



# AMSONS APPARELS LIMITED

REG. OFFICE: FLAT NO. 116, FIRST FLOOR, HEMKUNT CHAMBER, 89, NEHRU PLACE, NEW DELHI-110019

CIN NO: U74899DL2003PLC122266

MAIL ID: [amsonsapparels@yahoo.com](mailto:amsonsapparels@yahoo.com) WEBSITE: [www.amsonsapparels.com](http://www.amsonsapparels.com)

Telephone No: 011-32317247, Fax No: 011-32317247

27<sup>th</sup> December, 2016

To,

Corporate Relation Department,  
BSE Limited  
PJ Towers, Dalal Street  
Mumbai-400001

Dear Sir,

**Sub: Notice of Postal Ballot**  
**Scrip Code: 538861; Scrip Id: AMSONS**

This is with reference to the captioned subject. In this regard, we would like to inform you that the Company has completed the electronic transmission/physical dispatch of the Postal Ballot notice and postal ballot form on 26.12.2016 to the members for seeking their consent for the members set out in the Postal ballot Notice dated 08.12.2016. The Postal Ballot Notice and Postal ballot form are also available on the website of the Company [www.amsonsapparels.com](http://www.amsonsapparels.com).

In this regard, kindly update the copy of Notice of Postal ballot as enclosed herewith on your website for your reference.

Kindly update the same.

By Order of the Board  
For Amsons Apparels Limited

*Vishal Yadav*  
Vishal Yadav  
Director





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## NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

**Notice** is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 that the draft resolutions set out below are proposed to be passed by Postal Ballot.

Accordingly, the draft resolutions and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot form, to all the members physically and, in addition, through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed Mr. Pawan Kumar Mishra of M/s P.K. Mishra & Associates, Company Secretaries, as 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 (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at Flat No. 116, First Floor, Hemkunt Chamber, 89 Nehru Place, New Delhi New Delhi South Delhi DI 110019 before the closing of working hours on 5.30 p.m. of 25<sup>th</sup> January, 2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 27th January, 2017 at the registered office of the Company at Flat No. 116, First Floor, Hemkunt Chamber, 89 Nehru Place, New Delhi New Delhi South Delhi DI 110019. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at [www.amsonsapparels.com](http://www.amsonsapparels.com) The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 25th January, 2017.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz [www.amsonsapparels.com](http://www.amsonsapparels.com) for perusal by the Members.

### SPECIAL BUSINESS

#### 1. FOR MIGRATING FROM BSE SME TO MAIN BOARD

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-

**"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** in pursuance of SEBI circular dated 18<sup>th</sup> May, 2010, SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, BSE circular dated 26<sup>th</sup> November, 2012 and Listing Agreement with BSE and provisions of Companies Act, 1956 and 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-



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enactments thereof, and other applicable laws, consent of the Company be and is hereby granted to migrate the company, currently listed on SME platform of BSE, to Main Board of BSE and to follow such procedures as specified by SEBI (ICDR) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT** Mr. Vishal Yadav, one of the Directors of the Company be and is hereby authorized to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by Board to give effect to the said resolution.

**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

**By Order of the Board  
For Amsons Apparels Limited  
Sd/-  
Vishal Yadav  
Director**

Regd. office:

**Flat No. 116, First Floor, Hemkunt Chamber, 89 Nehru  
Next To V3s Mall, Laxmi Nagar, Delhi-110092**

**Place: New Delhi  
Date: December 23<sup>rd</sup>, 2016**

## NOTES:

1. The Explanatory statement for the proposed resolutions under Item No.1 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Mr. Pawan Kumar Mishra of M/s P.K. Mishra & Associates, Company Secretaries for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Dated 2<sup>nd</sup> December, 2016.
4. In compliance with provisions of the Companies Act, 2013, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

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

### ITEM NO.1

As per SEBI circular dated 18<sup>th</sup> May, 2010, company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid up Capital of the company as on is Rs 22,27,70,000/-and Company is



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also listed on SME platform of BSE for 2 Years. i.e. from 6<sup>th</sup> January, 2015 till date, in compliance of BSE circular dated 26<sup>th</sup> November, 2012, Directors in its meeting held on 08.12.2016 decided that Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 08.12.2016 of the Company.

None of the Directors and key Managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution

**By Order of the Board  
For Amsons Apparels Limited  
Sd/-  
Vishal Yadav  
Director**

**Regd. office:  
Flat No. 116, First Floor, Hemkunt Chamber, 89 Nehru  
Next To V3s Mall, Laxmi Nagar, Delhi-110092**

**Place: New Delhi  
Date: December 23<sup>rd</sup>, 2016**



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## POSTAL BALLOT FORM

Sr. No. \_\_\_\_\_

1. Name (s) and Registered Address of the Sole / First named Shareholder
2. Name(s) of the joint Shareholders, if any
3. Registered Folio No / DP ID\* & Client ID No.\*  
(\*Applicable to Shareholder(s) holding shares in electronic form)
4. No. of Shares held
5. 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 the Company dated 23.12.2016 by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate column below:-

Item No.	Description	No. of votes exercised corresponding to the total number of voting rights <sup>1</sup>	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	Migrating From BSE SME To Main Board			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

## ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 25<sup>th</sup> day of January, 2017 up to 5:30 p.m.

## INSTRUCTIONS

### 1. The instructions for members for voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)) :

- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on shareholder-Login.





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- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
- (vii) Select "EVEN" of Amsons Apparels Limited.
- (viii) Now you are ready for e-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pkmishra59@yahoo.com](mailto:pkmishra59@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B.** In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy) :

- (i) Initial password is provided as below in the Postal ballot form:

EVEN(E Voting event number)	USER ID	PASSWORD

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

4. The e-voting period commences on 9.30 a.m. on 27.12.2016 and ends on 5.30 p.m. on 25.01.2017. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 2<sup>nd</sup>, 2016, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.

5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of December 2<sup>nd</sup>, 2016.

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

7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.



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8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at Flat No. 116, First Floor, Hemkunt Chamber, 89 Nehru Place, New Delhi New Delhi South Delhi DI 110019 before the closing of working hours on 25.01.2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Our Investor' page on the website of the Company <http://www.amsonsapparels.com>.
11. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named Member.
12. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
13. A tick (✓) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
14. The Vote in this postal ballot cannot be exercised through Proxy.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.
16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website [www.amsonsapparels.com](http://www.amsonsapparels.com) and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.