



## Aviva Industries Limited

CIN: L32200MH1984PLC034190

Regd Off: 4th Floor, Jaya Talkies, S.V Road, Opp. Indraprastha, Borivali (W) Mumbai – 400092

Corp Off: C-3/1001, Anushruti Tower, Near Jain Derasar, Opp. New York, Near Thaltej Cross Road, S.G Highway, Ahmedabad, Gujarat – 380 054. Email: aviva.amd@gmail.com Web: www.avivaindustries.com Phone: +91 79 26856815 Fax: +91 79 26856816

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,

#### The Members of Aviva Industries Limited

**NOTICE** is hereby given, in accordance with the provisions of Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or reenactment thereof for the time being in force) and all other applicable provisions of the Companies Act, 2013 and rules made thereunder; Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the Resolutions, appended below, are proposed to be passed by the Members as Special/Ordinary Resolution(s), as the case may be, by way of Physical Postal Ballot and voting by electronic means (hereinafter termed as "Remote e-voting") by giving their assent/dissent. The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), 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(s) may also 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 not later than 05:00 p.m. on 27th September, 2016 to be eligible for being considered for voting, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received through electronically.

The Board of Directors of the Company has appointed Mr. Anand S. Lavingia, Practicing Company Secretary, (COP No. 11410), as the Scrutinizer for conducting the postal ballot and scrutinize the votes received through postal ballot and remote e-voting in a fair and transparent manner. The last date for the receipt of duly completed Postal Ballot Forms or remote e-voting i.e. 27th September, 2016 shall be the date on which the resolution, if approved by the requisite majority, would be deemed to have been passed. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of votes received through postal ballots and remote e-voting. The result of postal ballot shall be declared on or before 29th September, 2016 and communicated to the stock exchange, e-voting agency and shall also be displayed on the Company's website at www.avivaindustries.com.

#### Special Businesses:

##### Item No.1 - Alteration of Object Clause of Memorandum of Association:

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

**"RESOLVED THAT** pursuant to section 13 and other applicable provision of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of Members of the Company be and is hereby accorded for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

- I. **Renumbering of existing sub-clauses no. 9 to 62 of Clause III (B) i.e. "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" as sub clauses no. 1 to 54.**
- II. **Renumbering of existing sub-clauses no. 63 to 69 of Clause III (C) i.e. "OTHER OBJECTS" as sub clauses no. 1 to 7.**
- III. **Shifting of existing sub-clauses no. 1 to 8 of Clause III (A) i.e. "MAIN OBJECTS" to Clause III (C) i.e. "OTHER OBJECTS" and be numbered as sub clauses no. 8 to 15 forming part of Clause III (C) of the "OTHER OBJECTS" as under:**
  8. To carry on the business of manufacturing and selling of tubelights, fluorescent tubes fluorescent lamps, sodium lamps, mercury lamps, bulbs, search lights, beam lights, and all other type of electrical goods.
  9. To carry on the business of manufacturing and selling of switches, plugs, bells regulators and all other type of electrical accessories.
  10. To act as agents, sub-agents, indenting agents, distributors, sub-brokers and representatives for manufacturers and traders of all type of electrical goods and electrical accessories.
  11. To undertake on turnkey basis or on contract or subcontract basis job of electrification of various projects and undertakings.
  12. To draw, make endorse, execute, issue, discount, buy, sell and deal in Bills of Exchange, Promissory Notes, Hundies, Bills of Landing, Warrants, Coupons, import entitlements and other negotiable or transferable securities or documents, in course of Company's business.
  13. To enter into any partnership or joint venture or any arrangement for sharing profits and losses, reciprocal concession or otherwise with any person or persons, firm or concern or corporation carrying on or engaged in or about to carry on or engage in any business or enterprise which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit or to expedient for the purpose of this Company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidies or otherwise assist any such

Company and to sell, hold, re-issue with or without guarantee or otherwise with such shares, stock or securities.

14. To Carry on the business of spinners, weavers, manufacturers ginners, processors, traders, packers, and balers of cotton, jute, hemp, silk, artificial silk linen, rayon, nylon, man made synthetic fibers, and yarns, staple, fibers, wool, waste dropping, and any other fibrous materials and the cultivation thereof, and the business of weaving or otherwise manufacturing, bleaching, printing, processing and selling yarn, cloth, linen and other foods and fabrics whether textile falted, natted or looped.
15. To carry on the business as exporter, importer, traders, buyers, sellers, merchant, agents, dealers, distributors, commission agents, brokers, stockiest, factors, consignors, collaborators, franchisers, concessionaire, consultant, advisors, manufacturer's representative, job worker, assembler, repairers and other wise to deal in all kinds, classes, size, nature and description of Industrial, Commercial, Consumer, Capital Goods, Item, Things, Articles, Commodities, Merchandise, Products weather finished, semi-finished or raw material including Dyes, Intermediates, Chemicals, Pigments, Colours, Paints and Varnishes, Engineering Goods, Equipments, Home-Appliances, Household, Automobiles, Electrical and electronic goods, Computer Hardware, Software, Readymade Garments, Fibers and Fabrics, Yam, Textile, Hosiery Goods, Decorative, Glass and Glass Products, Glass ware, Crockery, Beverages, Minerals, Fertilizers, Pesticides, Drugs, Medicines and Pharmaceuticals, Seeds, Food grains, Spices, Cereals, Flours, Fruits, Dry fruits, Vegetables, Herbal and Aurvedic Products, Agriculture produce and products, Milk and Dairy Products, Food products, Marine Products, Sugar and Sugar Products, Tea and Coffee, Tobacco, Cosmetics, Cement, Cement Product, Ceramics Products, Sanitary ware, Diamond, Gold, Jewelry, Novelty, Stationery, Ferrous and non- ferrous metals, Solvent, Oil edible and non-edible, Lubricants, fuel additive, Stones, Marbles and Granites, Mining products, Plastic and Polymers products, Timber, Wood and Wooden article, Furniture, Petroleum product

**IV. Insertion of following sub clauses 1 & 2 in Clause III (A) i.e. "MAIN OBJECTS":**

1. To carry on in India or elsewhere the business to manufacture, produce, treat, process, design, develop, build, convert, cure, crush, distribute, display, exchange, barter, explore, extract, excavate, finish, formulate, grind, handle, Fabricate, import, export, purchase, sell, jobwork, mix, modify, market, operate, prepare, and to act as traders, brokers, agents, stockists, consignors, franchisers, collaborators, distributors, suppliers, promoters, concessionaries, consultants, C&F agent, wholesalers, retailers and sale organizers of all shapes, sizes, varieties, specifications, descriptions, applications and uses of tiles, including ceramic tiles, glazed tiles, mosaic tiles, floor tiles, marble tiles, cement tiles, wall tiles, granite tiles, porcelain tiles, roofing tiles, china tiles, Ceramics and Glass Mosaic products and by-products thereof, sanitary wares, wash basins, ceramics wares, earth wares, crockeries, pressed wares, decorative wares, garden wares, kitchen wares, potteries insulators, terracotta, porcelain ware, bathroom, accessories, pipes, bricks, building materials, asbestos sheets, poles, blocks, plumbing fixture including fitting parts, accessories, consumable, components & buy-products thereof etc.
2. To Manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, Construction Chemical, Construction Material, Industrial Chemicals, Compounds, dyes intermediates, pigments, colours, paints colours and Chemicals, Photographic chemicals and Acid, Alkalies, inorganics and organic chemicals, Cosmetics and detergent water purification salt and Chemicals, petroleum products and plastic colours and chemicals of any kind, reactive dyes and any chemicals conversion from mines, forest, tea, sea, air, farm, oil brine, gas and residual substance from any chemical process and conversion in to any marketable products, bulk drug chemicals and fine chemicals useful for industrial and consumers product

**V. Existing sub-clause no. 37 (revised sub-clause no. 29) of Clause III(B) i.e. "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS", be and is hereby substituted as follows;**

29. To borrow or raise money with or without security or to receive money on deposit at interest or otherwise, in such a manner as the Company may think fit and in particular by the issue of debentures or debenture stock-perpetual or otherwise including debenture or debenture stock convertible into shares of this or any other company and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.

**VI. In existing sub-clause no. 51 (revised sub-clauses no. 43) of Clause III (B) i.e. "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS", the words "as permissible under Companies Act, 1956" shall be substituted with the words "as permissible under Companies Act, 2013".**

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly amended as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is accorded for commencing and carrying on new business and activities as included in the Main Object Clause of the Company as amended above at such time or times, in such manner, as the Board may in its absolute discretion deem fit

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolutions."

**Item No. 2 - Shifting the registered office of the Company from Mumbai in the "State of Maharashtra" to Ahmedabad in the "State of Gujarat" and consequent alteration in Clause II of Memorandum of Association:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013, read with rules made there under, if any, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and such other approvals, permissions and sanction, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from Mumbai in the "State of Maharashtra" to Ahmedabad in the "State of Gujarat" and consequently Clause II of the Memorandum of Association of the Company be replaced as under:

II. "The Registered Office of the Company will be situated in the State of Gujarat"

**RESOLVED FURTHER THAT** upon the confirmation from the Central Government and such other authorities, as may be required, the registered office of the Company be shifted from "4th Floor, Jaya Talkies, S.V. Road, Opp. Indraprastha, Borivali (W), Mumbai, Maharashtra - 400 092" to "C-3/1001, Anushruti Tower, Near Jain Derasar, Opp. New York, Near Thaltej Cross Road, S.G Highway, Ahmedabad, Gujarat - 380 054.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any person authorized and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) or any officer so authorized by the Board be and is hereby authorized, on behalf of the Company, to make any modifications, changes, variations, alterations or revisions stipulated by any of the authorities, statutory or otherwise, while according approval or consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notices, advertisement, obtain orders for shifting of the Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**Item No. 3 - Borrowing Power under Section 180(1)(c) of the Companies Act, 2013:**

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

**"RESOLVED THAT** in supersession of earlier resolutions passed by the Company under section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow monies as and when required, from any Bank and / or other Financial Institution and / or foreign lender and / or any body corporate / entity / entities and / or authority / authorities and / or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and / or by way of commercial borrowings from the private short term loans or any other instruments etc. and / or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings, along with money already borrowed, shall not exceed Rs. 50 Crores (Rupees Fifty Crores only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, documents, writings and such other documents, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**Item No. 4- To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertakings:**

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

**"RESOLVED THAT** in supersession of earlier resolutions passed by the Company under section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/ or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / paripasu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize and execute the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution."

**Item No. 5 -Power under Section 186 of the Companies Act, 2013:**

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

**"RESOLVED THAT** in supersession of earlier resolutions passed by the Company under section 372A of the erstwhile Companies Act, 1956 and pursuant to the provisions of section 186 of the Companies Act, 2013 read with Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give loan(s) to any person or other body corporate and/or give any guarantee(s) or provide any security(ies) in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto a limit not exceeding Rs. 30 Crores (Rupees Thirty Crores Only) notwithstanding that the aggregate amount of the loans, guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired in all bodies corporate and to other persons, as the case may be, may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take, from time to time, all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution."

**Item No.6- Approval of Related Party Transactions under Section 188 of the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to provisions of Section 188 of Companies Act, 2013 and Section 188 of the Companies (Amendments) Act, 2015, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, the consent of the members of the Company be and is hereby accorded for entering into contract or arrangement, for proposed transactions to be entered into between the Company and related entities in such manner and on such terms and conditions and with such related parties as set out under Item no. 6 of the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

For, **Aviva Industries Limited**

**Date:** 12th August, 2016

**Place:** Ahmedabad

**Bharvin Patel**  
**Chairman and Managing Director**  
**DIN: 01962391**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all special businesses specified above is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on 12th August, 2016 in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 12th August, 2016 will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 12th August, 2016.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he/she may send an e-mail to aviva.amd@gmail.com. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
6. The Members can opt for only one mode of voting, i.e., voting either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during 02:00 P.M. to 04:00 P.M. on all working days, excluding Saturday, Sunday and national holiday, from the date of dispatch of the Notice till 27th September, 2016. Members who want to inspect such document shall intimate (through e-mail

or post) the Company before 48 working hours and on confirmation from the Company, the members shall be allowed to inspect such documents.

9. Members desiring 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 05:00 p.m. on 27th September, 2016. If any postal ballot is received after 05:00 p.m. on 27th September, 2016, it will be considered that no reply has been received from the Member.
10. Postal Ballot Form duly completed and signed shall be sent to Mr. Anand S. Lavingia, Scrutinizer at his office address 415-416, "Pushpam", Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 051 Gujarat, India.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman and Managing Director or any Director of the Company duly authorized, on or before 29th September, 2016.
12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.avivaindustries.com](http://www.avivaindustries.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and communicated to the BSE Limited.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for the receipt of duly completed postal ballot forms i.e. on 27th September, 2016.
14. Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

**Instructions for Members for remote e-voting are as under:**

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
  - Step 1. Open the attached PDF file "aviva postal ballotpdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
  - Step 2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
  - Step 3. Click on "Shareholder - Login".
  - Step 4. Enter User ID and password as initial password noted in Step 1 above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - Step 5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
  - Step 6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
  - Step 7. Select "EVEN - 104641" of Aviva Industries Limited. Members can cast their vote online from 29th August, 2016 (9:00 am) till 27th September, 2016 (5:00 pm).  
**Note: e-Voting shall not be allowed beyond said time.**
  - Step 8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
  - Step 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
  - Step 10. On confirmation, the message "Vote cast successfully" will be displayed.
  - Step 11. Once you have voted on a resolution, you will not be allowed to modify it again.
  - Step 12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 [krishivadvisory@gmail.com](mailto:krishivadvisory@gmail.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 Company/Depository Participants(s) or requesting physical copy:
  - Step 1. Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN	USER ID	PASSWORD

- Step 2. Please follow all steps from Step 2 to Step 12 above, to cast vote.  
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) or call on toll free no: 1800-222-990.

The voting period commences on online from 29th August, 2016 (9:00 am) and ends on the close of the day of 27th September, 2016 (5:00 pm). The e-voting module will be disabled for voting thereafter by NSDL.

## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

### **Item No.1 - Alteration of Object Clause of Memorandum of Association:**

The present Object Clause of the Company authorizes the Company to do the business in manufacturing and trading of electrical and electrical appliances and also allows trading of many other activities including textiles, ceramics and ceramic products, glass and glass products, cement and cement products etc.

Further to avail business opportunities, your Company is in planning to diversify its business activities and indulge itself in the manufacturing and trading of ceramics and ceramic products, glass and glass products and construction chemicals and in all other businesses as stated in the proposed main objects clause of the company. The Board of Directors is of the opinion that proposed business will help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself.

Your Board proposes to insert new sub-clause 1 & 2 related with business activities, as set out in the resolutions under Item No. 1, in Clause III (A) - Main Objects of the Memorandum of Association of the Company. Further, Board proposes to shift the existing sub-clauses of Clause III(A) of the Memorandum of Association of the Company to Clause III(C) - Other Objects of the Memorandum of Association of the Company. Consequent to which the Company needs to re-arrange the existing sub clauses of Clause III of the Memorandum of Association of the Company.

Section 13 read with Section 110 of the Companies Act, 2013 and rules made there under, stipulates that the object clause of the Memorandum of Association may be altered by passing special resolution through Postal Ballot. Therefore, consent of the shareholders of the company is sought by way of Special Resolution through postal ballot for Alteration of the Object Clause of the Memorandum of Association as set out in Item No. 1.

The Board of Directors of the Company recommends the passing Resolution as set out in Item No. 1 of the accompanying Notice for approval of Members as Special Resolution through postal ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the resolutions mentioned in Item No. 1.

### **Item No. 2 - Shifting the registered office of the Company from Mumbai in the "State of Maharashtra" to Ahmedabad in the "State of Gujarat" and consequent alteration in Clause II of Memorandum of Association:**

The Company was incorporated in the State of Maharashtra. As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is presently situated in the State of Maharashtra.

Considering the fact that the future operations and business activities of the Company to be undertaken from its Corporate Office situated at C-3/1001, Anushruti Tower, Near Jain Derasar, Opp. New York, Near Thaltej Cross Road, S.G Highway, Ahmedabad, Gujarat – 380 054. and also that all the Directors of the Company are based in Ahmedabad, it is proposed that the Registered Office of the Company be shifted to the place where the Corporate Office of the Company is presently situated. Such change would enable the Directors to guide, manage and operate the Company more effectively and efficiently and also result in operational convenience.

The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all stakeholders. The proposed shifting will in no way be detrimental, in any manner whatsoever, to the interest(s) of any members of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and consequent alteration of Clause II of the Memorandum of Association requires the approval of Members by way of special resolution through Postal Ballot. Further, the proposed shifting of registered office will be subject to approval of Regional Director/Central Government.

The Board of Directors of the Company recommends the passing of Resolution as set out in Item No. 2 of the accompanying Notice for approval of Members as Special Resolution through postal ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the resolutions mentioned in Item No. 2.

### **Item No. 3 - Borrowing Power under Section 180(1)(C) of the Companies Act, 2013 and**

### **Item No.4- To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertakings:**

The Company had taken approval of the Members of the Company by way of Special Resolution under Section 293(1)(d) through Postal Ballot Process dated 12th September, 2011 to raise/borrow money up to a limit of Rs. 50 Crores. At the same time, the shareholders had accorded consent to the Board of Directors for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings under section 293(1)(a) of the Companies Act, 1956.

The Companies Act, 2013 has been notified and the provisions of Section 180(1)(c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, only with the consent of the company by a special resolution. Therefore, the Board of Directors has proposed to take approval of members of the Company under the Companies Act, 2013 without any changes in the limits as approved by the Shareholders on 12th September, 2011 under old Companies Act, 1956.

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favor of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). The mortgage and / or charge on any of the movable

and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The resolutions contained in item no. 3 & 4 of the accompanying Notice, accordingly, seek members' approval for the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with the borrowing limits and creating charge on Company's properties, respectively.

The Board of Directors of the Company recommends the passing of Resolution as set out in Item No. 3 & 4 of the accompanying Notice for approval of Members as Special Resolutions through postal ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the resolutions mentioned in Item No. 3 & 4.

**Item No.5 -Power under Section 186 of the Companies Act, 2013:**

The Members of the Company had, by way of Postal Ballot, passed a Special Resolution on 12th day of September, 2011 under the erstwhile provisions of Section 372A of the Companies Act, 1956 empowering the Board of Directors of the Company to give loan or make investment or issue guarantees or provide any security in excess of limit prescribed under the said section.

The Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan or guarantee or provide security in connection with a loan to any other body corporate or person or acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, with the approval of Members by way of Special Resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for giving loans or guarantee or provide security or to make investment, to the extent amount not exceeding Rs. 30 Crores (Rupees Thirty Crore only).

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

The Board of Directors of the Company recommends the passing of Resolution as set out in Item No. 5 of the accompanying Notice for approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the resolutions mentioned in Item No. 5.

**Item No.6- Approval of Related Party Transactions under Section 188 of the Companies Act, 2013:**

The Board of Directors of the Company, at its meeting held on August12, 2016 has approved a proposal for entering into related party transactions with below mentioned related parties, in which Directors of the Company are interested.

The nature of transactions, amount of transactions and other related information as envisaged under Companies (Meeting of Board and its powers) Rules, 2014 are provided hereunder;

Particulars	Name of the Company	Name of the Company	Name of the Company	Name of the Company
<b>Name of Related Party</b>	Specific Glass Mosaic India Limited	Sisa Mosaic Private Limited	Dubond Products (India) Private Limited	Dubond Silicon Private Limited
<b>Name of the Director or Key Managerial personnel who is related, if any</b>	Mr. Bharvin Patel, Managing Director & Mrs. Shetna Patel, Director	Mr. Bharvin Patel, Managing Director & Mrs. Shetna Patel, Director	Mr. Bharvin Patel, Managing Director	Mr. Bharvin Patel, Managing Director
<b>Nature of relationship</b>	Mr. Bharvin Patel, Managing Director & Mrs. Shetna Patel, Director of the Company are Directors in Specific Glass Mosaic India Limited and hold, along with their relative, more than 2% of paid up capital of Sisa Mosaic Private Limited.	Mr. Bharvin Patel, Managing Director & Mrs. Shetna Patel, Director of the Company are Directors and Members in Sisa Mosaic Private Limited.	Mr. Bharvin Patel, Managing Director of the Company is Director and Member in Dubond Products (India) Private Limited.	Mr. Bharvin Patel, Managing Director of the Company is Director and Member in Dubond Silicon Private Limited.

<b>Nature, material terms, monetary value and particulars of the contract or arrangement</b>	<b>Nature:</b> Purchase/Sale of finished goods, semi-finished goods and raw materials.	<b>Nature:</b> Purchase/Sale of finished goods, semi-finished goods and raw materials.	<b>Nature:</b> Purchase/Sale of finished goods, semi-finished goods and raw materials.	<b>Nature:</b> Purchase/Sale of finished goods, semi-finished goods and raw materials.
	<b>Material Terms:</b> 1. Transaction will be done on market rate. 2. Transactions to be done upto the duration mentioned in proposed agreement to be entered.	<b>Material Terms:</b> 1. Transaction will be done on market rate. 2. Transactions to be done up to the duration mentioned in proposed agreement to be entered.	<b>Material Terms:</b> 1. Transaction will be done on market rate. 2. Transactions to be done up to the duration mentioned in proposed agreement to be entered.	<b>Material Terms:</b> 1. Transaction will be done on market rate. 2. Transactions to be done up to the duration mentioned in proposed agreement to be entered.
	<b>Monetary Value:</b> Transactions will be done up to the limit of Rs. 10 Crores in each financial year during the currency of agreement to be entered.	<b>Monetary Value:</b> Transactions to will done up to the limit of Rs. 5 Crores in each financial year during the currency of agreement to be entered.	<b>Monetary Value:</b> Transactions will be done up to the limit of Rs. 15 Crores in each financial year during the currency of agreement to be entered.	<b>Monetary Value:</b> Transactions will be done up to the limit of Rs. 5 Crores in each financial year during the currency of agreement to be entered.

Section 188 of the Companies Act 2013 read with Companies (Amendments) Act, 2015 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of a related party transaction. In brief, a combined reading of these provisions and other applicable provisions suggest that in certain conditions, approval of Board or Shareholders by way of Resolution is required for entering into related party transactions.

The Board of Directors of the Company has proposed to enter in to contract/agreement with above mentioned related parties on August 12, 2016. Further, amount of transactions to be entered into with related parties exceeds the threshold limit specified in Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014. Therefore, the approval of Members is sought for entering into contract/agreement by the Company with Related Parties. The copy of contract/agreement to be executed by the Company with above mentioned related parties will be available for inspection of members of the Company.

Further, in terms of second proviso to the Section 188(1) of the Companies Act, 2013, no members of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is related party. Therefore, Mr. Bharvin Patel and Mrs. Shetna Patel, being interested, shall be excluded from voting in the proposed resolutions mentioned in Item No. 6 of the Notice.

The Board of Directors of the Company recommends the passing of Resolution as set out in Item No. 6 of the accompanying Notice for approval of Members other than related party mentioned above as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Bharvin Patel and Mrs. Shetna Patel is, directly or indirectly, concerned or interested, financially or otherwise, in the resolutions mentioned in Item No. 6.

For, **Aviva Industries Limited**

**Date:** 12<sup>th</sup> August, 2016

**Place:** Ahmedabad

**Bharvin Patel**  
**Chairman and Managing Director**  
**DIN: 01962391**