



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Regd. Office: 303/304/305, A-Z Industrial Premises, G.K. Marg, Lower Parel (w), Mumbai-400 013

Tel. (Off) 24935421 (4 Lines) 66615901 • Fax: (91-22) 24935420 / 66615900

E-mail: info@poloqueen.com • Website: www.poloqueen.com

CIN NO. L72200MH1984PLC094539

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or reenactment thereof for the time being in force, the Resolutions appended below are proposed to be passed as special resolutions by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to said resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

The Company proposes to transfer the Leasehold Properties of the Company to its wholly owned Subsidiary Companies for efficient operations of the business. The details of aforesaid Properties are mentioned in the Explanatory Statement.

The Company is therefore seeking your consent for the said proposals as contained in the Special Resolutions appended below. The Explanatory Statement pertaining to the Resolutions setting out all material facts and the reasons for which such Resolutions are proposed is also annexed.

As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the consent of the Company's shareholders for the above purpose is required to be obtained by means of a postal ballot. Accordingly, the said Special Resolution and the Explanatory Statement is being sent to you along with the Form for your kind consideration. Further, as per the provisions of the Act, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

You are requested to carefully read the instructions printed on the accompanying Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours (i.e. 5.00 p.m.) on 23rd August, 2016 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

The Board of Directors has appointed Mrs. Grishma Khandwala, Practicing Company Secretary (ACS No. 6515, CP No. 1500) as the Scrutinizer for conducting the Postal Ballot / Electronic Voting process in a fair and transparent manner. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman / Managing Director / Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before 25th August, 2016. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website viz. www.poloqueen.com and also on the website of the agency providing e-voting facility i.e. Central Depository Services (India) Limited ("CDSL"). The date of declaration of the result of the postal ballot shall be the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolutions as a Special Resolutions.

The Resolutions will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

**By Order of the Board of Directors
For Polo Queen Industrial and Fintech Ltd.**

**sd/-
Namrata Vanamala
Company Secretary**

Place: Mumbai

Date: 11th July, 2016

PROPOSED SPECIAL RESOLUTIONS

I. TRANSFER OF DOMBIVLI PROPERTY TO POLO QUEEN SOLUTIONS LIMITED

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to transfer

the Leasehold Property of the Company which is situated at Plot Nos. D1/1, D1/1 Part, D1/2, D1/2 Part at MIDC, Dombivli, Maharashtra measuring 4960 square meters to Polo Queen Solutions Limited, the wholly owned subsidiary of the Company at Book Value of the property as per the latest Audited Balance Sheet of the Company as on 31st March, 2016;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds to give effect to this resolution.”

II. TRANSFER OF MAHAD PROPERTY TO POLO QUEEN PHARMA TRADE INDUSTRY LIMITED

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to transfer the Leasehold Property of the Company which is situated at Additional Industrial Area, Mahad in Plot No. L45/1 measuring 65,595 square meters, L45/3 measuring 14,025 square meters, and RH 38 measuring 5000 square meters to Polo Queen Pharma Trade Industry Limited, the wholly owned subsidiary of the Company at Book Value of the property as per the latest Audited Balance Sheet of the Company as on 31st March, 2016;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds to give effect to this resolution.”

**By Order of the Board of Directors
For Polo Queen Industrial and Fintech Ltd.**

sd/-
**Namrata Vanamala
Company Secretary**

Place: Mumbai

Date: 11th July, 2016

ANNEXURE TO THE NOTICE

1. A copy of this notice has been placed on the website of the Company i.e., www.poloqueen.com and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (“Postal Ballot Rules”), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as Annexure – A (“the Explanatory Statement”).
3. The notice is being sent to all the members of Company, whose names appear on the register of members/ record of depositories as on 15th July, 2016.
4. The Board of Directors of the Company (“the Board”) at its meeting held on 11th July, 2016 appointed Mrs. Grishma Khandwala, Practicing Company Secretary (ACS No. 6515, CP No. 1500) as “The Scrutinizer” for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
5. The members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the said Postal Ballot Form (**no other form or photocopy of the Postal Ballot Form is permitted**) duly completed with the assent (for) or dissent (against), in the attached self addressed, postage pre-paid business reply envelop, so as to reach the Scrutinizer not later than the close of working hours on 23rd August, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Members can choose only option either voting through the postal ballot or vote by electronic means in the manner set out herein in each case on or before the last date for e-voting i.e., 23rd August, 2016. However envelopes containing Postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted.
6. The date of dispatch of the Postal Ballot Notice shall be announced through advertisement in the following newspapers:
 - (i) Free Press Journal - English Newspaper.
 - (ii) Navshakti – Marathi News Paper (Regional Language)
7. The Scrutinizer will submit his report on or before 25th August, 2016 to Chairman or Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of postal ballot forms received on or before 23rd August, 2016. The results of voting by postal ballot will be declared on or before 25th August, 2016 at the registered office of the Company. Additionally, the result will be posted on Company’s website www.poloqueen.com and will be communicated to the Stock Exchanges where the shares of the Company are listed. In the event, the draft resolutions being assented to by the requisite majority of the Members by means of Postal Ballot, the date of declaration of the Postal Ballot result shall be deemed to be the date of passing of the said resolutions.
8. Shareholders who are entitled to vote may exercise his/ her vote through the postal ballot form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paidup value of Shares on the basis of names appearing in the ‘Register of Members’ or in the records of the depository, as applicable, as on 15th July, 2016 and any recipient of the Postal Ballot

Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.

9. Shareholders who wish to seek a duplicate ballot form may approach M/s Satellite Corporate Services Private Limited, the Registrar and Share Transfer Agents, at B-302, Sony Apartment, Opp. St Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072 or can be downloaded from Company's website www.poloqueen.com.
10. Please note that any postal ballot form(s) received after the last date will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.
11. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e voting facility to the shareholders, to enable them to cast their vote electronically instead of dispatching the Postal Ballot form by post. The Company has engaged services of Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to Members. Kindly note that each member can opt for only one mode of voting i.e, **either Physical Ballot or by e-voting**. However in case members cast their votes through both modes, then voting done by e-voting shall prevail and voting cast through Physical Ballot shall be treated as invalid.

12. **Process for e-voting:**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th July, 2016 and ends on 23rd August, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 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. Eg. If your name is Ramesh Kumar with sequence 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. <ul style="list-style-type: none"> • 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (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 Company Name i.e. "Polo Queen Industrial and Fintech 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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.**
- (xix) 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 linked in the login 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.
- (xx) 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.

ANNEXURE A

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTIONS FOR ITEM NO. 1 AND 2

The Company has a multi divisional working with various divisions such as Pharmaceutical, Finance, Information Technology, Textiles, FMCG products and Minerals and Chemicals. At the Meeting of the Board of Directors held on 12th December, 2015, it was proposed that the Finance, Pharmaceutical, Chemicals and Information Technology divisions be separated and new companies be formed to carry out the business. These Companies would be 100% subsidiaries of the Company.

Accordingly, Polo Queen Solutions Limited (PQSL) and Polo Queen Pharma Trade Industry Limited (PQPL), were incorporated on 3rd March, 2016 as wholly owned subsidiaries of the Company to carry on the Business of Information Technology and Pharmaceuticals & Chemicals Business respectively.

The Company holds Leasehold Property with M.I.D.C. which is situated at Plot Nos. D1/1, D1/1 Part, D1/2, D1/2 Part at M.I.D.C, Dombivli, Maharashtra measuring 4960 square meters. With the formation of PQSL as a wholly owned subsidiary the information technology business will now be carried out by PQSL and for the efficient conduct of the business it is proposed that this property be transferred to PQSL at Book Value of the property as per the latest Audited Balance Sheet of the Company as on 31st March, 2016. This will enable PQSL to carry out the new business development and to set up the Data Centre/ITES Park.

The Company holds another Leasehold Property with M.I.D.C. which is situated at Additional Industrial Area, Mahad in Plot No. L45/1 measuring 65,595 square meters, L45/3 measuring 14,025 square meters, and RH 38 measuring 5000 square meters. With the formation of PQPL as a wholly owned subsidiary, the pharmaceuticals and chemical manufacturing business would now be carried out by PQPL. To enable the said wholly owned subsidiary to carry on its operations more efficiently it is proposed to transfer the said property to at Book Value of the property as per the latest Audited Balance Sheet of the Company as on 31st March, 2016.

The Audit Committee of the Company at the meeting held on 11th July, 2016 and the Board of Directors of the Company on the even date have approved the aforesaid related party transactions to be entered into by the Company with PQSL and PQPL, the wholly owned subsidiary Companies of the Company subject to the approval of Members and other requisite approvals.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolutions as Special Resolutions.

The Directors and Key Managerial Personnel are interested in this resolution to the extent of their shareholding in the Company.

**By Order of the Board of Directors
For Polo Queen Industrial and Fintech Ltd.**

Place: Mumbai
Date: 11th July, 2016

**sd/-
Namrata Vanamala
Company Secretary**



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

CIN NO. L72200MH1984PLC094539

Regd. Office: 303/304/305, A-Z Industrial Premises, G.K. Marg, Lower Parel (w), Mumbai-400 013

Tel. (Off) 24935421 (4 Lines) 66615901 Fax: (91-22) 24935420 / 66615900

E-mail: info@poloqueen.com Website: www.poloqueen.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Sr.No.

1. Name and Registered address of Sole/ :
First named Member
2. Names of joint holder(s), if any :
3. Registered Folio No. [Applicable to :
Shareholders holding Equity shares in
physical form]
DP ID no. & Client ID No. [Applicable to :
shareholders holding Equity Shares in
dematerialized form)
4. Number of equity shares held :
5. User ID and Password for E-voting :

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal ballot for the business stated in the Postal Ballot Notice dated 11th July, 2016 of Polo Queen Industrial and Fintech Limited ("Company") by conveying/recording my/our assent or dissent to the said Special Resolution by placing the tick mark (✓) in the appropriate box below:

Sr.No.	Brief particulars of the Resolution(s)	No. of Shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for the transfer of Leasehold Property pursuant to Section 180(1)(a) to Polo Queen Solutions Limited			
2.	Approval for the transfer of Leasehold Property pursuant to Section 180(1)(a) to Polo Queen Pharma Trade Industry Limited			

Place:

Date:

(Signature of the Member)

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/PIN
160712007		

Notes:

1. Please read the instructions printed overleaf carefully before completing this Form.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer is Tuesday, 23rd August, 2016.
3. For e-voting, please refer to the instructions under "The instructions for e-voting as under" in the Notice attached herewith.

Instructions

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company, Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered member will also be accepted.
2. This postal ballot form should be completed and signed by the member. In case of joint holding, this postal ballot form should be completed and signed by the first named member and in his absence, by the next named member. The signature of the member of this Postal Ballot Form should be as per the specimen signature registered with the Registrar and Share Transfer Agents of the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited in respect of shares held in the dematerialized form. Unsigned Postal Ballot Forms will be rejected.
3. In case shares are held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/ authority letter together with attested specimen signature(s) of the duly authorised signatory (ies). Postal Ballot form signed by the holder of a power of attorney for and on behalf of a member of the company must be accompanied by the copy of power of attorney duly certified by a Magistrate, Notary Public, or Special Executive Magistrate or similar authority holding a Public Office and authorised to use the Seal of his office.
4. Members are requested not to send any other paper/document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their details, assent or dissent for the proposed resolution and putting their shares and signature. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
5. Please convey your assent or dissent in this Postal Ballot Form only by putting a tick mark (✓) in the relevant box signifying your assent or dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. The assent/dissent received in any other form shall not be considered valid.
6. Members are entitled to cast their votes in any manner i.e. all the votes either in favour or against or partly in favour or against.
7. Duly completed Postal Ballot Forms (no other form or photocopy of the Postal Ballot Form is permitted) should reach the Scrutinizer not later than the close of working hours (i.e. 5.00 p.m.) on 23rd August, 2016. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the Member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot shall be final and binding.
8. 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 i.e. July 15, 2016.
9. The right of voting by Postal Ballot cannot be exercised by a proxy.
10. There will be only one Postal Ballot Form for every folio/client ID irrespective of joint holder(s).
11. Votes will be considered invalid on the following grounds:
 - a. If the Member's signature does not tally,
 - b. If the Member has marked all his shares both in favour and also against the respective resolution,
 - c. If the Postal Ballot Form is unsigned,
 - d. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either member or number of votes or as to whether votes are in favour or against or if the signature could not be checked or on one or more of the above grounds and
 - e. If the information filed in Postal Ballot Form is incomplete.
12. Duplicate copy of the Postal Ballot Form can be obtained on written request from Satellite Corporate Services Private Limited, the Registrar and Share Transfer Agents, at B-302, Sony Apartment, Opp. St Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072 or can be downloaded from Company's website www.poloqueen.com. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instructions above.
13. The results of the Postal Ballot along with the Scrutinizer's Report shall be declared on or before 25th August, 2016 and shall be placed on Company's website viz www.poloqueen.com and on the website of CDSL and communicated to The Metropolitan Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.
14. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-Voting is optional for Members. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.