



Safal HERBS LIMITED

Regd. Off. : B-29, Ujval Complex, Opp. Old Bus Stand, Ahmednagar, Maharashtra - 414001.

CIN: - L24233PN1994PLC081470

Dear Member(s),

POSTAL BALLOT NOTICE

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

NOTICE is hereby given that the following proposed resolution is being circulated for the approval of the Members of Safal Herbs Limited to be accorded by Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Consent of the Members is being sought for the resolutions proposed as follows:

ITEM - 1

SHIFTING OF REGISTERED OFFICE FROM THE STATE OF MAHARASHTRA TO THE STATE OF DELHI:

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 the Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Regional Director or Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Maharashtra to the Delhi and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

“II. The registered office of the Company will be situated in the state of Delhi”



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RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted **From** B-29, Ujval Complex, Opp, Old Bus Stand, Ahmednagar, Maharashtra - 414 001 **To** 305, 3rd Floor, Neelkanth Chamber, Plot No. 14, L.S.C. Saini Enclave, Delhi - 92, Delhi or such other place in the state of Delhi **(within the jurisdiction of the Registrar of Companies, Delhi and Haryana.)** as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorised to take such steps and to do such acts & deeds as they may deem necessary and proper in this matter.”

**BY THE ORDER OF BOARD OF DIRECTORS
FOR, SAFAL HERBS LIMITED**

**Date: - 29.05.2015
Place: - Ahmednagar**

**SD/-
MUKESH GUPTA
DIRECTOR
DIN- 02689972**



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EXPLANATORY STAMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM - 1

The Board of Directors accordingly recommends these resolutions for approval of the members.

The Company was incorporated under the provision of the Companies Act, 1956, in the State of Maharashtra. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the State of Maharashtra.

Company has started working effectively and found more business and development in Delhi.

The Directors of the Company reside at the Delhi also carried their business through state of Delhi. Further , the Company in future will like to focus its main operation in the state of Delhi and its surrounding areas which will enable to the Company to conducts its operation more economically and efficiently.

Your approval is sought for voting by postal ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

In accordance with the provision of Section 13 of the Companies Act, 2013 pursuant to the shifting of the Registered Office from one state to another alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change. Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Special Resolution for shifting of Registered Office for Company from one state to another is required to be passed by way of Postal Ballot.

In view of the above your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the State of Maharashtra to the National Capital Territory Delhi and for altering Clause II of the Memorandum of Association of the Company by substituting the words "**State of Maharashtra to the state of Delhi**".



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The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

The Board recommends the aforesaid Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as member of the Company.

**BY THE ORDER OF BOARD OF DIRECTORS
FOR, SAFAL HERBS LIMITED**

**Date: - 29.05.2015
Place: - Ahmednagar**

**SD/-
MUKESH GUPTA
DIRECTOR
DIN- 02689972**



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The following important points should be noted by issuer companies and their RTA at the time of generating their EVSN:

1. Kindly note that all new e-Voting instances will have to be registered on www.evotingindia.com.

2. Companies should ensure that the total shareholding (number of shares) is mentioned correctly. RTAs should ensure that the start date and time, end date and time are mentioned correctly for a given EVSN.

3. Once the EVSN is verified by the RTA checker, modifications are not permitted.

4. The PAN number should be of 10 characters only and is a mandatory field. Any value below or greater than 10 characters will be rejected by the system.

5. In case of records not having PAN number in the ROM file, a PAN value using the first two characters of the first name field excluding any special characters and the remaining eight digits from the Sequence Number in the ROM file would have to be provided in the ROM file. The sequence number should be generated by the RTA. If the sequence number is less than eight digits the remaining digits should be padded with the relevant number of 0 (Zero) from the left.

6. The sequence number should be communicated, in the notice, to those shareholders whose PAN number is not available and has been provided by the company in the ROM file.

7. Adequate precaution should be taken to ensure that the correct sub-status has been recorded for each member id / folio number for demat and physical shareholders.

8. In case Date of Birth (DOB) and Dividend Bank Details field is left blank in the ROM file, CDSL will populate the Folio Number / demat account number in the Dividend Bank Details field. The same should be communicated in the notice to the shareholders.

9. CDSL will activate those EVSNs on receipt of the EVSN Activation Letter as given below:

a. Activation letter received between 10.00 am and 6.00 pm will be acted on the same business day.



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b. Activation letter received after 6.00 pm will be acted on the next business day.

We wish to highlight a few benefits of the system:

1. Companies can obtain the EVSN Activation Letter directly from the system after the RTA checker has Verified the EVSN.
2. Passwords can be self generated by the Demat Shareholders of the Company.
3. Corporate shareholders can vote on multiple accounts through a single login.
4. Requirement of quoting the EVSN number in the notice is done away with.
5. After execution of the Finalise Voting option by the Scrutinizer, the company would be able to view the final voting report in their login.

The e-voting instructions for intimation to shareholders are enclosed for review and implementation. In case of any queries kindly mail us on helpdesk.evoting@cdslindia.com or on 18002005533.



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The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 13.06.2015 at 09.00 a.m. and ends on 13.07.2015 at 09.00 a.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29.05.2015 of, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number



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1 then enter RA00000001 in the PAN field.

DOB

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Bank Details

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **SAFAL HERBS LIMITED** on which you choose to vote.



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(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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



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Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

NAME OF THE COMPANY:	SAFAL HERBS LIMITED
REGISTERED OFFICE:	B-29 UJJVAL COMPLEX, OPP OLD BUS STAND, AHMEDNAGAR. MAHARASHTRA- 414001
CIN:	L24233PN1994PLC081470

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	EQUITY

I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Change the Registered office of the Company From B-29, Ujjval Complex, Opp, Old Bus Stand, Ahmednagar, Maharashtra - 414 001 To 305, 3rd Floor, Neelkanth Chamber, Plot No. 14, L.S.C. Saini Enclave, Delhi - 92, Delhi or such other place in the state of Delhi (within the jurisdiction of the Registrar of Companies, Delhi and Haryana.) by altering Clause – II of MOA.			

Place:

Date:

(Signature of the Shareholder*)

(*as per Company records)

Email: - parikhherbals@gmail.com Website: -www.safalherbs.com Contact No.:- +99687009012



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Instructions:

1. A member desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the registered Member(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot form only. The assent or dissent received in any other form or photocopy thereof shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company/ R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories and are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to jtrivedi86@gmail.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_____Event no. _____"
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer i.e. Mr. Jaymeen Trivedi (CP No. 10035), Company Secretaries, 308, Maurya Complex, Opp. C U Shah College, Ashram road, Ahmedabad - 380007 Gujarat (email-id-jtrivedi86@gmail.com) appointed by the Company so as to reach the Scrutinizer not later than the close of working hours on or before July 13, 2015 (i.e. 18.00 Hours). Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
7. A Shareholder can apply for duplicate Postal Ballot Form through an email at parikhherbals@gmail.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before July 13, 2015 (i.e. 18.00 Hours).
8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing mediums like pencil)
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder(s) on the cut-off date i.e.29-05-2015
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected
12. Members are requested not to send any other paper along with the postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.



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13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of Postal Ballot shall be final and binding.
15. A shareholder need not use all the votes nor need to cast all the votes in the same way.
16. The Company is pleased to offer e-voting facility as an alternative, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
17. The Result along with Scrutinizer's Report of the Postal Ballot shall be placed on the Website of the Company i.e. www.safalherbs.com and also in the newspaper(s) for the information of the Shareholders.
18. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Shri Navin Parmar, Director, B-29 ujjval complex, opp old bus stand, Ahmednagar, Maharashtra- 414001, telephone no +91 9687009012, or email at parikhherbals@gmail.com