



NOTICE OF POSTAL BALLOT

SHRI KRISHNA PRASADAM LIMITED

CIN: L70200DL2009PLC190708

Scrutinizers: Mr. Yashlok Dubey (Company Secretary in Practice)

Schedule of Events

Voting Period: 26.04.2017 to 25.05.2017

Last Date of Receipt of Postal Ballot: On or before 25.05.2016

Date of Announcement of result: 27.05.2017



SHRI KRISHNA PRASADAM LIMITED

R.O.: C-214, Second Floor Paryavaran Complex, Near Saket Metro Station New Delhi 110030
Tel: +91-11-2983 2714, E-mail: shrikprasadam@gmail.com, Website: www.shrikrishnaprasadam.com
CIN: L70200DL2009PLC190708

NOTICE OF POSTAL BALLOT

[Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014]

Dear Members,

Notice is hereby given under section 110 and other applicable provisions of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014 including any statutory modification and re-enactment thereof from time to time and for time being in force that the resolution appended herein below are proposed to be passed by way of special resolution through postal ballot. The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto along with Postal Ballot form is annexed hereto for your consideration. The Board of Directors of the Company has appointed **Mr. Yashlok Dubey**, Practicing Company Secretary having Membership Number 39066 and CP No. 14742 as the Scrutinizers for conducting the postal ballot process in a fair and transparent manner.

Members are requested to read the instructions carefully printed on the back of the postal ballot form and return the form duly completed according their assent and dissent to the proposed resolution in the attached self-addressed postage pre-paid envelope so as to reach the scrutinizers on or before Thursday, 25th day of May, 2017.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms.

The scrutinizer will submit his report after completion of the scrutiny of the forms to the Board of Directors on Saturday 27th May 2017 and the result of the voting by Postal Ballot will be announced on Saturday 27th May 2017 at its registered office.

RESOLUTION PROPOSED TO BE PASSED BY POSTAL BALLOT IS AS FOLLOWS

ITEM NO. - 1: MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED

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

“RESOLVED THAT pursuant to the provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any of the Companies Act 2013, and rules framed there under, including any amendment, modification variation or re-enactment thereof, the consent of the members of the



Company be and is hereby accorded to the migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorised jointly and severally to deal with any Government or Semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies and to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose off migration of the Company present listing from SME Platform of BSE Limited to the Main Board of BSE Limited

RESOLVED FURTHER THAT Directors of the Company and/or Company Secretary of the Company be and is hereby authorised severally or jointly to do all such acts, things as may be necessary and expedient to give effect to the above stated resolution on behalf of the Company.

ITEM NO. -2: VARIATION IN PROCEEDS OF PREFERENTIAL ISSUE

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 Sections of the Companies Act, 2013 and other applicable provisions if any, rules, regulations and guidelines and other statutory provisions for the time being in force, and in continuation of the Shareholder Resolution passed in the Annual General Meeting of the Company held on 29TH September, 2016 regarding issue of convertible warrants in to Equity share on preferential issue, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder) to alter, modify, revise or amend the objects of the Preferential Issue of the Company as stated in the Offer Documents (PAS 4) dated 22 October 2016 filed with the Registrar of Companies, NCT of Delhi.

RESOLVED FURTHER THAT approval of the member of the company be and is hereby accorded for amending the objects of the Proceeds of Preferential Issue by adding the following ways in which the proceeds of the Issue may be utilized by the Company such as to make Investment in Subsidiaries of the Company or to make Investment in other unlisted Companies, to acquire/Invest in any New Venture as may be thought fit for the growth of the Company, to use the proceeds in any other form as may be thought fit by the Board in the view of expansion opportunity of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to raise additional funds by way of loan or issue of equity capital for meeting the Business expansion in the future as may be thought fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without



being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any other officer(s) or authorized representative(s) of the Company to give effect to the aforesaid resolution.

ITEM NO. -3: INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF 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 pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013("the Act")and rules made there under (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to invest / acquire the securities of any other body corporate including its subsidiary company(ies) by way of subscription / purchase or otherwise, upto a sum of 100 Crores (Rupees Hundred Crores only), notwithstanding that the aggregate of the investments so far made together with the investments to be made will exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) 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 or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transactions."

**Regd. Office: C-214, Paryavaran Complex, Said-ul-Ajab,
Near Saket Metro Station, New Delhi- 110030**

**Date: 22.04.2017
Place: New Delhi**

**By Order of Board of Directors
SHRI KRISHNA PRASADAM
LIMITED
Sd/-
ACS. Deepak Kumar
M.No. A23826**



NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 above, are appended herein below along with Form for your consideration.
2. In terms of section 110 of the companies act, 2013 read with the Rule 22 of the companies (Management and administration) Rules, 2014 the items of business as set out in the Notice are sought to be passed by Postal Ballot
3. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 21st Day of April 2017.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may request Company for Postal Ballot Form or download it from the 'Investors' section on the Company's website www.shrikprasadam.com.
5. You are requested to carefully read the instructions printed in the postal Ballot form and return the form duly completed with the assent (for) or Dissent (against) in the attached self addressed business reply envelope so as to reach the Scrutinizer on or before 5.00 PM (IST) on 25th May, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the members. Hence the members are requested to send the duly completed postal ballot form on or before 5.00PM (IST) on 25th May, 2017 providing sufficient time for postal transit.
6. The shareholders are requested to exercise their voting rights by using the attached original postal Ballot form only.
7. All the members are requested to notify any correction / change in their name /address including PIN CODE number immediately to the Depository. In the event of non - availability of member's latest address either in Company's records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
8. Members are requested to kindly mention their Folio Number/ client ID Number (In case of Demat shares) in all their correspondence with the company's Register in order to reply to their queries promptly.
9. The Scrutinizer will submit his report of votes polled through Postal Ballot, to the Chairman or any Director or company secretary. The Chairman will, or in his absence, any Director or Company Secretary will announce the result of Voting by Postal Ballot on 27th May, 2017 and the resolutions will be taken as passed effectively on the date of announcement of the result by chairman or director or Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results of the Postal Ballot will be intimated to the Stock Exchanges on which the shares of the company are listed.



**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No.-1: MIGRATION TO MAIN BOARD FROM SME PLATFORM OF BSE LIMITED

The Company has increased the Paid up Capital base of the Company to Rs 10, 00, 00,000/- (Ten Crore)which makes the Company eligible for migration of the Company from SME Platform to Main Board of BSE Limited as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of SEBI ICDR Regulation, 2009.

Also, the reason for getting the securities listed on the Main Board of BSE Limited is that it will take the Company into a different league altogether with enhanced recognition and will increase participation by retail investors.

The members are therefore requested to accord their approval, for the purpose of Migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Disclosure of Interest by the Directors

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in aforesaid resolutions.

The resolution stated under item No. 1 is being placed for the kind approval of Members of the Company by way of special resolution in terms of relevant provisions of the Companies Act, 2013 in the interest of the Company and the members.

Item No.-2: VARIATION IN PROCEEDS OF PREFERENTIAL ISSUE

The Company came out with an Preferential Issue (hereinafter referred to as "the Issue"), the Objects of the Issue was, to repay loans, purchase stock and to provide advances to the real estate players under existing and future underwriting agreement but now the Company wants to make some of the amendments in the object of the issue by adding some more areas such as to make Investment in Subsidiaries of the Company or to make Investment in other unlisted Companies, to acquire/Invest in any New Venture as may be thought fit for the growth of the Company, to use the proceeds in any other form as may be thought fit by the Board in the view of expansion opportunity of the Company.

The Company has utilized the some of the amount in line with the objects of the issue and now seek the approval of shareholders for the utilization of proceeds other than the one specified in the letter of offer filed earlier.

Accordingly, the Company is now seeking the approval of the Shareholders by way of Special Resolution for considering the above purposes in which the proceeds of the Preferential Issue may be utilized.

Disclosure of Interest by the Directors

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in aforesaid resolutions.



The resolution stated under item No. 2 is being placed for the kind approval of Members of the Company by way of special resolution in terms of relevant provisions of the Companies Act, 2013 in the interest of the Company and the members.

Item No.-3: INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013

Section 186 of the Act deals with extent of granting of Loans, giving of guarantee and providing of security by the Company which requires prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate other than a wholly owned subsidiary, or making Investment or to give security/guarantee exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is higher.

The Company seeks approval of Shareholder by way Special Resolution under Section 186 of Companies Act, 2013 in advance so that there should not be the need of any specific Resolution if Company breach the limit of Section 186 of Companies Act, 2013.

Disclosure of Interest by the Directors

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in aforesaid resolutions.

The resolution stated under item No. 3 is being placed for the kind approval of Members of the Company by way of special resolution in terms of relevant provisions of the Companies Act, 2013 in the interest of the Company and the members.

**Regd. Office: C-214, Paryavaran Complex, Said-ul-Ajab,
Near Saket Metro Station, New Delhi- 110030**

**Date: 22.04.2017
Place: New Delhi**

**By Order of Board of Directors
SHRI KRISHNA PRASADAM
LIMITED
Sd/-
ACS. Deepak Kumar
M.No. A23826**



SHRI KRISHNA PRASADAM LIMITED

R.O.: C-214, Second Floor Paryavaran Complex, Near Saket Metro Station New Delhi 110030
Tel: +91-11-2983 2714, E-mail: shrikprasadam@gmail.com, Website: WWW.SHRIKRISHNAPRASADAM.COM
CIN: L70200DL2009PLC190708

POSTAL BALLOT FORM

1. NAME OF MEMBER (S) :
2. REGISTERED ADDRESS :
3. REGISTERED FOLIO No. /
DP ID Client ID :
4. NUMBER OF SHARES HELD :

I / we hereby exercise my/our vote in respect of the Resolution as proposed to be passed through Postal Ballot for the business stated in the Notice dated Saturday 21st April, 2017 by conveying my/our Assent or Dissent to the said resolution(s) by placing the tick mark in the appropriate box below:

S. No.	Description	No. of Shares	I/We Assent to the resolution (FOR)	I/We Dissent to the resolution (AGAINST)
1.	MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED			
2.	VARIATION IN PROCEEDS OF PREFERENTIAL ISSUE			
3.	INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013			

Date:

Place:

Signature of the Member



INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. 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 expenses 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 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) on 21st April 2017 (cutoff date for ascertaining the members for dispatch of Notice).
5. The Postal Ballot Form should be completed and signed by the member (as per specimen signature registered with the Company). 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.
6. In case of shares held by companies, trusts, 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.
7. 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 marks in both the columns will render the Form invalid.
8. 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 Thursday 25th May, 2017. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
9. 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.
10. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinbefore in para 8.
11. The results of the Voting shall be declared on Saturday, 27th May, 2017. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.shrikprasad.com and communicated to the stock Exchange where the shares of the Company are listed i.e BSE limited