

The Copies of the documents referred in the proposed resolution shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (9 am to 6 pm) on all working days (except Saturdays) till the last date of receipt of postal ballot forms and e-voting.

The Board accordingly recommends the Special Resolution set out in Item No. 1 for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution except to the extent of their/related parties shareholdings in the company.

**Item No. 2**

Pursuant to section 186 of the Companies Act, 2013 and all other applicable provisions of Companies Act 2013, a Company can make loans and investments or provide Guarantee to the extent of 60% of its paid up share capital, free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of such loans made or guarantees provided exceeds the prescribed limit, prior approval of shareholders is required by way of special resolution.

As the Company is constantly reviewing opportunities for expansion of its business operations it would be required to provide financial support by way of loans and/or guarantees to such person(s) and/or body (ies) corporate as the Board deem appropriate from time to time, in order to achieve greater financial flexibility and to enable optimal financial structuring.

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It is therefore proposed that the board of directors of Company be authorised to make or give from time to time any loans or advance and to give on behalf of the Company any guarantee and/or provide any security in connection of any loan(s) on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government securities closest to the tenure of the loan, aggregating to a limit of Rs. 500,000,000/- (Rupees Fifty Crores Only), notwithstanding the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits as laid down under Companies Act, 2013, provided that such providing of loans/advance/guarantees is in the interest of the Company.

As per applicable provisions of Section 186 of Companies Act, 2013 and all other applicable provisions of Companies Act, 2013, approval of members is sought by way of a special resolution.

The Copies of the documents referred in the proposed resolution shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (9 am to 6 pm) on all working days (except Saturdays) till the last date of receipt of postal ballot forms and e-voting.

The Board accordingly recommends the Special Resolution set out in Item No. 2 for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution except to the extent of their/related parties shareholdings in the company.

**By order of the Board of Directors**  
**For Adinath Exim Resources Limited**

sd/-

**(Shilpa Agarwal)**  
**Company Secretary**

**Date : May 06, 2017**

**Place : Ahmedabad**

***Registered Office:***

12A 3<sup>rd</sup> Floor,  
Abhishree Corporate Park,  
Ambli Bopal Road,  
Ambli, Ahmedabad – 380058,  
Gujarat, India.

**Enclosures:**

1. Postal Ballot Form
2. Postage pre-paid self- addressed envelope.

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**Adinath Exim Resources Limited**  
CIN: L51909GJ1995PLC024300  
Registered Office: 12A, 3<sup>rd</sup> Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad- 380058, Gujarat, Phone: (02717)298510 Fax: (02717)298520  
E-mail id: [aerlnodalofficer@gmail.com](mailto:aerlnodalofficer@gmail.com) Website: [www.adinatheximresources.com](http://www.adinatheximresources.com)

**POSTAL BALLOT FORM**  
**(To be returned to the Scrutinizer appointed by the Company)**  
(Please read the instructions carefully before filing this form)

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 Shares held	:

I/we hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated May 06, 2017 issued by the Company by sending my/our assent/dissent to the said resolution by placing 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 alter and amend Clause III (A) (i) of Memorandum of Association of Company			
2.	Special resolution to authorise for giving loans or extending guarantee or providing security.			

Place :  
Date :

\_\_\_\_\_  
Signature of member/beneficial owner

**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic voting Sequence Number)	USER ID	Password

**NOTE: FOR INSTRUCTIONS, PLEASE REFER OVERLEAF:**



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**INSTRUCTIONS:**

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, before the closing of working hours i.e **05:00 P.M** on **Monday, June 26, 2017**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The self-address business reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company is attached herewith.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy is permitted
4. Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
5. This form should be completed and signed by the shareholder. In case of joint share holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named member and in his absence, by the next named member. Joint shareholders shall be counted as single shareholder when voting right is considered.
6. Consent must be accorded by placing a tick mark (✓) in the column, I/we assent to the Resolution, or dissent must be accorded by placing a tick mark (✓) in the column, I/we dissent to the Resolution
7. The votes of a Member will be considered invalid on any of the following grounds :
  - a) Unsigned Postal Ballot Forms will be rejected
  - b) If a Members signature doesn't tally
  - c) If the Member has marked his/her/ its vote for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d) If a Postal Ballot Form is unsigned, incomplete or incorrectly filled
  - e) If a 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 whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds.
  - f) A form other than one issued by the company has been used
8. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Members as on the cut-off date i.e **Monday, May 22, 2017**.
9. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should also be accompanied by certified true copy of Board Resolution/Letter of authority/attested specimen signatures, etc. delegating requisite power to the person to cast vote on the postal ballot form.
10. Member is requested to fill the Postal Ballot form with indelible ink pen (and avoid fling it by using erasable writing medium/s e.g. pencil etc)
11. The right of voting by postal ballot shall not be exercised by a proxy.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage - prepaid envelopes in as much as all such envelopes will be sent to Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
13. The Scrutinizer's Decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the notice as an intimation only.
15. In case of any queries relating to e-voting, members/beneficial owners may refer the Frequently Asked Questions and e-voting user manual available at the CDSL website: [www.evotingindia.com](http://www.evotingindia.com) or contact at toll free number 1800-200-5533. In case of any grievances relating to e-voting, please contact Mr. Mehboob Lakhani, Assistant Manager, CDSL, 17th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001; Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Tel. No. 022-2272-5040.
16. In case of queries/ grievances connected with Postal Ballot, the Shareholders can address the queries/ grievances to: The Company Secretary, Adinath Exim Resources Limited, 12A, 3<sup>rd</sup> Floor, Abhishree Corporate Park, Ambli-Bopal Road, Ambli, Ahmedabad-380058, Tel No.: 02717-298510, E-mail Id: [aerlnodalofficer@gmail.com](mailto:aerlnodalofficer@gmail.com).
17. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. No proxy allowed in case of Postal ballot/e-voting. In case member cast their vote through both modes, only vote cast through e-voting will be considered and vote through Postal Ballot Form would be rejected.