

# SAHYOG CREDITS LIMITED

CIN: L65921DL1992PLC116773 Website: [www.sahyogcredits.com](http://www.sahyogcredits.com)  
Regd Office: 145, Jaidev Park, East Punjabi Bagh, New Delhi-110026  
Phn no.- 011-65166622, Email: [sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification, amendment or re-enactments thereto) that the Resolution as appended below be passed by the Members of Sahyog Credits Limited (the Company) through postal ballot (which includes voting by electronic means). The Explanatory Statement pertaining to the aforesaid Resolution setting out the material facts and reasons thereof is annexed hereto along with Postal Ballot Form.

The Board of Directors of the Company has appointed M/s Sheetal & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot/ E-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the Postal Ballot Form. Further, please return the original duly completed Postal Ballot Form in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at M/s Sheetal & Co., Company Secretaries, B-27, Basement, Gupta Palace, Rajouri Garden, Delhi-110027 on or before 05.00 P.M. on 30.09.2016. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier or by Registered Post at the expense of the Member, will also be accepted on or before 05.00 P.M. on 30.09.2016. Please note that the Postal Ballot Form(s) received after 05.00 P.M. on 30.09.2016 will be treated as invalid and as if reply from the Member has not been received. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.

In Compliance with provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

In the event a member casts their votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

The Scrutinizer after completion of the scrutiny of postal ballots (including e-voting) will submit his report to the Chairman of the Company on or before 02.10.2016.

Thereafter, the results of the Postal Ballot shall be declared forthwith i.e. on or before 02.10.2016 by the authorised officials of the Company at the Registered Office of the Company.

The results declared along with Scrutinizers' Report shall be posted on the website of the Company i.e. [www.sahyogcredits.com](http://www.sahyogcredits.com) and on the website of National Securities Depository Limited. The results shall be intimated to National Stock Exchange of India Limited where the shares of the Company are listed and will also be published in newspaper. The date of declaration of results of the Postal Ballot shall be deemed to be the date of passing of the Resolutions.

## RESOLUTIONS:

### ITEM NO. 1

#### Alteration of the Objects Clause of the Memorandum of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 13 read with Section 4 and Schedule I Table A of the Companies Act, 2013, and the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to align the memorandum with the statutory requirements and prescribed format as enumerated under Schedule I Table A of Companies Act, 2013, the object clause of Memorandum of Association of the Company be and is hereby altered:

“by substitution of heading of Clause III (A) from existing “THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE” by words “(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”

“by deletion of sub-clauses 1-5 of Clause III (A) and substitution of following sub-clauses 1-6 into Clause III (A) of the Memorandum of Association of Company:

1.To carry on the business of buyers, sellers, manufacturers, importers, exporters, traders, stockist, dealers, distributors agents, broker, commission agents, forwarding and clearing agents, sales organizer of all kinds of foods, food grains, cereals and Rice, wheat, Dal, Besan, Maida, Atta, Suji & all kinds of foods products, petrol, kerosene oil and all kinds of plastic & chemicals raw material and products like polymers, petrochemicals, organic compound, inorganic compound, solvents, petroleum products, perfumes, medicines, drugs, pharmaceuticals, nutraceuticals, dietary supplements biological foods, natural vitamins, insecticides, fumigates, vitamin products, hospital equipment like surgical equipment and x-ray machines, engineering goods, machine tools, hand tools, small tools, metals alloys, iron pipe, fitting nuts and bolts, bicycles and accessories, automobile parts, steel and stainless and iron products, ores and scraps, metallurgical residues, hides, skins, leather goods, furs, bristles, tobacco, hemp, seeds, oil and cakes, vanaspati, textile, fiber and wastes/coir and jute and products thereof wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal, glue,

gums and resins, ivory, lac, shellac, chemical preparations, plastic and linoleum articles, glass ware, brassware, antiques, handicrafts, handloom, decorative toy, liquid gold, precious and semi precious, stones, ornaments, jewelleryes, pearls, boutiques, soaps, paints, instruments, apparatus and application, machinery and mill work and parts thereof, paper and stationery, sport goods, textiles including decorative hand and machine made readymade garments, carpets, rugs, druggets, artificial silk fabrics, woollen, cloth and all sorts of apparels, dressing materials cosmetics, wigs, belts, cinematograph films exposed gramophone records, rubber, plastic goods, starch, umbrellas, crown crocks. batteries, surgical and musical instruments, marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitary ware, and fittings wooden table, natural fibre products, celluse and cellulisoc products, mixed blended products, nylon, polyester, fibre, yarn hosiery and mixed fabrics, natural silk fabrics and garments, fish and fish products, folder bran, fruits nut, cash amount, kernels, grains, pulses, flour, confectionery, provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, vegetable and vegetable products, processed food and packed food, computer hardware & software & all allied item in India & abroad.

2. To carry on the business of buyers, sellers, importers, exporters, traders, stockists, dealers, agents, brokers, commission agents of all kinds of goods and merchandise.

3. To invest the capital of the Company in and deal with shares, stocks, bonds, debentures, obligations or other securities of any company, associations, trust, issue on commission, sell, mortgage of dispose off any of the securities, hereinbefore mentioned or to act as agent for any of the above purposes.

4. To carry on business as auctioneers, house agents, land and estate agents, appraisers, valuers, brokers, commission agents, surveyors and general agents and to purchase otherwise acquire and to sell, let or otherwise dispose of and deal in, real and property of every description.

5. To carry on in India or in any part of the world, the business of proprietors, owners or agents of theatres, cinema houses, music or concert halls. To construct cinema houses, to own and or hire them out.

6. To carry on business in Information Technology related business i.e. Consultancy/development in Computer Software & Hardware, E-commerce, Internet services providers etc. Also to subscribe, acquire and hold shares & stocks of any other company dealing in same business or to form a 100% subsidiary of the company for the same business. To deal in the business of sale, purchase, import, export, stockiest, distributors, designers.

“by substitution of heading of Clause III (B) from existing “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” by words “(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF TEH OBJECTS SPECIFIED IN CLAUSE III (A) ARE”

“by deletion of sub-clauses 1-47 of Clause III (B) and substitution of following sub-clauses 1-30 into Clause III (B) of Memorandum of Association of Company..

1. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any

business which this Company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an interest in, amalgamate with or enter into any arrangements for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture-stock or securities, that may be agreed upon and to hold, and to retain or sell, mortgage and deal with any shares, debenture-stock or securities so received.

2. To acquire, build, construct, alter, maintain, enlarge, remove, pull down, or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engine, roadways, tramways, railway, branches or sidings bridges, reservoirs, watercourses, wharves electric works and such other works and conveniences, which may seem necessary to advance the interests of the company and to join with any other person or company in doing any of these things.

3. To expand money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

4. To enter into arrangements with any government or authorities, municipal, local or otherwise, that may appear to the Company conducive to the Company's main objects or any of them and to obtain from any such Government or Authorities, any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.

5. To purchase, take on lease in exchange, hire or otherwise acquire any movable or immovable property including land, buildings, easements, stock-in-trade, plant and machinery of every kind and any right or privileges which the Company may think necessary or convenient for the purposes of its business.

6. Subject to section 292, 293 and 58A of the Companies Act, 1956, and regulations made there under and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes of the Company and at such time or times as may be thought fit by promissory notes, by taking credits in or opening current accounts with any person, firm, bank, company or financial institutions and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debentures or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the Company both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.

7. To acquire and dispose of copyrights, rights or representation, licences and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song composition (musical or otherwise), picture, drawing, work of art or photograph,

and to print, publish or cause to be printed or published any thing of which the company has a copyright or right to print or publish and to sell, distribute and deal with any matter so printed or published in such manner as the Company may think fit and to grant licences or rights in respect of any property of the company to any other person, firm or company.

8. To establish for any of the purposes of the Company branches or to establish any firm or firms or promote any company or companies or divisions thereof at places in or outside India as the Company may think fit.

9. To promote or assist in the promotion of any company or companies or division or divisions for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.

10. To invest in other than investment in company's own shares and deal with the moneys of the Company not immediately required in any manner as may, from time to time be determined by the Board.

11. To lend and advance money or give credit to such persons or companies and on such terms as may be expedient and in particular to customers of and other having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money by and such persons or companies provided that the company shall not do any banking business, as defined in Banking Regulation Act, 1949.

12. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares, debentures, debenture-stock or other securities of the company or in or about the formation or promotion of the Company or the conduct of its business.

13. To open account with any banks or financial institutions and to draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, hundies, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments of all descriptions and to buy, sell and deal in the same.

14. To procure the Company to be registered or recognised in any part of the world outside India.

15. To sell, lease, mortgage or otherwise dispose of the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.

16. To distribute, among the members in specie or in kind any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company, subject to the provisions of the Companies Act, 2013.

17. To give publicity to the business and production of the Company by means of advertisement in the press, pamphlets, handbills, circulars, cinema slides or by publication of book, pamphlets, catalogues, instructions books, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in technical conference, symposia or the like or in any other suitable manner.

18. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependants of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

19. To pay all costs, charges, expenses incurred in connection with incorporation of the Company, including preliminary expenses of any kind and incidental to the formation and incorporation of the company, costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the company.

20. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions, trade marks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privileges which may seem necessary used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.

21. To form, Incorporated, promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company could or might assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered, in obtaining subscription for or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other Company held or owned by the company or in which the Company has any interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such company in which the Company may have an interest.

22. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any, such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows families and dependents of any such persons and also establish and subsidise and

subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

25. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the business of the Company.

26. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for purpose of the Company.

27. To invest in acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debentures, bonds, negotiable instruments and other securities and instruments of a company whether Government of public, Corporation Municipal or Local Bodies, whether in India or abroad and to promote and regulate the business of any such securities and instruments.

28. To carry on the business as Consultants, Advisors and Supervisors in financial, technical, investment, savings, stocks and shares, debentures and bonds, real estate, leasing, hire purchase, personnel management, taxation, accounting, legal fields and other fields allied to the fore goings and carry on business of underwriting, finance, broking, managing the raising of capital or loans from government, bodies corporate or other judicial and natural persons, management or portfolios, growth funds and other funds and to act and carry on the business of underwriters, Managers, Custodians, Registrars, Share Transfer Agents, Merchant Bankers, Brokers, Sub-Brokers, Adviser, Consultants, Agents and as any other capacity of intermediaries agency in capital market and to render all types of allied services to the fore goings.

29. To manage investment pools, mutual funds, syndicate in shares, stocks, securities in India or abroad and to act as member of any Stock Exchange(s) or over the Counter Exchange of India (OCTEI) or such other body.

30. To carry on in India or elsewhere business of Consultants and Advisors to and for the benefits of any persons, association firm, company, corporation, organisation or institution in respect of factories, industries, works, plants, mines, industrial, trading and commercial establishment and other units concerns and undertakings of any nature or kind for matters relating to technical, operations, industrial know-how project and/or design, engineering, scientific and other research, feasibility studies, financial, budgetary control, taxation, legal, industries and labour relations, company promotion and formation, company law, excise, customs, import and export and all other matters in any way connected or concerned with or relating thereto with or without data processing on electronic devices and for that purpose to install all types of data processing machines, equipments and allied instruments.

“by deletion of “Clause III (C) containing clauses 1 to 39” describing other objects and”

“by substitution of heading of Clause IV from existing “THE LIABILITY OF THE MEMBERS IS LIMITED” by words “(IV) THE LIABILITY OF THE MEMBER(S) IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON THE SHARES HELD BY THEM.”

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby further be altered by insertion of provisions of Companies Act, 2013 in place of reference to provisions of Companies Act, 1956 wherever the same appears in the existing Memorandum of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds, things and matters as may be required or necessary to give effect to the above resolution.”

#### ITEM NO. 2

Adoption of New Set of Articles of Association as per Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to adopt the new set of Articles of Association, as per Draft Regulations submitted to this meeting and for the purpose of identification initialled by the Chairman thereof, in place of existing Articles of Association.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all other steps as may be necessary to give effect to the aforesaid resolution”.

#### ITEM NO. 3

Approval of Change of Name 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 provisions of Section 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and consequent to proposed name change of the Company from Sahyog Credits Limited to Sahyog Multibase Limited, Articles of Associations of the Company be and are hereby altered by substituting following for existing Article 2 (c) of Interpretation clause thereof:

I. The Company or This Company means “Sahyog Multibase Limited”.

RESOLVED FURTHER THAT wherever the name “Sahyog Credits Limited” is appearing in the Memorandum & Articles of Association be substituted by “Sahyog Multibase Limited”



RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to file necessary forms & to do all such acts, deeds, and things as may be required or necessary to give effect to the above resolution.”

By Order of the Board  
For Sahyog Credits Limited

Place: New Delhi  
Date: 26.08.2016

Karan Kapoor  
Managing Director  
DIN : 07161520

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts for the above items is annexed hereto.
2. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through courier / registered post.
3. In compliance with provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating e-voting to enable the Members to cast their votes electronically.
4. Please note that e-voting is optional. Kindly note that the Members can opt for only one mode of voting i.e., either by physical form or e-voting. If the Members opt for e-voting, then they should not vote through physical form and vice versa. However, in case Members cast their vote through physical form and e-voting, then voting done through e-voting shall be considered and voting done through physical form will be ignored by the scrutinizer.
5. In case a Member is desirous of obtaining Postal Ballot in physical form or a duplicate thereof, the Member may write or send an e-mail to the Company Secretary at “[sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in)” or send an e-mail to Registrar and Transfer Agent of the Company at “[purvashr@gmail.com](mailto:purvashr@gmail.com)”. The Company shall forward the Postal Ballot Form along with self-addressed pre-paid postage Business Reply Envelope to the Member.
6. The Postal Ballot Notice is also being published in Newspapers and the same shall be uploaded on the Company’s website viz., [www.sahyogcredits.com](http://www.sahyogcredits.com) and on the website of NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 26.08.2016.

## 8. Instructions for Voting:

### Voting through Physical Postal Ballot Form :

- Ø A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (√) at the appropriate box and send it to the Scrutinizer in the attached self-addressed postage pre-paid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- Ø The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the attached self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 P.M. on 30.09.2016. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

### Voting through electronic means

- 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, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered by way of 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 (“e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The e-voting period commences on 01.09.2016 (9:00 am) and ends on 30.09.2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26.08.2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The 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 Participants(s)]:
    - (i) Open email and open PDF file viz; “evoting.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/PIN 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 digits/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 Sahyog Credits 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 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 [cssheetalsharma@gmail.com](mailto:cssheetalsharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 Company/Depository Participants(s) or requesting physical copy]:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

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

**IV. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- V. 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.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 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 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 26.08.2016.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 26.08.2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [sahyogcreditslimited@yahoo.in](mailto:sahyogcreditslimited@yahoo.in) or [purvashr@gmail.com](mailto:purvashr@gmail.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. M/s Sheetal & Co., has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated scrutinizer’s report on or before 02.10.2016 of the total votes cast in favour or against, if any, to the Chairman or a person

authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith i.e. on or before 02.10.2016.

- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sahyogcredits.com](http://www.sahyogcredits.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

Earlier, the Company was a Non-Banking Financial Company registered with Reserve Bank of India and the Company has applied for surrender of its NBFC license and RBI has cancelled its license with effect from March 01, 2016 and suggested to change the objects of the Company. Now, the Company is exploring new business opportunities in trading and manufacturing of all kinds of plastics & chemicals raw material and products like polymers, petrochemicals etc.

Accordingly, it has been found desirable that the Object Clause of the Memorandum of Association of the Company be amended suitably so as to include the said objects therein further as per the provisions of Section 13 read with Section 4 and other applicable provisions if any of the Companies Act, 2013. The Board is of the view that the business proposed to be undertaken by the Company as specified in the newly substituted sub-clause 4, can be carried out more efficiently, economically, advantageously and smoothly with the existing business activities of Company and has the resources required to undertake the proposed new objects.

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Memorandum of Association of the Company need to be re-aligned as per the provisions of the new Act.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration of Memorandum of Association of the Company.

None of the Directors, of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution. The Board recommends the resolution for approval by the shareholders.

**ITEM NO. 2:**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration of Articles of Association of the Company.

None of the Directors, of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution. The Board recommends the resolution for approval by the shareholders.

**ITEM NO. 3:**

With proposed changes in the Main Objects of the Memorandum of Association, the Company will be exploring business opportunities in trading and therefore needs to

**alter Clause I of Memorandum of Association with regard to name of the Company. Consent of Shareholders by passing a Special Resolution is required in this regard.**

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

**The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.**

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: Registered Office: CIN:				
<b>BALLOT PAPER</b>				
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 Shares		
I hereby exercise my vote in respect of Ordinary/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.	Alteration of Memorandum of Association			
2.	Alteration of Articles of Association			
3.	Change of Name of Company			
Place: Date: <span style="float: right;">(Signature of the shareholder*)</span>				

(\*as per Company records)



