

SYBLY INDUSTRIES LIMITED

CIN: L17111UP1988PLC009594

Regd. Office: PawanPuri, Muradnagar, Ghaziabad, Uttar Pradesh - 201206

Tel. No: 01232-261765, 261288;

E-mail: info@sybly.com, syblyindia@gmail.com

Website: www.sybly.com

POSTAL BALLOT FORM

Serial No.:-----

1. Name of Equity Shareholder(s) _____
(Including Joint holders, if any) _____

2. Registered address of the _____
Sole first named shareholders _____

3. Registered Folio No. / DP ID No. & Client ID No _____

4. I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the accompanying notice dated **Wednesday, June 14, 2017** by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Approval for the Composite Scheme of arrangement Among Sybly Industries Limited (Demerged Company / Transferee Company), Space Incubatics Technologies Limited (Resulting Company) and Vartex Fabrics Private Limited (Transferor Company 1) and Dux Textiles Private Limited (Transferor Company 2) under Section 230-232 of the Companies Act, 2013.			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Event Number (EVEN)	User ID	Password / PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote

INSTRUCTIONS

INSTRUCTION TO MEMBERS OPTING VOTE BY WAY OF POSTAL BALLOT

- a) Shareholders desiring to exercise vote by Postal Ballot should complete and sign this postal Ballot Form and send it to the Scrutinizer, **at the Sybly Industries Limited, PawanPuri, Muradnagar, Ghaziabad, Uttar Pradesh – 201 206** in the enclosed postage prepaid self-addressed envelope, Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Shareholder will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named Shareholder.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc) the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- d) The signature of the Shareholder on this Postal Ballot Form should be as per specimen signature furnished by National Securities Depository Limited(NSDL)/Central Depository Services(India)Limited(CDSL) or registered with the Company, in respect of shares held in the dematerialized form or in the physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours at **5.00 p.m. on Friday 14th July 2017**. Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) Shareholders seeking duplicate postal Ballot Form can write to the Company or to the e-mail ID syblyindia@gmail.com. Completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e. **5.00 p.m. on Friday 14th July 2017**.
- h) Shareholders are requested not to send any other paper along with this Postal Ballot Form.

INSTRUCTION TO MEMBERS OPTING VOTE BY WAY OF E-VOTING

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

(1) To use the following URL for e-voting: www.evotingindia.com

(2) Click on "Shareholders" tab.

(3) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID.

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.

c. Members holding shares in Physical Form should enter Folio Number registered with the Company

(4) Next enter the Image Verification as displayed and Click on Login.

(5) 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.

(6) If you are a first time user, follow the steps given below:

For members holding shares in Demat and Physical form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	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/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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(7) After entering these details appropriately, click on "SUBMIT" tab.

(8) 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.

(9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. (xii) Click on the EVSN for Sybly Industries Limited.

(10) 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.

(11) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(12) 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.

- (13) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (14) You can also take printout of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (15) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (16) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (17) On successful login, system will prompt to select the ‘EVEN’ (E-voting Event Number) i.e., the Demerged Company / Transferee Company’s name ‘**Sybyl Industries Limited**’.
- (18) On the voting page, you will see the ‘Resolution Description’ and against the same the option ‘FOR/ AGAINST/ ABSTAIN’ from voting.
- (19) Enter the number of shares (which represents number of votes) as on the Cut Off Date i.e. Wednesday, 9th June, 2017 under ‘FOR/AGAINST/ ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/ AGAINST’ taken together should not exceed your total shareholding. If the Shareholder does not want to cast his vote, select ‘ABSTAIN’.
- (20) Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- (21) 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.
- (22) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- (23) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (24) Corporate/ Institutional Members (Corporate/ FIs/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutinizer through e-mail rsbhataacs@aol.com with a copy to syblyindia@gmail.com.
- (25) Members are eligible to cast vote electronically only if they are holding shares as on Friday, June 9, 2017.
- (26) The voting period shall commence at 9.00 A.M. on Thursday, 15th June, 2017 and will end at 05.00 P.M. on Friday, 14th July 2017. The e-voting module shall be disabled by CDSL at 05.00 P.M. on the same day, e-voting shall not be allowed beyond the said date and time.

GENERAL INFORMATION

- a) There will be one postal Ballot Form/e-voting for every Client ID No./Folio No. irrespective of the number of joint holders.
- B) Shareholders can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In Case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Shareholders cast their votes both by postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be considered invalid.
- c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Shareholder as on Friday, June 9, 2017.
- d) Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated above.
- e) After closing of the voting on 14th July, 2017, The Scrutinizer shall prepare its report and shall forward its report to Hon’ble Allahabad Bench of NCLT at Allahabad.