



## A & M FEBCON LIMITED

CIN: L28113GJ2013PLC075662

Regd. Office: A-2, Hira Anand Tower,

Gordhanwadi Tekara, Kankaria, Ahmedabad – 380 008. Mob. No.: +91 98253 63594

Website: [www.aandmfebcon.com](http://www.aandmfebcon.com) E-mail: [aandmfebcon@gmail.com](mailto:aandmfebcon@gmail.com)

### POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE IS HEREBY GIVEN PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS “THE ACT”), READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF FOR THE TIME BEING IN FORCE (“RULES”), SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“SS-2”) AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”), AS AMENDED FROM TIME TO TIME, AND OTHER APPLICABLE LAWS AND REGULATIONS, TO THE SHAREHOLDERS OF A & M FEBCON LIMITED (HEREINAFTER REFERRED TO AS “THE COMPANY”), TO SEEK THEIR APPROVAL BY WAY OF POSTAL BALLOT FOR THE FOLLOWING BUSINESS AS SPECIAL BUSINESS.

#### SPECIAL BUSINESS:

**1. Migration of Company’s listed Equity Shares from BSE SME Segment to the Main Board of BSE Limited.**

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

“**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited.”

“**RESOLVED FURTHER THAT** the Directors of the Company and the Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution.”

Registered Office:  
A-2, Hira Anand Tower,  
Gordhanwadi Tekara,  
Kankaria Ahmedabad – 380008.  
Thane (w) - 400 604.

By Order of the Board of Directors  
of **A & M Febcon Limited**

Tejendra Nayak  
Company Secretary  
Membership No.: ACS 44808

Place : Ahmedabad  
Date : December 27, 2019

#### NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business specified in the Postal Ballot Notice is annexed hereto.
- The Postal Ballot Notice is being sent to all Members, whose names appear on the Register of members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, December 20, 2019. The dispatch of notice along with Postal Ballot Form will be completed on Saturday, December 28, 2019.
- Only a Member(s) holding shares as on the cut-off date (i.e., December 20, 2019) are entitled to exercise his/her/their vote(s) through Postal Ballot and send it to the scrutinizer at the addressed mentioned in Business Reply Envelope. A person who is not a Member as on cut-off date shall treat this Notice for information purpose only.
- In accordance with the provisions of Section 101 of the Act, read with, rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, 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 registered post/courier.
- Resolutions passed by the Members through Postal Ballot are deemed to have been duly passed as if they have been passed at a general meeting of the Members.



- (f) Corporate / institutional Members (i.e. other than individuals, Hindu undivided families, non-resident Indians, etc.) opting for postal ballot instead of e-voting are also required to send certified true copy of the board resolution/power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Form.
- (g) A member cannot exercise his vote by proxy on Form.
- (h) In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Item of Business set out in the Postal Ballot Notice is sought to be passed by Postal Ballot.
- (i) In compliance with Regulation 44 of Listing Regulations, Section 110 of the Act, read with the Rules and SS-2, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically instead of dispatching physical Form by post, the Company has entered into an agreement with KFin Technologies Pvt. Ltd., for facilitating E-Voting to enable the Members who wish to cast their votes electronically.
- (j) As required under Rule 22(3) of the Rules and SS-2, advertisement for dispatch of Notice and Postal Ballot will be published in the newspaper(s).
- (k) The Company has appointed Mrs. Mansi Chokshi, Company Secretary in Practice (ACS No. 42662, C.P. No. 19645) of M K Chokshi & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- (l) **The Members can opt only one mode of voting, i.e., either by physical Postal Ballot or E-Voting. In case Members cast their votes through both the modes, voting done by E-Voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.**
- (m) Members desiring to exercise vote by physical postal ballot are requested to carefully read the instructions printed on the attached Postal Ballot Form. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on January 27, 2020. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
- (n) The result of the Postal Ballot shall be announced/declared by the Chairman of the Board or in his absence by Company Secretary & Compliance Officer during the working hours on Tuesday, January 28, 2020 and shall be displayed at the Registered Office at A & M Febcon Limited, A-2, Hira Anand Tower, Gordhanwadi Tekara, Kankaria, Ahmedabad - 380008 and shall also be displayed on the website of KFin Technologies Pvt. Ltd., at [evoting.karvy.com](http://evoting.karvy.com) in terms of Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and further be communicated to Stock Exchange where the equity shares of the Company are listed.
- (o) Material documents referred to in the explanatory statement, if any, shall be made available for inspection from the date of dispatch of the notice till January 27, 2020 on any working day between 10:00 a.m. to 5:00 p.m at the Company's Registered Office at A & M Febcon Limited, A-2, Hira Anand Tower, Gordhanwadi Tekara, Kankaria, Ahmedabad - 380008. (Mo. No. +91 98253 63594).
- (p) The voting period shall commence at 9:00 a.m. IST on Sunday, December 29, 2019 and ends at 5:00 p.m. IST on Monday, January 27, 2020. During this period, the members holding equity shares either in physical form or in dematerialized form, as on cut-off date, i.e. Friday December 20, 2019, may cast their vote through Postal Ballot.
- (q) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 20, 2019.
- (r) The Scrutinizer shall submit his report, to the Chairman of the Board or in his absence to Company Secretary & Compliance Officer, after completion of scrutiny of Postal Ballot in a fair and transparent manner.
- (s) Members, who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form, can download Postal Ballot Form, from KFinTech's website [evoting.karvy.com](http://evoting.karvy.com) can ask for Postal Ballot Form, by writing to KFin Technologies Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana, 500032 (Ph. No. 040-6716 2222) or at Registered Office of the Company (Company Secretary Department, A & M Febcon Limited, A-2, Hira Anand Tower, Gordhanwadi Tekara, Kankaria, Ahmedabad - 380008. (Mo. No. +91 98253 63594).
- (t) In case you have any queries or issues regarding Postal Ballot Voting, you may refer the Instructions available on Ballot Form or write us an email to [aandmfebcon@gmail.com](mailto:aandmfebcon@gmail.com).
- (u) The Address for Correspondence shall be as follows:  
Registered Office: A & M Febcon Limited,  
A-2, Hira Anand Tower, Gordhanwadi Tekara, Kankaria, Ahmedabad – 380008  
Name: Mr. Tejendra Nayak  
Designation: Company Secretary & Compliance Officer  
E mail id: [aandmfebcon@gmail.com](mailto:aandmfebcon@gmail.com)  
Mobile Number: +91 99240 17424

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Pvt. Ltd (KFinTech) on all resolutions set forth in this Notice, from a place other than the venue of the



Meeting (Remote e-voting) and Mrs. Mansi Chokshi, Company Secretary in Practice as the Scrutinizer for e-voting process, so that the voting is conducted in a fair and transparent manner.

- (A) In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password as mentioned in the e-mail). In case of physical folio, User ID will be 'EVENT' (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'A & M Febcon Limited- Postal Ballot'
    - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email- [cs.mansimehta@yahoo.com](mailto:cs.mansimehta@yahoo.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "A & M Febcon Limited- Postal Ballot." The documents should reach the scrutinizer not later than 5:00 PM (IST) on January 27, 2020
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVENT), User ID and Password is provided in the Attendance Slip.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting through Postal Ballot Form. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote through Postal Ballot Form shall be treated as invalid.

#### **OTHER INSTRUCTIONS**

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFintech Website) or contact Suresh Babu, (Unit: A & M Febcon Limited) of KFin Technologies Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana, 500 032 or at [suresh.d@kfintech.com](mailto:suresh.d@kfintech.com) or [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 2222 or call KFintech's toll free No. 1-800-34-54-001 for any further clarifications.
- b. 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).
- c. The remote e-voting period commences on December 29, 2019 (9:00 A.M. IST) and ends on January 27, 2020 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 20, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.



- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, December 20, 2019.
- e. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for E-voting i.e., December 20, 2019, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678  
Example for CDSL:  
MYEPWD <SPACE> 1402345612345678  
Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call KFintech toll free number 1800-3454-001.
  - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, KFintech shall endeavour to send User ID and Password to those new Members whose mail ids are available.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 1.**

The Equity Shares of the Company has been listed and traded on the BSE SME Segment for more than two years and hence, the Company is eligible to migrate to the Main Board of BSE Limited as per guidelines specified by SEBI vide their circular dated May 18, 2010 and as per the procedures laid down under Chapter IX of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The proposed listing on the Main Board of BSE Limited will take the Company to different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

The Board recommends this resolution as a special resolution to the members for approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, or deemed to be concern or interested, financially or otherwise, in the said Special Resolution, except to the extent of their Shareholding in the Company, if any.

Registered Office:  
A-2, Hira Anand Tower,  
Gordhanwadi Tekara,  
Kankaria Ahmedabad – 380008.  
Thane (w) - 400 604.

By Order of the Board of Directors  
of **A & M Febcon Limited**

Tejendra Nayak  
Company Secretary  
Membership No.: ACS 44808

Place : Ahmedabad  
Date : December 27, 2019