



AMSONS APPARELS LIMITED

REG. OFFICE: 303, 2nd FLOOR, PLOT NO.13-A, VEER COMPLEX, VEER SAVARKAR BLOCK, SHAKARPUR, DELHI-110092
CIN NO: L74899DL2003PLC122266

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

Telephone No: 011-65670018

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 resolution 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. Sajal Saxena** (COP no.- 13387) of **M/s. Sajal Saxena & Associates**, 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 40D, Century Apartment, Sector-100, Noida, Uttar Pradesh - 201301 before the closing of working hours on 5.30 p.m. of 11th March, 2018. 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 12th March, 2018 at the registered office of the Company at 303, 2nd Floor, Plot No.13-A, Veer Complex, Veer Savarkar Block, Shakarpur, Delhi - 110092. 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. 12th March, 2018.

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. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs.23,00,00,000 (Rupees Twenty three crore Only) divided into 2,30,00,000 (Two crore thirty lakh Only) Equity shares of Rs.10/- (ten) each to Rs. 30,70,00,000 (Rupees thirty crore seventy lakh Only) divided into 3,07,00,000 (three crore seven lakh Only) Equity shares of Rs.10/- (Ten) each by creation of additional 77,00,000 (seventy seven lakh only) Equity shares of Rs.10/- (Ten) each aggregating Rs. 7,70,00,000/- (Rupees seven crore seventy lakh Only) ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

“The Authorized share capital of the Company is Rs. 30,70,00,000 (Rupees thirty crore seventy lakh Only) divided into 3,07,00,000 (Three Crore Seven Lakh Only) Equity shares of Rs.10/- (Rupee ten only) each.”

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS (CONSIDERATION OTHER THAN CASH)

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 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue, allot and deliver in one or more tranches 81,84,850 (Eighty One Lakh Eighty Four Thousand Eight Hundred Fifty) equity shares of Rs. 10/- each on a preferential basis to the proposed allottees as mentioned in the Explanatory Statement annexed to the Notice, for consideration other than cash at par at a price of Rs. 10 per equity share and on such terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR) Regulations”) (including any amendments thereto or reenactment thereof) or other provisions of law as may be prevailing at the time.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottees:

Sr No.	Companies - List of allottees	No. of Shares to be allotted	If Allottee Is Not A Natural Person, Identity Of The Natural Person Who Are The Ultimate Beneficial Owner Of The Shares Proposed To Be Issued, If Applicable	Pre-Issue		Post-Issue	
				No of share	%	No of share	%
1	Triveni Motors Hmsi Dealership Private Limited	1420000	Mr. Raja Tirkey & Mr. Anil Kumar , Directors	Nil	NA	1420000	4.7
2	Thy Projects Private Limited	1420000	Mr. Rakesh Verma and Ms. Seema Shankar, Directors	Nil	NA	1420000	4.7
3	Ethics Engineering Pvt. Ltd.	1410000	Mr. Satyendra Kumar & Mr. Roshan Tirkey, Directors	Nil	NA	1410000	4.6
4	Antheia Trade Services Pvt. Ltd.	1400000	Mr. Umesh Vaindil & Mr. Sanjay Kumar Singh, Directors	Nil	NA	1400000	4.6
5	Wave mercantile Private Limited	1385000	Mr. Satyendra Kumar & Mr. Santosh Ram, Directors	Nil	NA	1385000	4.5
6	Moneytech Financial Services Limited	1149850	Ms. Mamta Devi, Mr. Lalku Lohra & Mr. Satender Kumar, Directors	Nil	NA	1149850	3.8

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares is 10th February, 2018 which is 30 days prior to the date of Result of Postal Ballot i.e. 12th March, 2018, and at such price not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations on preferential allotment basis.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

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 as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the

Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc."

FOR AMSONS APPARELS LIMITED
Sd/-
AGUSTEEN KACCHAP
DIRECTOR
DIN: 07628217
ADDRESS: MADHUKAM BARKA TOLI
BHAGAT KACHHA, HEHAL,RANCHI
G.P.O. RANCHI 834001 JH

Place: New Delhi

Date: 08.02.2018

NOTES:

1. The Explanatory statement for the proposed resolution under Item No.1 to 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. Sajal Saxena**, Company Secretary in Practice (COP no. 13387) of **M/s Sajal Saxena & Associates**, as Scrutinizer 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 02nd February, 2018.
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.

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

ITEM No. : 1

The Present Authorized Capital of the Company is Rs. 23,00,00,000 (Rupees Twenty three crore) divided into 2,30,00,000 (two crore thirty lakh Only) Equity shares of Rs.10/- (ten). A separate proposal for Preferential Issue upto Rs. 81,84,850 (Eight One lakhs eighty Four thousands eight hundred fifty) equity shares has been submitted for the approval of Shareholders under item no. 2 of this Notice.

Keeping this in view as well as to meet the future need for expansion of capital base of the Company, it has been decided to increase the same. To enable the Preferential Issue of equity shares, the Company would be required to increase the Authorized Share Capital by 77,00,000 (seventy seven lakh only) Equity shares of Rs.10/- (Ten) each aggregating Rs. 7,70,00,000/- (Rupees seven crore seventy lakh Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company. Consequently, the capital clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Board of Directors recommends the passing of this Resolution by Ordinary resolution.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

ITEM No. : 2

The Company is engaged in the business of trading of fabrics. We are a multi-product fabric trading Company and our range includes fabrics for Silk, Polyester, Lace Fabrics, Netting Fabrics, Coarse Cotton Fabric, suiting, shirting, linen, jute and other fabrics. We primarily cater to retailers in Delhi and NCR Regions, wherein we supply mid range of unstitched fabrics. In order to expand its existing activities more vigorously and increase its competitiveness in the domestic market as well as in international market needs to strengthen its financial position by augmenting long term resources. To meet the situation Company planning to acquire the 60.46% shareholding in Urbs Tech Agro Limited. Urbs Tech Agro Limited will become a subsidiary of the Company.

As per Regulation 73(3) of SEBI Chapter VII of SEBI (ICDR) Regulations, when equity shares are issued on a preferential basis, for a consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an Independent Qualified Valuer. The Company has obtained a valuation report from Chartered Accountant having more than ten year experience. A copy of the Valuation report issued by Valuer shall be available for inspection at the registered office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting. A copy of the Certificate of the Statutory Auditors of the Company certifying adherence to the SEBI (ICDR) Regulations for preferential issue for the proposed issue will be available for inspection for the members of the Company at the registered office / corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting The information as required under SEBI (ICDR) Regulations and the Companies Act, 2013 and the rules framed there under, are as under:

a. Objects of the preferential Issue :

The Company is proposing to acquire the shareholding in Urbs Tech Agro Limited by buying out the majority shareholding in Urbs Tech Agro Limited. Post the acquisition, Urbs Tech Agro Limited will become a subsidiary of the Company.

b. Securities to be issued: The resolution set out in the accompanying Notice entitles the Board to issue equity shares as may be deemed appropriate in the best interest of the Company.

c. Lock-in: The securities issued under the above Preferential Issue shall be locked-in for a period of 1 (one) year from the date of trading approval granted for such shares, as specified in Chapter VII of SEBI (ICDR) Regulations, 2009.

d. Particulars of Subscribers & Intention of Promoters / directors / Key Managerial Persons to Subscribe the Offer:

No Promoters, directors or key managerial has shown their intent to subscribe this preferential issue and the allotment is proposed to be made to Non Promoters.

e. Consequential Changes in voting Rights and Change in Control: Voting rights will change in tandem with the shareholding pattern. There will be no change in control of the Company, pursuant to the Preferential Allotment.

f. Shareholding Pattern before and after the Offer:

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares	Percentage of Holding	No. of Share	Percentage of holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	15000	0.07	15000	0.05
(c)	Bodies Corporate	3158100	14.18	3158100	10.37
(d)	Financial Institutions/ Banks	0	0	0	0
(e)	Any Others(Specify)	0	0	0	0
	Sub Total(A)(1)	3173100	14.24	3173100	10.42
2	Foreign				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
B	Bodies Corporate	0	0.00	0	0.00
C	Institutions	0	0.00	0	0.00
D	Any Other (specify) GROUP HOLDING	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3173100	14.24	3173100	10.42
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0.00	0	0.00
(b)	Financial Institutions / Banks	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0.00	0	0.00

(g)	Foreign Venture Capital Investors	0	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0.00	0	0.00
(i)	Any Other (specify)FDI	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
B 2	Non-institutions				
(a)	Bodies Corporate	11242572	50.47	19427422	63.78
(b)	Individuals	7031277	31.57	7031277	23.08
(c)	Any other (specify) Non resident indian./OCB	12650	0.05	12650	0.04
(d)	Any other (specify) Clearing Member	170781	0.77	170781	0.56
(e)	Any other (specify) Trust	0	0	0	0
(f)	Any other (Specify)HUF	646620	2.90	646620	2.12
(g)	Any Other (Specify)Market Maker	0	0	0	0
	Sub-Total (B)(2)	19103900	85.76	27288750	89.58
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	19103900	85.76	27288750	89.58
	TOTAL (A)+(B)	22277000	100.00	30461850	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	22277000	100.00	30461850	100.00

g. Proposed time within which the preferential issue shall be completed: The allotment of the Equity Shares being issued on preferential basis is proposed to be made within 15 days from the date of passing of the resolution by the Members, provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval.

h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottees:

Sr No.	Companies - List of allottees	No. of Shares to be allotted	If Allottee Is Not A Natural Person, Identity Of The Natural Person Who Are The Ultimate Beneficial Owner Of The Shares Proposed To Be Issued, If Applicable	Pre-Issue		Post-Issue	
				No of share	%	No of share	%
1	Triveni Motors Hmsi Dealership Private Limited	1420000	Mr. Raja Tirkey & Mr. Anil Kumar , Directors	Nil	NA	1420000	4.7
2	Thy Projects Private Limited	1420000	Mr. Rakesh Verma and Ms. Seema Shankar, Directors	Nil	NA	1420000	4.7
3	Ethics Engineering Pvt. Ltd.	1410000	Mr. Satyendra Kumar & Mr. Roshan Tirkey, Directors	Nil	NA	1410000	4.6
4	Antheia Trade	1400000	Mr. Umesh Vaindil & Mr.	Nil	NA	1400000	4.6

	Services Pvt. Ltd.		Sanjay Kumar Singh, Directors				
5	Wave mercantile Private Limited	1385000	Mr. Satyendra Kumar & Mr. Santosh Ram, Directors	Nil	NA	1385000	4.5
6	Moneytech Financial Services Limited	1149850	Ms. Mamta Devi, Mr. Lalku Lohra & Mr. Satender Kumar, Directors	Nil	NA	1149850	3.8

i. Details of the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price are as under:

No Preferential allotment has been made during this financial year.

j. Issue price:

a) Pricing of the Equity Shares: Each equity share of the face value of Rs. 10/- shall be issued at such price not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations on preferential allotment basis. Since the price at which the equity shares would be issued to Entities/Companies mentioned in the herein below cannot be exactly determined before issue of this notice to the shareholders and it shall be higher than the price determined in terms of Regulation 76 of SEBI (ICDR) Regulations as on relevant date. Currently, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:

a) In case of frequently traded shares:

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

- Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Amsons Apparels Ltd quoted on the BSE Ltd during the last Twenty six weeks preceding the relevant date.

Or

- Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Amsons Apparels Ltd quoted on the BSE Ltd during the last two weeks preceding the relevant date.

"Frequently traded shares" means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares."

b) In case of infrequently traded shares:

The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed.

“Stock Exchange” for this purpose shall mean BSE Limited.

k. Relevant Date:

"Relevant Date" in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations, would be 10th February, 2018 being the date 30 days prior to the date of passing of this resolution.

l. Other terms of issue of shares:

The equity shares under this preferential issue proposed to be issued to Non- Promoters shall be subject to lock-in for a period of one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI (ICDR) Regulations (including any amendments thereto or re-enactment thereof). The consideration towards the preferential issue of 81,84,850 equity shares of Rs. 10 each of the Company will be paid through transfer of 81,84,850 equity shares of Urbs Tech Agro Limited held by proposed Allottees prior to this allotment.

m. Undertakings:

i. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.

ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

n. Disclosures Pertaining To Willful Defaulters

No Issuer or Promoter or Directors are willful defaulter.

o. Auditor`s Certificate:

A copy of the certificate from a Statutory Auditors certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be available for inspection at the Registered Office of the Company during 3.00 P.M. to 5.00 P.M.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolution.

FOR AMSONS APPARELS LIMITED
Sd/-
AGUSTEEN KACCHAP
DIRECTOR
DIN: 07628217
ADDRESS: MADHUKAM BARKA TOLI
BHAGAT KACHHA, HEHAL,RANCHI
G.P.O. RANCHI 834001 JH

Place: New Delhi

Date: 08.02.2018

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/](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 sajal_saxena7@yahoo.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.

4. The e-voting period commences on 10.02.2018 (9.30 a.m.) and ends on 11.03.2018 (5.30 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 February 02, 2018, 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 February 02, 2018.

6. The Scrutinizer shall within a period not exceeding two(2) 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 40D, Century Apartment, Sector-100, Noida, Uttar Pradesh - 201301 before the closing of working hours on 11.03.2018. 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.



AMSONS APPARELS LIMITED

REG. OFFICE: 303, 2nd FLOOR, PLOT NO.13-A, VEER COMPLEX, VEER SAVARKAR BLOCK, SHAKARPUR, DELHI-110092
CIN NO: L74899DL2003PLC122266

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

Telephone No: 011-65670018

POSTAL BALLOT FORM

Sr. No. _____

- Name (s) and Registered Address of the Sole / First named Shareholder
- Name(s) of the joint Shareholders, if any
- Registered Folio No / DP ID* & Client ID No.*
(*Applicable to Shareholder(s) holding shares in electronic form)
- No. of Shares held
- 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 08.02.2018 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.	To Increase In Authorized Share Capital of the Company and Alteration of Memorandum of Association			
2.	Issue of equity shares on Preferential basis to non-Promoters(Consideration Other Than Cash)			

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: 11th day of March, 2018 up to 5:30 p.m.