



## EL FORGE LIMITED

CIN : L34103TN1934PLC000669

Registered Office: No. 1A, Sriperumbudur High Road (Via) Singaperumal Koil Appur Village,  
Kattangulathur Onrium, Kancheepuram District, Tamil Nadu-603204

Phone: 044-47112500, Fax: 044-47112523

Email: edf@elforge.com, Website: www.elforge.com

### POSTAL BALLOT 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 pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution in relation to Slump sale of "existing business" of the Company as in condition is proposed to be passed by the Members through postal ballot / electronic voting (remote e-voting).

The proposed resolution along with the explanatory statement setting out the material facts and reasons there to is appended herewith and a Postal Ballot Form (the Form) is enclosed for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Satya Pradeep Roy, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process and remote e-voting in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. The duly completed Form should reach the Scrutinizer not later than 17:00 Hours (IST) on April 11, 2018. Please note that, Postal Ballot Forms received after 17.00 hours IST on April 11, 2018, shall be deemed invalid.

Members desiring to opt for remote 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' in this Notice.

The Scrutinizer will submit his report to the Chairman or the Vice Chairman & Managing Director of the Company after the completion of the scrutiny of the postal ballot forms and votes cast through remote e-voting. The result of postal ballot (including remote e-voting) shall be declared on or before April 13, 2018 and communicated to the Stock Exchange, the depositories and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.elforge.com](http://www.elforge.com).

### **SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT FOR SLUMP SALE OF "EXISTING BUSINESS" 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals and permissions as may be required from governmental, regulatory or judicial authority including requisite approvals as may be required from the lenders and other authorities if any, Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ( the "Board") to sell, lease, transfer, assign or otherwise dispose of part of its "Existing Business" of the Company with all assets including the Land classified under 'Stock in Trade' and liabilities (as identified) on Slump Sale basis (as defined under the Income Tax Act, 1961) or otherwise to M/s Forge Point Limited, Chennai as a going concern for an aggregate consideration of not less than Rs. 95.00 crores as agreed between the Board and M/s Forge Point Limited which shall be paid/settled on such terms and conditions with effect from such date and in such manner as the Board think fit and proper"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution including but not limited to finalizing the consideration amount which shall not be less than Rs. 95.00 Crores including finalizing the terms and conditions of payment, settlement of the same, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to the Chairman and the Vice Chairman & Managing Director of the Company jointly to give effect to the aforesaid resolution and to sign the necessary documents to give effect to the above resolution."

Place : Chennai

Date : 27.02.2018

By Order of the Board

For **EL Forge Limited**

**R. Sowmithri**

Executive Director Finance & Company Secretary

DIN: 00280988