

SHREENATH INDUSTRIAL INVESTMENT COMPANY LIMITED

Regd. Office: Office No. 401, 597 Rajshila Co-op Society Ltd., Chira Bazar, J S S Road,

Marine lines (E), Mumbai, Maharashtra 400 002

Website: www.shreenathiic.in; Email: info@shreenathiic.in

CIN: L65990MH1983PLC263361

NOTICE OF POSTAL BALLOT

To,

The Members,

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that Resolutions set out below are proposed to be passed by way of Postal Ballot/e-Voting. An Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed to the Notice, along with a Postal Ballot form (the Form) for your consideration.

The Board of Directors has appointed Mr. Sandeep Dar, Practicing Company Secretary (Membership No. 3159) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Tuesday, September 6, 2016.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny on or before Friday, September 9, 2016, and thereafter results of the Postal Ballot will be placed on the website of the Company www.shreenathiic.in. The Result will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

In the event the Ordinary/Special Resolutions, as set out herein below, are assented by the requisite majority of Members by means of Postal Ballot, the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Resolutions.

ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF MEMBERS THROUGH POSTAL BALLOT:

1. ALTERATION OF THE MAIN OBJECT CLAUSE IN MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(9) and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), the rules framed there under and provisions of the Memorandum of Association of the company, consent of the members of the company be and is hereby accorded to alteration in the object clause as follows:

In clause III (A), existing Sub-clauses (1) to (4) shall be deleted and substituted with new sub-clauses (1) to (4) as follows;

1. To purchase, acquire, take on lease or in exchange or in any other lawful manner any immovable property including area, land, buildings, structures or any rights or privileges including TDR attached thereto, right of way, easements, licenses, concessions and privileges and to turn the same into account develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential, and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electrical, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
2. To purchase, take on lease, or otherwise acquire, either absolutely or for any limited interest any immovable property or any rights including transferable development rights (TDR) or things in action for use in or buying, selling or trading, and in particular, but without limiting the generality of the words aforesaid, any lands, tenements or hereditaments in any part of the world, or any rights including TDR or privileges in connection therewith or in respect of or over any property and the benefit of any covenants or agreements, positives or restrictive, and the right to call for and enjoy the benefit of the services of any person or persons, and every other kind of benefit or advantage, whether personal or attaching to any real or personal property.
3. To erect and to construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonies, decorate furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge assign, let out, hire, sublet or sublease all type of lands, plots, buildings, bungalows, quarters, offices, flats, swimming pools, chawls, warehouses, godowns, shops, stalls, markets, hotels and restaurants building, banquet halls, houses, structures, construction, tenements, roads, bridges, dams or other infrastructure, land estates and immovable properties whether freehold or lease hold of any nature and description and where ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration in India and to act as an agent for purchasing, selling, and letting on hire, land and houses whether multistory, commercial land/or residential buildings on commission basis in India and abroad.
4. To Carry on the business of and to act as Manufacturers, Marketers, agents, consultants, distributors, collaborators of bio medical and health devices, or otherwise to deal in all types of automatic, semi-automatic. digital, electronic instruments, equipments, apparatus, machineries, tools, their parts, fittings, components and accessories used in health care, treatment, diagnosis, research test cure, operation and for saving life or human-being, disposable medical and Surgical instruments and consumables and other allied products and to act as importers, distributors, stockiest, marketer dealers, or exporters in all kinds of medical appliances like Electro Cardiogram, Gastroscope, Cytoscope, Pesritoneoscope, Arthroscopy, Gonioscope, Ophthalmoscope, Otoscope, Sigmoid scope, Colonoscope, Haemodialysis and various other related medical equipment with accessories and consumable diagnostic kits Sutures, dialysers, all varieties of catheters, surgical and all other allied medical disposable product.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such actions and do all such acts, deeds and things as may be required for compliance with statutory requirements as applicable and/or for giving effect to the above resolution and matters related thereto."

2. SHIFTING OF REGISTERED OFFICE OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 27 of the companies (Incorporation) Rules, 2014, the Registered Office of the Company be shifted from local limits of city of Mumbai in the state of Maharashtra to the local limits of city of Nashik in the state of Maharashtra within the same jurisdiction of the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such actions and do all such acts, deeds and things as may be required for compliance with statutory requirements as applicable and/or for giving effect to the above resolution and matters related thereto.”

3. APPROVAL UNDER SECTION 188 OF THE COMPANIES ACT, 2013 FOR TRANSACTION WITH RELATED PARTY:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1) of the Companies Act, 2013 read Rule 15 under Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and Regulation 23 of Securities and Exchange Board of India (LODR) Regulations, 2015, consent of the Members be and is hereby accorded to the Company to enter into Agreement with Mr. Harish Veerappa Kanchan, Chairman and Managing director of the Company to jointly develop land owned by Mr. Harish Veerappa Kanchan, on such major terms and conditions as enumerated in the explanatory statement annexed hereto which be and is hereby confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such actions and do all such acts, deeds and things as may be required for compliance with statutory requirements as applicable and/or for giving effect to the above resolution and matters related thereto.”

By Order of the Board
For Shreenath Industrial Investment Company Limited

Harish Veerappa Kanchan
Chairman and Managing Director

Registered office:

Office No. 401, 597 Rajshila Co-op Society Ltd.,
Chira Bazar, J S S Road, Marinelines (E),
Mumbai, Maharashtra 400002

Place: Mumbai

Date: July 19, 2016

Notes

1. An explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficiary Position maintained by the Depositories as on July 29, 2016.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on July 29, 2016.
4. Resolutions passed by the members through postal ballot are deemed to have been passed at a General Meeting of the Members.
5. A member cannot exercise his vote by proxy on postal ballot.
6. Members wishing to exercise their 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 addressed Business reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 5:00 P. M.) on September 06, 2016. The postage will be borne by Company. However envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If postal ballot received after working Hours on September 06, 2016 it will be considered that no reply from the Members has been received.
7. The Company is pleased to provide e-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all Members of the Company to enable them to cast their votes electronically instead of dispatching physical Postal Ballot. E-voting is optional. The instructions for e-Voting are as under:
 - (i) The voting period begins on Monday, August 08, 2016 at 9:00 A. M. and ends on Tuesday, September 06, 2016 at 5:00 P. M. Members holding Shares in physical or in demat form as on cut off date i.e Friday, July 29, 2016 shall only be eligible for e-voting.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (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.
 - (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) <ul style="list-style-type: none"> 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
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. OR 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).

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

(ix) Members holding shares in physical form will then reach directly 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 **SHREENATH INDUSTRIAL INVESTMENT COMPANY 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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 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.

In case of members receiving the physical copy of the Notice of Postal Ballot (For members whose email IDs are not registered with the Company/Depository Participant(s) or requiring physical copy):

(a) The Initial Password is provided at the bottom of the Postal Ballot Form.

(b) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

8. Members, who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with the postal ballot form.

9. Members, who have received the Postal Ballot Notice by e-mail and who do not wish to avail the electronic voting facility, such Members may send a request for obtaining the Notice and physical Postal Ballot Form from the Share Transfer Agents of the Company, viz., M/s. Purva Shareregistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti, Ind. Estate, J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400 011. On receipt of such request, the Share Transfer Agents will dispatch the physical Postal Ballot Form. Members should ensure that duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on September 06, 2016. Postal Ballot Forms received after this date and time shall be strictly treated as if the reply from the Members has not been received.

10. Members are requested to cast their vote on the Postal Ballot only through one mode (physical Postal Ballot Form or e-voting). In case members cast their votes through both the modes, votes cast through e-voting shall only be considered and votes cast through Postal Ballot Form would be rejected.

11. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form.

12. Inspection Of Documents:

A copy of documents referred to in the Notice and Explanatory Statement would be available for inspection to the desirous Members of the Company on any working day between 11:00 am to 1:00 pm at the registered office of the Company.

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

Item No. 1:

The existing main objects consisting of financial activities have become redundant in view of surrender of NBFC status by the Company. Further, with the change in the Promoter, the focus of the Company is shifted towards pursuing the objects for dealing in the property and construction activities. Company is also entering Greenfield activity of Manufacturing and Marketing of newly developed Bio-Medical devices. The special resolution for change in objects reflects the new business activities to be pursued by the Company in the coming years. Your Directors are confident that Company will achieve great success in the new objects proposed in the attached special resolution.

In accordance with provisions of Section 12 read with Section 110 of the Companies Act, 2013, a special resolution to be passed by postal ballot is required for change in the objects in the Memorandum of Association of the Company. Your Directors recommend passing of this special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

Item No. 2:

As you all are aware the registered office of the company is presently situated in the city of Mumbai, Maharashtra. With the change in the objects and Promoters, the Company's business activities are being shifted to the city of Nashik, where the main objects of the company would be pursued. With a view to improve the operational efficiency and future growth, the registered office of the company is proposed to be shifted in the Nashik city, so maximum efficiency and economy will be achieved by the company.

In accordance with provisions of Section 13(9) read with section 110 of the Companies Act, 2013 a special resolution to be passed by postal ballot is required for shifting registered office from Mumbai to Nashik. Your Directors recommend passing of this special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Item No. 3:

With the proposed change in the main objects to be pursued by the Company, in the construction and development of properties, the Company is entering into Joint Venture agreement for the joint development of the piece of land in the vicinity of Nashik.

Since Mr. Harish Veerappa Kanchan, Chairman and Managing Director of the Company is the owner of said piece of land and is a related party, he is not eligible to vote on the Ordinary resolution under section 188 of Companies Act, 2013 for entering into joint development agreement with the company.

The salient features of the proposed joint development agreement are as follows:

Major terms of the Related Party Transaction as per Rule 15 of Companies (Meeting of Board And its Powers) Rules, 2014 of the Companies Act, 2013	
Name of the related party/ related Director	Mr. Harish Veerappa Kanchan, Chairman & Managing Director.
Nature of relationship	Chairman and Managing Director is the owner of the Land.
Nature of contacts/transactions/ Arrangements	Joint Development Agreement for development of Gat no. 349, Gat no 350, Village Jalalpur, Nashik-422001
Nature, Material terms, monetary value and particulars of the contract or arrangement	Sharing of gross revenue between the Related Party and Company in the ratio of 1:3 i.e. 33% of Gross Revenue will be shared with related party. The Financial value of the contract will be determined based on the actual sale of developed land. The present estimated value of the contract if full potential sale is achieved is Rs. 75 Crores.

Your Directors recommend passing of this ordinary resolution.

None of the directors and key managerial personnel and their relatives other than Mr. Harish Veerappa Kanchan, Chairman and Managing Directors is concerned or interested, financial or otherwise, in the ordinary resolution set out at Item No. 3.

Mr. Harish Veerappa Kanchan, Chairman and Managing Director being member and related party shall not vote on the ordinary resolution in accordance with second proviso to sub-section (1) of Section 188 of the Companies Act, 2013.

By Order of the Board
For Shreenath Industrial Investment Company Limited

Harish Veerappa Kanchan
Chairman and Managing Director

Registered office:

Office No. 401, 597 Rajshila Co-op Society Ltd.,
Chira Bazar, J S S Road, Marinelines (E),
Mumbai, Maharashtra - 400 002

Place: Mumbai

Date: July 19, 2016

Enclosures:

1. Postal Ballot Form
2. Postage Pre-Paid self-addressed envelope