



AMSONS APPARELS LIMITED

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

CIN NO: U74899DL2003PLC122266

MAIL ID: amsonsapparels@yahoo.com WEBSITE: www.amsonsapparels.com

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

NOTICE OF POSTAL BALLOT

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

Dear Shareholders,

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

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

As required under the provisions of Section 108, 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed Mr. Prateek Mittal (COP no.-12560) of M/s Prateek Mittal & Associates, having its office at 663, Sec. 13/17, Huda, Panipat, Haryana-132103, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at FLAT NO. 116, FIRST FLOOR, HEMKUNT CHAMBER, 89, NEHRU PLACE, NEW DELHI-110019 before the closing of working hours on 5.30 p.m. of 2nd May, 2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 6th May, 2015 at the registered office of the Company at FLAT NO. 116, FIRST FLOOR, HEMKUNT CHAMBER, 89, NEHRU PLACE, NEW DELHI-110019. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at www.amsonsapparels.com. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 6th May, 2015.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz www.amsonsapparels.com for perusal by the Members.

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CAUSAL VACANCY:

TO CONSIDER, AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Ravi Bhushan & Co., Chartered Accountants, Haryana be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. A. Jain & Associates., Chartered Accountants, New Delhi.

RESOLVED FURTHER THAT M/s. Ravi Bhushan & Co., Chartered Accountants, Haryana be and are hereby appointed as Statutory Auditors of the Company and they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period



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ended 31st March, 2015 on such remuneration as may be fixed by the Mr. Vinay Kumar, Executive Director in consultation with them."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do acts and execute all such documents, instruments in writing as may be required in the said connection and to delegate all or any of the powers herein vested in them to any Committee of Directors or any Director(s) to give effect to the aforesaid resolution."

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

TO CONSIDER, AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED BY WAY OF SPECIAL RESOLUTION 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 authorised 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."

**BY ORDER OF THE BOARD OF DIRECTORS OF
AMSONS APPARELS LIMITED**

SD/-

VINAY KUMAR

DIRECTOR

DIN: 06617479

Date: 23rd March, 2015

Place: New Delhi

NOTES:

1. The Explanatory statement for the proposed resolutions under Item No.1 & 2 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.

2. The Company has appointed Mr. Prateek Mittal, Company Secretary in Practice (COP no.-) of M/s Prateek Mittal & Associates, having its office at 663, Sec. 13/17, Huda, Panipat, Haryana-132103 for conducting the postal ballot process, in a fair and transparent manner.

3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on dated 20th March, 2015.

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.



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

ITEM NO. 1

M/s. S. A. Jain & Associates, Chartered Accountants, New Delhi have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Ravi Bhushan & Co., Chartered Accountants, Haryana, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. A. Jain & Associates, Chartered Accountants.

M/s Ravi Bhushan & Co., Chartered Accountants, Haryana, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

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

ITEM No: 2

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 Act. The Board of Directors considered this matter in its meeting held on 23.03.2015 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 23.03.2015 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.

**BY ORDER OF THE BOARD OF DIRECTORS OF
AMSONS APPARELS LIMITED**

SD/-

**VINAY KUMAR
DIRECTOR**

DIN: 06617479

Date: 23rd March, 2015

Place: New Delhi



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INSTRUCTIONS

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

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

(i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>

(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 with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens, click on e-voting: Active Voting cycles.

(vii) Select "EVEN" Of Amsons Apparels Limited.

(viii) Now you are ready for e-voting as cast vote page opens.

(ix) Cast your vote by selecting appropriate option and click on ""Submit"" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csprateekmittal@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

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

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

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



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4. The e-voting period commences on 03.04.2015 and ends on 02.05.2015. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 20, 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.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of March 20, 2015.
6. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.
8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self -addressed postage prepaid envelope, so as to reach the Scrutinizer at FLAT NO. 116, FIRST FLOOR, HEMKUNT CHAMBER, 89, NEHRU PLACE, NEW DELHI-110019 before the closing of working hours on 02.05.2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the 'Investor' page on the website of the Company www.amsonsapparels.com.
11. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named Member.
12. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
13. A tick (√) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
14. The Vote in this postal ballot cannot be exercised through Proxy.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.
16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.amsonsapparels.com and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.



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POSTAL BALLOT FORM

Sr. No. _____

1. Name (s) and Registered Address of the Sole / First named Shareholder

2. Name(s) of the joint Shareholders, if any

3. Registered Folio No / DP ID* & Client ID No.*
(*Applicable to Shareholder(s) holding shares in electronic form)

4. No. of Shares held

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 23.03.2015 by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate column below:-

Item No.	Description	No. of votes exercised corresponding to the total number of voting rights ¹	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	Appointment of new Statutory Auditors in place of Existing Statutory Auditors			
2	Adoption of new set of Articles of Associations of the Company			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

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

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

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 2nd day of May, 2015 up to 5:30 p.m.