



# SHREE AJIT PULP AND PAPER LIMITED

Regd. Off.: Survey No. 239, Near Morai Railway Crossing, Village Salvav, Via- Vapi, Dist. Valsad - 396191  
Tel. No. 0260 2437059, Fax No. 0260 2437090, CIN: L21010GJ1995PLC025135  
Email:investors@shreeajit.com, Website: www. shreeajit.com

To  
The Members,

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules thereunder]

The Board of Directors of the Company at its meeting held on February 12, 2018, approved the business, as set out in the accompanying postal ballot form, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed Resolution and the Explanatory Statement thereto is sent to you along with a Postal Ballot Form for your consideration.

You are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer before the close of working hours (5.00 P.M.) on Tuesday, March 27, 2018. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

Members may note that as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited to provide Electronic Voting facility (e-voting) to Members of the Company. Accordingly the Company is providing e-voting facility as an alternate to Postal Ballot, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. E-voting is available from 9.00 A.M. on Monday, February 26, 2018 to 5.00 P.M. on Tuesday, March 27, 2018. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 16, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

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

Mr. V. C. Khambhata, Practicing Company Secretary has been appointed by the Board as Scrutinizer to scrutinize the e-voting process and the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman / Company Secretary of your Company after completion of the e-voting and scrutiny of postal ballots. The combined results of the e-voting and Postal Ballot will be announced by the Chairman or any Director of the Company on or before Thursday, March 29, 2018. The declaration/announcement of the results by the Chairman or any Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable Rules thereunder. After the above declaration, the results will be posted on the Company's website viz., www.shreeajit.com and also communicated to the Stock Exchanges, where the Company's shares are listed.

### SPECIAL BUSINESS:

1) Re-classification of Promoter and promoter group to public:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the Securities and Exchanges Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities, as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons from 'promoter and promoter group category' to 'public category':

Sr. No.	Name of Promoter/ Promoter Group	Shareholding	% of Shareholding
1	Jayantilal Mafatlal Shah	435000	8.12
2	Jayvantiben Jayantilal Shah	17300	0.32
	Total	452300	8.44

RESOLVED FURTHER THAT Mr. Gautam D. Shah, Chairman and Managing Director and Mr. Rakesh Kumar Kumawat, Company Secretary and Compliance Officer be and is hereby severally authorised to submit application for reclassification to the Stock Exchanges wherein the securities of the Company are listed or any other regulatory authority, as may be required, and to take such steps expedient or desirable to give effect to this resolution."

Place: Vapi  
Date: 12.02.2018

By order of the Board of Directors

Registered office:  
Survey No. 239 Near Morai Railway Crossing,  
Village Salvav, Via-Vapi-396191  
CIN-L21010GJ1995PLC025135  
Tel: 260 2437059, Fax: 260 2437090  
Email: investors@shreeajit.com  
Website: www.shreeajit.com

Rakesh Kumar Kumawat  
Company Secretary and Compliance Officer

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed resolution at item no 1 above is appended herein below.
2. The postal ballot notice is being sent (by post or e-mail) to all the members, whose names appear in the Register of Members/List of beneficial owners, as received from National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) as on Friday, February 16, 2018, along with a pre-paid postage self addressed business reply envelop. The notice is also being displayed on the website of the Company at [www.shreeajit.com](http://www.shreeajit.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
3. In compliance with the provisions of Section 110 of The Companies Act, 2013 read with the Rules thereunder and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility for all its shareholders to enable them to cast their votes electronically. For this purpose, the Company has engaged CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
4. Members have the option either to vote through the e-voting process or through the postal ballot form.
5. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, February 26, 2018 (9.00 A.M.) and ends on Tuesday, March 27, 2018 (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 Friday, February 16, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	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"><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 indicated in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Shree Ajit Pulp and Paper Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. 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.

#### To Download m-Voting MobileApp

SCAN  THIS



How do you use the barcode scanner app?  
Installing Barcode Scanner

1. Open the Play Store on your device. You can find the Play Store in your list of apps. ...
2. Tap the Search bar. This can be found at the top of the Play Store screen.
3. Type barcode scanner.
4. Tap QR & Barcode Scanner from Gamma Play. ...
5. Tap Install.
6. Tap Accept.
7. Tap Open.

How do I find the QR code on my phone?

To scan a QR code:

1. Open the QR code reader app installed on your device.
2. Scan the QR code by lining it up inside the window on your screen.
3. The barcode is decoded on your device and specific instructions are sent to the app for appropriate action (e.g. open a specific website).

(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.
- 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 by custodian 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. In case of Non-Individual Shareholders, admin user also would be able to link the account(s).
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (E), Mumbai-400013, or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, February 16, 2018.
7. Members can opt for only one mode of voting, either by physical ballot or the e-voting. In case members cast their vote both by postal ballot and e-voting, the vote cast through e-voting shall prevail and the vote cast through postal ballot form shall be considered invalid.

8. The last date for the receipt of duly completed postal ballot form or e-voting shall be the date on which resolution would be deemed to have been passed, if approved by the requisite majority.
9. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form can download Postal Ballot Form from the [www.cdslindia.com](http://www.cdslindia.com) or seek duplicate Postal Ballot Form from M/s Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S.Marg, Vikhroli West, Mumbai-400083, Tel. No. +91 22 49186000, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or download from the Company's website [www.shreeajit.com](http://www.shreeajit.com) or send email to [investors@shreeajit.com](mailto:investors@shreeajit.com)

## EXPLANATORY STATEMENT

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

#### ITEM NO. 1

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"), provides a regulatory mechanism for re-classification of 'promoter and promoter group' as 'public shareholders' subject to fulfillment of conditions as provided therein.

The Company received applications from the following 'promoters and promoters group' pursuant to Regulation 31A of the Listing Regulations for re-classifying them under the 'public category':

S. No.	Name of Promoter / Promoter Group	Shareholding	% of Shareholding
1	Jayantilal Mafatlal Shah	435000	8.12
2	Jayvantiben Jayantilal Shah	17300	0.32
	Total	452300	8.44

The applicants requested the Company to reclassify them as public shareholders on account of the following reasons:

1. They and persons acting in concert with them do not hold more than 8.44% shares in the Company.
2. They do not have any special rights in the Company through formal or informal arrangements.
3. They do not directly or indirectly, exercise control over the affairs of the Company.
4. They have neither any representation on the Board of the Company nor have any veto / special rights as to voting power or control over the Company.
5. They are not acting and will not act as key managerial personnel of the Company.

In view of the explanations given by the applicants as detailed above and in accordance with the conditions stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on February 12, 2018 recommended to the members for reclassification of the applicants from the 'promoters and promoter group category' to 'public category'.

The Board recommends the passing of the Resolution in the item 1 of the notice as an ordinary resolution.

#### Memorandum of interest:

None of the Directors or key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Place: Vapi  
Date: 12.02.2018

By order of the Board of Directors

Registered office:  
Survey No. 239 Near Morai Railway Crossing,  
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CIN-L21010GJ1995PLC025135  
Tel: 260 2437059, Fax: 260 2437090  
Email: [investors@shreeajit.com](mailto:investors@shreeajit.com)  
Website: [www.shreeajit.com](http://www.shreeajit.com)

Rakesh Kumar Kumawat  
Company Secretary and Compliance Officer



## SHREE AJIT PULP AND PAPER LIMITED

Regd. Off.: Survey No. 239, Near Morai Railway Crossing, Village Salvav, Via- Vapi, Dist. Valsad -396191. Tel. No. 0260 2437059, Fax No. 0260 2437090, Email:investors@shreeajit.com, Website: www. shreeajit.com, CIN: L21010GJ1995PLC025135

### POSTAL BALLOT FORM

S.NO :

1	Name and registered address of the sole / first joint Shareholder (in block letters)	
2	Name (s) of joint holder (s), if any	
3	Registered Folio No. / DPID No. / Client ID No.* (* Applicable to investors holding shares in dematerialized form)	
4	Number of equity shares held	

I/we hereby exercise my/our votes in respect of the ordinary resolution to be passed through Postal Ballot for resolution stated in the Postal Ballot Notice of the Company dated February 12, 2018, by sending my/ our Assent (for) or Dissent (Against) to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description of resolution	Nature of Resolution	No. of Shares held	I/we assent to the Resolution (for)	I/we Dissent to the Resolution (Against)
1	Re-classification of promoter and promoter group to public	Ordinary			

Place:

Date:

\_\_\_\_\_  
Signature of the Member

ELECTRONIC VOTING PARTICULARS	
EVSN (Electronic voting sequence number)	PAN/ Sequence Number
180213009	

**Note:** Please read the instructions printed overleaf before filling this form and for e-voting.

## INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete the postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the enclosed self-addressed envelop. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the member will also be accepted.
2. The self-addressed envelope being sent herewith bears the address of the Scrutinizer appointed for conducting Postal Ballot process.
3. There shall be one Postal ballot for every Folio/Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot.
4. Voting rights shall be reckoned on the paid-up value of the shares registered in the name (s) of the member (s) as on Friday, February 16, 2018. A person who is not a member as on this date should treat this Notice for information purposes only.
5. The Company is pleased to offer e-voting facility as an alternate for all the members of the Company to enable them to cast their votes electronically. E-voting is optional. The E-voting period commences on Monday, February 26, 2018 (9.00A.M.) and ends on Tuesday, March 27, 2018 (5.00 P.M.).
6. The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company/Depository Participant). In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named member and so on.
7. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be signed by the authorised signatory, whose signature is already registered with the Company /RTA (please quote the Registration No. beneath the signature), or it should be accompanied by attested/ certified true copy of the Board resolution/Authority.
8. The votes should be cast either in favour or against by putting the tick (✓)mark in the column provided for assent or dissent. Postal Ballot Form bearing tick mark in both the columns will render the form invalid.
9. Duly completed Postal Ballot Form should be received by the scrutinizer not later than the close of working hours (i.e. before 5.00 P.M.) on Tuesday, March 27, 2018. Postal Ballot Forms received after this date will be treated as if no reply from the member has been received.
10. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.