

SYBLY INDUSTRIES LIMITED

CIN: L17111UP1988PLC009594

Regd. Office : Pawan Puri, Muradnagar, Ghaziabad, Uttar Pradesh - 201 206

Tel. No: 01232-261765, 261288;

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

Website: www.sybly.com

NOTICE OF POSTAL BALLOT

Voting Starts On : Friday, September 1, 2017 at 9.00 AM	Voting Ends On : Saturday, September 30, 2017 at 5.00 PM
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Dear Member(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013.

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the Company is seeking consent of its Members for the resolutions appended below by way of Postal Ballot which includes voting by electronic means. The Explanatory Statement setting out all material facts and reasons thereto pertaining to the resolutions mentioned in this notice is annexed to this Postal Ballot Notice along with Postal Ballot Form (the "Form") for your consideration.

The Board of Directors (the "Board") in their meeting held on 21st August, 2017 have appointed Sh. R. S. Bhatia, Practicing Company Secretary (CP No.2514, FCS No. 2599), as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne by the Company. Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Form(s) should reach the Scrutinizer not later than 5:00 P.M. on 30th September, 2017 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

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'.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through Postal Ballot and E-voting. The result of the Postal Ballot would be announced by the Chairman of the Company Mr. Mahesh Chand Mittal or in his absence, by Mr. Nishant Mittal, Whole-Time Director & CFO at 4:00 P.M. on 5th October, 2017 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, the Depository, and the Registrar and Share Transfer Agent and would be published in the newspapers and would also be displayed along with the Scrutinizer's report on the Company's website viz. www.sybly.com

The members are requested to consider the following resolutions:

SPECIAL BUSINESS:

ITEM NO.: 1

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

BORROWING POWERS OF THE BOARD

"RESOLVED AS A SPECIAL RESOLUTION THAT in supersession of all earlier resolution(s) passed by the shareholders of the Company in this regard, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

ITEM NO.: 2

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

"RESOLVED AS A SPECIAL RESOLUTION THAT in supersession of all earlier resolution(s) passed by the shareholders of the Company in this regard, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company by way of a Special Resolution be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to

take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs.50 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in its absolute discretion to give effect to this Resolution."

By Order of the Board
For Sybly Industries Limited
Sd/-
Mahesh Chand Mittal
Chairman & Managing Director
Din: 00284866

Place : Muradnagar
Date :21stAugust, 2017

NOTES:

1. The Explanatory Statement and reasons for the aforesaid Special Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts are appended to the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 25th August, 2017. Accordingly, the Members whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on Friday, 25th August, 2017 will be considered for the purpose of voting.
3. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent. For Members who have not registered their e-mail addresses will receive Postal Ballot Notice along with Form and self addressed Business Reply Envelope through Registered Post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form from the link www.evotingindia.com (CDSL Link) or from the Company's website www.sybly.com.
4. In compliance with Regulation 35 of SEBI LODR (Listing Obligations Disclosure Requirements) and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. 25th August, 2017.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then please do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as cancelled.
7. Sh. R.S. Bhatia, a Practicing Company Secretary (CP No.2514, FCS No. 2599), has been appointed as Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
8. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. The Scrutinizer's decision on the validity of the postal ballot shall be final.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the votes cast through Postal Ballot and E-voting. The result of the Postal Ballot would be announced by the Chairman or any other official authorized by the Chairman at 4:00 P.M. on 5th October, 2017 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, the Depository, and the Registrar and Share Transfer Agent and would be published in the newspapers and would also be displayed along with the Scrutinizer's report on the Company's website viz. www.sybly.com.
11. The date of declaration of results of the postal ballot shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
12. All the relevant documents referred in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days (except Sundays and Public holidays) upto the date of announcement of result of Postal Ballot.

13. Voting through electronic means (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.
- (10) Click on the EVSN for the relevant 'SYBLY INDUSTRIES LIMITED' on which you choose to vote.
- (11) 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.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) 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.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take printout of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (16) 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.
- (17) 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.
- (18) On successful login, system will prompt to select the 'EVEN' (E-voting Event Number) i.e. Company's name 'Sybly Industries Limited'.
- (19) On the voting page, you will see the 'Resolution Description' and against the same the option 'FOR/ AGAINST/ ABSTAIN' from voting.
- (20) Enter the number of shares (which represents number of votes) as on the Cut Off Date i.e. Friday, 25th August, 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'.
- (21) Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folio/ demat account.
- (22) 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.
- (23) 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 rsbhataics@aol.com with a copy to syblyindia@gmail.com.
- (24) Members are eligible to cast vote electronically only if they are holding shares as on Friday, 25th August, 2017.
- (25) The voting period shall commence at 9.00 A.M. on Friday, 1st September, 2017 and will end at 05.00 P.M. on Saturday, 30th September, 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.
- (i.) In case of Members receiving physical copy of the Notice of Postal Ballot and e-voting by Post [for Members whose email ids are not registered with the Company/Depository Participant(s)]:
- I) User ID and initial password as provided below.
- II) Please follow all steps from Sr. No. (1) to (22) as mentioned above, to cast your vote.
- (ii.) In case you have any queries or issues regarding remote 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. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001; Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.
- (iii.) 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).
- (26) Any query in relation to the resolutions proposed by postal ballot and e-voting may be addressed to Ms. PriyaTyagi, Company Secretary of the Company at Pawan Puri, Muradnagar, Ghaziabad, Uttar Pradesh 201206 or through email to syblyindia@gmail.com can also be contacted at 91-1232-261765.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER ITEM NOS.1&2 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE ACT) :

ITEM NO. 1

The Companies Act, 2013 requires that if a company intends to borrow from banks financial institutions in excess of its paid up capital and free reserves (other than for working capital) than it requires approval of shareholders by way of passing a resolution under Section 180 (1)(c) of the Companies Act 2013.

Now it is proposed to provide the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 Crore (Rupees Fifty Crore Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution.

The Board recommends the Resolution at Item No.1 of the Notice for approval of the shareholders by way of a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.1 of the Notice.

ITEM NO. 2:

The Company is proposing to provide the borrowing power of the Board to 50 Crore and as such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 50 Crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution.

The Board recommends the Resolution at Item No.2 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.