

GUJARAT BITUMEN LIMITED

Registered Office: 501, Aakruti, Near Stadium Circle, Navrangpura, Ahmedabad, Gujarat- 380009

CIN: L24117GJ1985PLC007985 **TeleFax:** +79 26403031

Email: gujaratbitumen@gmail.com **Website:** www.gujaratbitumen.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below is proposed to be passed as Special Resolution by way of Postal Ballot including e-voting. A Statement setting out the material facts concerning to the Resolution mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice alongwith Postal Ballot Form (the “Form”) for your consideration. The Board of Directors (“Board”) in its meeting held on 30th May, 2015 has appointed Mr. Hitesh Loonia, Proprietor of M/s. Loonia & Associates, Chartered Accountant, Ahmedabad, (M. No. 135424 and Firm Regn. No. 130883W), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Saturday, 11th July, 2015. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions overleaf the Postal Ballot Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman of the Company at 3.00 p.m., Wednesday, 15th July, 2015 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchange where the Company’s shares are listed, published in the newspapers and displayed alongwith the Scrutinizer’s report on the Company’s website viz. www.gujaratbitumen.com.

The date of declaration of the result by the Chairman shall be considered to be the date of passing of the said resolution.

1. Alteration of the Object Clause of Memorandum of Association of the Company.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014 and all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchange, the approval of the Members be and is hereby granted to alter the Clause III A –“The Main Object to be pursued on incorporation” of the Memorandum of Association by replacing the existing sub- clause 1 by the following new sub- clause 1,

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- 1. To carry on business in India or abroad as merchants, traders, manufacturers, buyers, sellers importers, exporters, dealers in collectors, distributors or any other capacity in India or elsewhere and to import, export, buy, sell, distribute, acquire and also to dispose off, discard demolish or otherwise trade and deal in merchandise, goods, machinery and equipment including agricultural products, vanaspati, tobacco products, cigarettes, food and dairy products, sugar, merchandise machinery, spares, accessories, all or any of them related to industries such as textiles, including yarn, jute, wool silk, garments glass and glass products, synthetics, electrical, electronics, scientific, automobile, auto ancillaries, tyres chemicals (organic or inorganic, specialities), also to assemble, erect, install, distribute, repairs, maintain, alter, lease or hire, sell on hire purchase or installment system of all the above mentioned and also microprocessor based mini computers and data processing system, all types of software, calculators, personal computers, super computers, pocket computers, engineering computers, dyes and pigments, alkalies, petrochemicals, polymers, oil and lubricants, personal care products, cosmetics, pharmaceuticals, fertilizers, pesticides, agrochemicals, soaps and detergents, soda ash, starch minerals, stones, granites and marbles ceramics, precious stones, precious metals, leather and leather products, leather chemicals, tea, coffee, betel nut, gambier, cashew nuts, piece of arts, jewellery, ornaments, precious and semi-precious stones, diamonds, marble and other stones, stones, metals, coke, steels, aluminium, copper, zinc, ferro alloys, bearings, castings, forging cables, pipes, tubes, cements and cement products, paper, printing and stationery, paints, varnishes, plastic and plastic products, moulded luggage, packing and packaging materials, rubber and rubber products, musical and sports, goods, photographic and garments, livestock, books, abrasives, aerated water, watches and accessories, air-conditioners, refrigerators, compressors, pumps, engines, hydraulics, drilling equipment, industrial gas, machine tools, medical accessories, disposables, fire protection equipment, pollution control equipment, electrical, lighting system, electrodes, computers and peripherals, hardware, software, entertainment, electronic media, software domestic appliances like cookers, fans, mixer office equipments like photo-copiers, electronic media like television, audio, video appliances, typewriters and other goods commodities, products things spare, accessories, no money circulation scheme shall be carried out by the company.”*

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writing as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and delegation of all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company including of filing necessary e-forms with Registrar of Companies or informing the concerned authorities or other regulatory bodies.”

2. Adoption of New Set of Articles of Association of the Company pursuant to the Companies Act, 2013

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re- enactment thereof, for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

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RESOLVED FURTHER THAT the Board of Directors of the company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Gujarat Bitumen Limited**

Sd/-

**Mohan Laxmandas Punjabi
Managing Director**

Date: 30th May, 2015

Place: Ahmedabad

Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, 5th June, 2015 (cut-off date).
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. Voting rights of every member shall be reckoned on the paid- up value of the equity shares whose names shall appear in Benpos- Beneficiary Position/ Register of Members as on Friday, 5th June, 2015 (cut-off date), and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is being provided by the Company.
5. E-voting: In compliance with the provisions of Sections 108, 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically. Please note that e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for e-voting, then he/she/it should not vote by postal ballot and vice-versa. However, in case shareholder(s) cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail, notwithstanding whichever option is exercised first.
6. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the shareholders of the Company as an alternate to dispatch the Postal Ballot Form. If a shareholder has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form.

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7. Members can cast their vote online from Friday, 12th June, 2015 to Saturday, 11th July, 2015 as the e-voting module shall be disabled for voting by CDSL thereafter. During this period, shareholders' of the Company as on the cut-off date i.e., on Friday, 5th June, 2015 may cast their vote electronically. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. by 6.00 p.m. on Saturday, 11th July, 2015. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Every member having a registered email address with the Company shall be provided with the Login ID/User ID and password details at the registered email address ;In the absence of registered email address the same will be forwarded to the last known registered address of the member.
9. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;
10. Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots on Saturday, 11th July, 2015), whichever is earlier.
11. Mr. Hitesh Loonia, Proprietor of Loonia&Associates, Chartered Accountant has been appointed as the scrutinizer to the electronic voting process who shall prepare and submit his report of the votes cast in favour or not in favour/ against, to the Chairman on Tuesday, 14th July, 2015.
12. The results declared along with the scrutinizer's report shall be placed on the website of the Company and communication of the same to BSE Limited.
13. Members may contact Mr. Hitesh Loonia, Chartered Accountant at M) 9327311334 and at email loonias.associates@gmail.com for any information or queries pertaining to electronic voting;
14. Notice of the meeting is also displayed at www.gujaratbitumen.com
15. User Manual for electronic voting is available at <https://www.cdslindia.com>

The instructions for members for voting electronically are as under:

The voting period begins on Friday, 12th June, 2015 at 9.30 a.m. and ends on Saturday, 11th July, 2015 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 5th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Now, fill up the following details in the appropriate boxes:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.

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- (iii) Now, select the “GUJARAT BITUMEN LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend 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.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.

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- (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 GUJARAT BITUMEN LIMITED on which you choose to vote.
- (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 changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) The voting period begins on Friday, 12th June, 2015 at 9.30 a.m. and ends on Saturday, 11th July, 2015 at 5.30 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 5th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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(C) 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.

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

Item No. 1

In line with substantial expansion of the operations of the Company, the Objects Clause of the Memorandum of Association is amended to specifically align with the Company’s current business operations. The Board of Directors of your Company propose to undertake business activities in the field of Trading and Manufacturing of various products and its related activities. Hence, suitable amendments are being made to the Object Clause of the Memorandum of Association.

The Board has decided to replace existing sub clause no. 1 under Clause III. (A)- “The Main Objects to be pursued on incorporation” with new sub clause no. 1. In accordance with the provisions of Section 13 of the Act and its rules thereunder, such alteration in the Memorandum of Association of the Company requires approval of the shareholders through postal ballot. Hence the resolutions at item no. 1 of the accompanying notice, is circulated herewith for the approval of the Members.

Your Directors recommend the aforesaid resolution for your approval.

None of the Directors of the Company are interested in the aforesaid resolutions either directly or indirectly.

A copy of the Memorandum and Articles of Association of the Company along with the proposed alteration as aforesaid is available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working daysexcept Sundays up to 11th July, 2015.

Item No. 2

The existing Articles of Association of the Company is based on the Companies Act, 1956. The references to specific sections of the Companies Act 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of Table F of Schedule I of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

**By Order of the Board of Directors
For Gujarat Bitumen Limited**

Date: 30th May, 2015

Place: Ahmedabad

**Mohan Laxmandas Punjabi
Managing Director**

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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing the form)

S. No. _____

1	Name(s) of shareholders(s) (In block Letters) including joint-holders, if any)	
2	Registered Address of the sole/first named shareholder	
3	Registered Folio No./DP ID No*	
4	Client ID No*.	
5	Number of shares held	
6	EVSN (Electronic Voting Sequence Number)	
7	User Id	
8	Password	

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Resolu tion No.	Description	Type of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution AGAINST)
1.	Alteration of the Object Clause of Memorandum of Association of the Company.	Special Resolution			
2.	Adoption of New Set of Articles of Association of the Company pursuant to the Companies Act, 2013	Special Resolution			

Place:

Date:

Signature of the Shareholder / Beneficial Owner

(Refer Instruction No.3 given overleaf)

(* Applicable to Shareholders holding shares in dematerialized form)

Notes:

1. If you opt to cast your vote by (“Electronic Voting”) E-voting, there is no need to fill up and sign this form.
2. Last date of receipt of Postal Ballot Forms by the Scrutinizer is Saturday, 11th July, 2015.

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INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on Saturday, 11 July, 2015. Postal Ballot Form received after this date will strictly treated as if the reply from the member has not been received. Results of the Postal Ballot will be declared by the Chairman on Wednesday, 15th July, 2015.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on Friday, 5th June, 2015 (cut-off date)
7. The Postal Ballot shall not be exercised by a Proxy.
8. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
9. In case of shares held by companies, trusts, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board resolution / Authority together with specimen signature(s) of the duly Authorized signatory/ies.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Member may request for a Duplicate Postal Ballot Form from the Company, if so required. However, the duly filled in Duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 5.