

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Dear Member(s),

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 that the resolutions appended below are proposed to be passed by way of postal ballot.

The Company is seeking your consent for the proposal as contained in the draft resolution. The Resolution and relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended herewith for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope.

The Company has appointed Mr. Anil Kumar Somani, Practicing Company Secretary, to act as the 'Scrutinizer' for conducting the postal ballot process in a fair and transparent manner.

The Board of Directors has appointed Shri Sanjay Chana or Smt. Priyadarshinee Kanoria, Director of the Company as the persons responsible for the entire postal ballot process.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respect in the enclosed self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, 05th October, 2015 at the following address: Mr. Anil Kumar Somani Address - B- 4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara, Rajasthan - 311001. Members may choose to vote using the e-voting facility, the details whereof are also specified under "instructions for e-voting" as contained under notes.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the result of the postal ballot will be declared on 08th October, 2015 at the corporate office of the Company at A9A, Green Park main, New Delhi 110016. The result will be hosted on the website of the Company (www.lalitpolymers.com) and will be communicated to the Mumbai Stock Exchange Limited and Ahmedabad Stock Exchange Limited, where the equity shares of the Company are listed.

DRAFT RESOLUTION:

Item No. 1: ADOPTION OF NEW SET OF ARTICLES 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 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company as per Companies Act, 2013, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

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

Item No. 2: AMENDMENT(S) TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 13 of the Companies Act, 2013 (The Act), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the consent of the members of the company be and is hereby accorded for alteration of Memorandum of Association of the Company by deleting Clause C OTHER OBJECTS and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts,

deeds, matters and things as it may, in its discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Shri Sanjay Chana or Smt. Priyadarshinee Kanoria, Director of the Company be and is hereby authorized to sign and file forms to ROC and to do all such acts, deeds and things as may be necessary to give effect to the above resolution. ”

By Order of the Board
For **Lalit Polymers & Electronics Limited**

Sd/-
Sanjay Chana
Director

Place: Delhi
Date: 14th August, 2015

Notes forming a part of the Notice:

1. The explanatory statement for the proposed resolutions 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 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 28th August, 2015 by modes as prescribed under Companies (Management and Administration) Rules 2014.
3. The Company has appointed Mr. Anil Kumar Somani, a Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, 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.

5. Members are requested to notify change in address, if any, to the Registrar and Transfer Agent of the Company, **BEETAL Financial & Computer Services Pvt Ltd** at BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 email Id: beetalrta@gmail.com quoting their folio numbers.

5. The Contact details of the person responsible to address the grievance connected with the postal ballot are as under.

Mr. Sanjay Chana
Director
Lalit Polymers & Electronics Limited
A9A, Green Park, New Delhi
Email Id : cs_lpel@kanoria.org
Contact No.- 01482-286102

EXPLANATORY STATEMENTS

Item No. 1:

The present Articles of Association of the Company are based on the provisions of the Companies Act, 1956. Consequent to the notification and applicability of large number of Sections of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the new Companies Act 2013. The Board of Directors considered this matter in its meeting held on 14.08.2015 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association. A copy of draft Articles is available at the registered office of the Company.

As per section 14 of the Act, approval of the shareholders of the Company by way of a special resolution is required for alteration of Articles of Association of the Company.

In view of above, you are requested to grant your consent to the special resolution as set out in the notice dated 14.08.2015 of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 2:

As per the provision of section 4 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry other objects Clause. However, the existing Memorandum of Association of the Company carries other objects Clause.

In order to comply with section 4 of the Act, it is proposed to alter Memorandum of Association of the Company by deleting Clause C - Other Objects and accordingly Memorandum of Association will no longer carry other objects.

The Act provides that resolution for amending Memorandum of Association has to be passed via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-voting in terms of section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 10.00 a.m. to 6.00 p.m.

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

By Order of the Board
For **Lalit Polymers & Electronics Limited**

Sd/-
Sanjay Chana
Director

Place: Delhi
Date: 14th August, 2015

INSTRUCTIONS

The instructions for members for voting electronically are as under:-

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered through Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

II. Process and manner 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 Participant(s)) :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN 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/>

(iii) Click on shareholder-**Login**.

(iv) Put user ID and password as initial password noted in step (i) above. **Click login**.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit/characters or combination thereof. Note new password. 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 "Lalit Polymers & Electronics 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 **corporatesolutions14@gmail.com** with a copy marked to **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/PIN

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

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders/Members and e-voting user manual for shareholders available at the downloads section of **www.evoting.nsdl.com** or call on toll free no. : **1800-222-990**

IV. 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.

V. The e-voting period commences **on 05.09.2015 at 10.00 A.M. and ends on 05.10.2015 at 6.00 P. M.** During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 28, 2015, 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.

VI. 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 August 28, 2015.

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. The Company has appointed Mr. Anil Kumar Somani, Company Secretary in Practice (COP No. -13379) of M/s Anil Somani & Associates, having its office at B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara, Rajasthan - 311001 for conducting the postal ballot process, in a fair and transparent manner.

IX. 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.

X. 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.

XI. 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.

XII. 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 **B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara, Rajasthan - 311001** before the closing of working hours on 05.10.2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

XIII. 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 or from the "Investor" page on the website of the Company www.lalitpolymers.com

XIV. 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.

XV. 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.

XVI. 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.

XVII. The Vote in this postal ballot cannot be exercised through Proxy.

XVIII. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.

XIX. 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.lalitpolymers.com and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.