

# *Ayepee Lamitubes Limited*

Regd. Office: B-1, MIDC P.O. Murbad 421401, Thane, Maharashtra  
Tel: +91 9765405761 [www.ayepeelamitubes.net](http://www.ayepeelamitubes.net) [ayepeelamitubes@gmail.com](mailto:ayepeelamitubes@gmail.com)  
CIN: L74999MH1984PLC032132

## **POSTAL BALLOT NOTICE FOR SEEKING CONSENT OF EQUITY SHAREHOLDERS / MEMBERS OF THE COMPANY**

To,  
Equity Shareholders / Member of Ayepee Lamitubes Ltd.

Dear Shareholder

### **Notice pursuant to Section 110 of the Companies Act, 2013**

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 (**the Act**), Rule 22 of the Companies (Management and Administration) Rules 2014, applicable provisions of the Act, Rules and Standards framed thereunder or modification or reenactment thereof for the time being in force and applicable provisions of the Listing Agreement with Stock Exchanges where equity shares of the Company are listed that the Company seeks approval of members to the resolutions, appended herein, proposed to be passed as Special Resolution by way of the Postal Ballot (including voting through electronic mode / e-voting).

As per the provision of the Act and other applicable statutory provisions, consent of the members is required for the matters as proposed and mentioned in the Resolution and Statement.

Resolutions and statement under section 102 of the Act setting out the material facts, relevant detail and reason for the resolutions are appended herewith for your consideration. A postal ballot form and self-addressed postage prepaid envelope is also attached herewith, to facilitate casting votes for assent or dissent of shareholders to the said Resolutions.

The Board of Directors of the Company has appointed M/s. T. F. Khatri & Associates, Practicing Company Secretary, to act as a Scrutinizer to conduct the Postal Ballot voting process (including e-voting) in a fair and transparent manner. The Scrutinizer will submit his report after completion of scrutiny of postal ballots received from members including e-voting.

Please read carefully the instructions mentioned in this Notice / printed on the postal ballot form and request you to convey your assent or dissent by returning the postal ballot form duly signed and filled in all respects in the enclosed self-addressed prepaid envelope, so as to reach the Scrutinizer at address mentioned thereon, on or before the closing working hours on 3 May 2017. Please note that any postal ballot form received after the said date shall be treated as if such reply / postal ballot has not been received.

Results of voting will be announced on or around 4 May 2017 at 3:00 p.m at the registered office of the Company and such result will be declared by displaying on the Company's website or link [www.ayepeelamitubes.net](http://www.ayepeelamitubes.net). Result will also be displayed on notice board at registered office of the Company. The Result will also be informed to the BSE Limited.

Cutoff date prescribed for this purpose is 30 March 2017 to reckon voting rights of members and paid-up value of equity shares. Person who is not member on said date should treat the Notice for information purpose only.

**e-voting Option:** The Company is pleased to offer e-voting facility as an alternative, which would enable the members to cast votes electronically / online, instead of physical postal ballot form. e-voting is optional. Please carefully read and follow the instruction on e-voting given in this Notice.

For any queries/grievances or guidance for voting/e-voting, members may contact Mr. Jignesh Patel, Company Secretary on +91 9765405761 or ayepelamitubes@gmail.com

## **RESOLUTIONS**

### **1. Authority to Board of Directors for borrowing**

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)(c) and other applicable provisions, if any, of the Companies Act, 2013, (**“the Act”**), as amended from time to time, and pursuant to the provisions of the Memorandum and Articles of Association of the Company, subject to such other approvals as may be required, 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) to borrow, for and on behalf of the Company from time to time, any sum or sums of monies and on such terms and conditions and with or without security as and when required by the Company and as the Board of Directors of the Company may deem fit, provided that outstanding amount of the borrowing at any point of time (except temporary loans obtained from time to time by the Company from its bankers in the ordinary course of its business) shall not exceed a sum of Rs. 50 crores (Rupees Fifty Crores) and said limit is over and above the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board of Directors may from time to time deem necessary and that any power exercised by the Board relating to borrowing to meet the requirement of the Company be and is hereby approved and ratified for all purpose.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to issue, sign, seal and execute agreements, deeds, covenants, conveyances, undertakings, declaration, guarantees, instruments, applications, power of attorneys, writings, papers, memorandums and any other documents that may be required, on behalf of the Company and the Board also empowered to exercise the borrowing and other powers in such a manner as they think fit including by circular resolution or delegate all or any of the above powers to Committee or Director or officer of the Company or appropriate person and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the said resolution.”

### **2. Authority to Board of Directors for sale, lease, create charge etc**

To consider and if thought fit, to pass the following resolution as a special resolution.

**“RESOLVED THAT** pursuant to Section 180(1)(a), applicable provisions of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Foreign Exchanges Management Act 1999 and subject to the applicable statutory provisions and approvals, if and when necessary, the consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create mortgages, charges, security, pledge, hypothecations, interest, covenants and/or encumbrances, in addition to the existing mortgages, charges etc created by the Company, on all or any of the present and future assets, undertakings, receivables, rights, privileges, movable and immovable properties of the Company (for sack of brevity **“the Assets”**), in such manner as the Board may deems fit and as may be necessary from time to time, in favor of one or more Indian and/or foreign; financial institutions, banks, mutual funds, trusts, trustees, debenture holders, bond holders, debtors, bodies corporate, companies, nonbanking finance companies, qualified intuitional buyers, governments, authorities and any other persons, including their subsidiaries, associates, agents and trustees, (hereinafter referred to as the **"Lenders"**), to secure all kind of present and future borrowings, loans, facilities, credits, debts, liabilities, debentures, bonds, arrangement, securitization, performance and any other instrument whether in amount of rupee or foreign currency, together with interest thereon, further interest, additional interest, premium on prepayment or redemption and all other cost, charge, expenses and dues payable by the Company to the Lenders (for sack of brevity **“the Borrowings”**), provided that outstanding amount to secure as aforesaid shall not, at any time exceed Rs. 60 crores (Rupees Sixty Crores).

**RESOLVED FURTHER THAT** pursuant to Section 180(1)(a) and applicable provisions of the Companies Act 2013 and subject to the applicable statutory provisions and approvals, the consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized, to sale, lease, sub-lease, assign, otherwise dispose of; one or more, whole undertakings of the Company or substantially the whole; leasehold rights, movable and immovable properties, land, buildings, factory and/or rights, title and interest therein, on appropriate terms, consideration and in interest of the Company as the Board may decide in its absolute discretion form time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as **the “Board”** which term shall be deemed to include committee thereof) be and is hereby authorized to do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Director or Officer of the Company or any other person and generally to do all such acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

### **3. Authority to Board of Directors for issue of Debentures / Debt Securities**

To consider and if thought fit, to pass the following resolution as a special resolution.

**“RESOLVED THAT** pursuant to the provisions of section 42, 71 and other applicable provisions of the Companies Act 2013 (**the Act**), Rules made thereunder, Foreign Exchange Management Act 1999, RBI Regulations, listing agreements entered into by the Company with stock exchanges (including statutory modifications or re-enactment thereof for the time being force), enabling provisions of the Memorandum and Articles

of Association of Ayepee Lamitubes Limited (**the Company**), other statutes, notifications, circulars, rules and regulations as may be applicable and subject to requisite approvals or permissions and subject to such conditions as may be prescribed while granting any approval or permission as may be agreed to by the Board, the approval and consent of the members of the Company be and is hereby accorded and the Board of the Company is hereby authorized to create, offer, issue and allot secured / unsecured redeemable non-convertible debentures (**NCDs**) and/or subordinated debenture, bonds, instruments and other debt securities (**Debt Securities**) up to amount of Rs. 50 crores (Rupee Fifty crores), in one or more series, tranches and currencies, on a private placement basis, to one or more persons including bodies corporate, banks, financial institutions, NBFC, agencies, trustees and other eligible persons in India and abroad, upon the terms and condition as the Board may consider proper and determine from time to time, in its discretion and if necessary to convert or treat the borrowing/ advance etc in to NCDs or subscription to NCDs.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (in this Resolution and statement referred to as **the "Board"** which term includes its committee), be and is hereby authorised to decide the terms and conditions of NDCs / Debt Securities including time of issue, price, interest, redemption, premium, discount, security and all such terms as the Board may in its absolute discretion deem fit and do such actions and deeds as may be necessary, to decide about utilization of issue proceed and to clarify and settle all matters and difficulties arising out of and incidental thereto, to withdraw or abandon the issue, to appoint trustees, agents, guarantors, bankers, advisors and all such agencies and intermediaries as may be necessary and execute all such arrangements, agreements, offer documents, memorandum, undertakings, representations, documents, trust deed and writings that may be necessary in relation to this this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the above powers to Committee or any Director or principal officer of the Company and generally to do all acts, deeds, and steps that may be necessary.

**4. Authority to Board of Directors for loan, investment, guarantee etc.**

To consider and if thought fit, to pass the following resolution as a special resolution.

**"RESOLVED THAT** pursuant to Section 186, applicable provisions of the Companies Act 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Foreign Exchanges Management Act 1999 and subject to the applicable statutory provisions and approvals, if and when necessary, the consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized; (a) to give loan to body corporates and/or persons, (b) give guarantee and provide security in connection with loan, borrowing and/or facilities to body corporates and persons, and (c) to acquire by way of subscription, purchase and otherwise the securities and shares of body corporates, provided that outstanding amount of aforesaid in aggregate shall not at any time exceed the limit of Rs. 60 crores, and explained in the Explanatory Statement, notwithstanding the limit prescribed under section 186(2) of the Act and any loan given / resolutions passed in this respect be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as **the "Board"** which term shall be deemed to include committee thereof) be and is hereby authorized to decide the terms, tenure, with or without interest and

other conditions for the above mentioned loan, guarantee, security, investments etc from time to time including to disinvest, sale or transfer the investments, securities, give revocable or irrevocable guarantee and securities, do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign, execute and register all deeds, agreements, undertakings, applications, representation, documents and writings that may be required, on behalf of the Company and also to delegate the powers to the Director or Officer of the Company or other persons, including authority for matter incidental or necessary and generally to do all such acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

#### **5. Reinstatement / restoration of listing of equity shares**

To consider and if thought fit, to pass the following resolution as a special resolution.

“RESOLVED THAT pursuant to the applicable provisions of the laws, statutory provisions, Listing Agreement and subject to approval as may be necessary, the consent of the members of the Company be and is hereby given for revocation of suspension of equity shares of the Company in BSE Limited and the Board of Directors be and is hereby authorized to represent the Company before BSE Limited, SEBI and other authority in relation to the aforesaid matter including to saving restatement fees, costs etc, relisting, listing, reinstatement of the present equity shares, joining depositories, facilitate dematerialize the shares, ratification of records and corporate actions as may be necessary from time to time and that the Board is hereby authorized to forfeit, list, cancel and decide about the equity shares on which calls are in arrears / amount not paid by shareholders, as may be necessary and permitted as per applicable statutory provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company (include any committee thereof) be and is hereby authorized, in its absolute discretion deem fit, to do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, agreements, undertakings, applications, representation, indemnity, ratification, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to Committee, or Director or Officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By order of the Board  
For Ayepee Lamitubes Limited

sd/-  
Jignesh Patel  
Company Secretary

31 March 2017, Murbad

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE  
COMPANIES ACT 2013**

**Item No. 1 – Authority to Board of Directors for borrowing**

As per the provisions of Section 180(1)(c) of the Companies Act 2013, the consent of the shareholders is required to borrow monies in excess of the aggregate of the paid-up capital and free reserves of the Company.

To meet fund requirement for the various purposes of the Company, it requires funds as may be circumstances warrant to meet the fund requirement of the Company. The Company may also be required to borrow monies to meet the fund requirement arising out of present or other business needs or general corporate purpose of the Company.

Therefore, it is proposed to increase the borrowing limits and to authorize the Board of Directors to borrow monies which may exceed the aggregate of the paid-up capital and free reserves of the Company provided that the outstanding amount of such excess borrowings at any point of time shall not exceed of sum as mentioned in the Resolution.

The Board commends the resolution set out at Item No. 1 of the Notice for your approval.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Company may borrow monies from the promoter of the Company and/or from the companies / entities wherein the promoters, Directors, and KMP of the Company may be shareholder, director or otherwise interested or concerned and in such case, if requires, this approval to the said resolution, shall be deemed as approval of shareholders.

**Item No. 2 - Authority to Board of Directors for sale, lease, create charge etc**

In course of business and fund requirement for the Company's business and various other purposes, it requires to borrow monies from time to time as may be circumstances warrant to meet the fund requirement of the Company and to augment its facilities, credit needs debts or restructuring of borrowing. The Company may also be required to borrow monies to meet the fund requirement arising out of new business requirement or contingency or to meet obligations. The borrowings and credit facilities avails by the Company would need to be secured in manners, as may be agreed with lenders, including by way of charge, mortgage, pledge, hypothecation and/or encumbrance on or in relation to the Company's assets, properties, undertaking, lease hold rights etc as described in the Resolution.

Keeping in view the circumstances, there would be requirement to sale, lease, sub-lease or otherwise dispose off by entering into feasible arrangement to meet the fund requirement and business needs of the Company or otherwise.

The consent of the shareholders is required under the provision of section 180(1)(a) and application provisions of the Companies Act 2013, authorizing the Board of Directors of the Company for sale, lease, dispose off and/or creation of charge etc on assets of the Company, as described in the Resolution.

It is desirable, as a matter of abundant caution also, to authorize the Board sufficiently in respect to matters as mentioned in the Resolution to meet the business requirement of the Company or contingency from time to time.

Therefore, it is proposed to authorize and empower the Board to exercise powers in such a manner as they think fit in respect to the matters as set out in the subject Resolution.

The Board recommends the resolution set out at Item No. 2 of the Notice for your approval by way of passing special resolution.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Subject to applicable statutory provisions, the Company may enter into arrangement or transaction, in respect to subject matter of resolution, with its promoters, and/or with the companies / entities wherein the promoters, directors and KMP of the Company may be shareholder, director or otherwise interested or concerned.

### **Item no. 3 - Authority to Board of Directors for issue of Debentures / debt securities**

To meet the fund requirement for the existing and future purpose of the Company and to meet obligations from time to time, it requires to raise fund from time to time as may be circumstances warrant. Financial result of the Company, containing income etc is available on the website of the Company.

As per section 42 of the Companies Act 2013 (**the Act**) and Rules thereunder, a company offering or making an invitation to subscribe to secured/unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the approval of the Members by way of a special resolution. It shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year.

Issue of NCDs / Debt Securities on private placement basis could be one of the important and cost effective sources of borrowing for the Company. Therefore, approval of the members of the Company is being sought by way of special resolution under section 42 and applicable provisions of the Act, Rules made thereunder, other applicable law, on the terms and for amount as set out in the Resolution, to enable the Board to make a private placement of NCDs and also enable for issue of Debt Securities in international/domestic markets, in order to meet the financial needs of the Company in a prudent manner. Terms including pricing, interest etc will be determined by the Board at the time of issue keeping in view the prevalent circumstances.

The Board recommends the resolution set out in the Notice for your approval by way of passing special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution, except to the extent of NCDs/Debt Securities that may be subscribed by them, companies, firms etc in which they are interested or concerned.

#### **Item no. 4 - Authority to Board of Directors for loan, investment, guarantee etc.**

Section 186 of the Companies Act 2013 (the Act) pertaining to loan and investment by a Company, *inter alia*, states that no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more.

Section 186 (3) provides that a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits mentioned above unless it is previously authorized by a special resolution.

The Board may explore to make investments if suitable opportunity available which would also include strategic benefits in long run and business relations. Funds of the Company would be utilized and/or invested by way of acquiring securities, giving loan, deposit or other means in Indian and overseas from time to time and on such terms, conditions as may be decided by the Board, keeping in view the surplus fund, opportunity to lend, association with borrowers, strategic benefits and applicable statutory provisions. Additionally, in course of business and/or if circumstances so warrant, there would be requirement to give guarantee and/or provide security in favor of any persons in India/overseas, in connection with the loan, borrowing and facilities availed by body corporate and/or persons in India/overseas. Such loan, guarantee, security and investment may be in Indian Rupee and/or foreign currencies as may be necessary from time to time. Keeping in view the aforesaid, it is necessary to pass the resolution enabling the Board to exercise powers in this respect.

It is desirable, as a matter of abundant caution also, to authorize the Board sufficiently in respect to matters as mentioned in the Resolution.

In view of the above, approval of Shareholders is sought for loans, guarantee, securities and investments in excess of the limits as prescribed under Section 186 of the Act.

The Directors of the Company accordingly recommend the special resolution as set out in the accompanying Notice, for the approval of the Shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporates/person in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

#### **Item No. 5 - Reinstatement / restoration of listing of equity shares**

The Company has made an application to the BSE Limited in relation to reversal / revocation of the suspension of the equity shares of the Company in BSE Limited and the Board would do needful for reinstatement/restore listing of the equity shares of the Company for larger interest of shareholders of the Company. Although presently the shareholders' approval would not require for the subject matter, as an abundant caution and to meet such type of future requirement, if any, it is proposed to shareholders to pass the resolution enabling the matter and the Board.



As per the records available with the Company and audited balance sheet for the year ended on 31 March 2016, as on the date the issued / listed share capital comprise of 20,00,000 equity shares of face value of Rs. 10 each.

There are some equity shares as referred in the audited balance sheet of the Company for the year ended on 31 March 2016, wherein calls are in arrears or moneys not paid by respective shareholders. It is desirable to authorise the Board in this respect to decide in such manner and at such time as may be necessary including facilitating revocation, reinstatement or otherwise as the Board may think appropriate.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

By order of the Board  
For Ayepee Lamitubes Limited

sd/-  
Jignesh Patel  
Company Secretary

31 March 2017, Murbad

## **NOTES / INSTRUCTIONS**

### **1. NOTES**

- 1.1 Statement pursuant to section 102 of the Companies Act, 2013 setting relevant detail and material facts is given hereto.
- 1.2 Relevant documents referred to in the Notice and statements are open for inspection by the members at the registered office of the Company on all working days during voting period.
- 1.3 Pursuant to the provision of section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014 and all other applicable provisions, if any, of the applicable law, the Resolutions contained in the Postal Ballot Notice are being passed through Postal Ballot including voting through electronic means.
- 1.4 The Notice is being sent to all members by post/courier and electronically by email to those members whose emails registered with the Company. The Notice is being sent to members whose names appear in the register of members / records of the Depositories as on 30 March 2017.

### **2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM**

- 2.1 A member desiring to exercise vote in favor / assent (FOR) or vote against / dissent (AGAINST), shall put 'Tick Mark' in appropriate column in the Postal Ballot, duly sign and complete the Postal Ballot Form and return it in the enclosed self-addressed pre-posted envelope, so as to reach to the Scrutinizer on or before 3 May 2017.

All Postal ballot forms received after said date will be strictly treated as if the reply from such shareholder has not been received.

The self-addressed pre-paid postage envelope addressed to Scrutinizer attached to this Notice bears the address to which duly completed postal ballot form is to be sent by post. Envelopes containing postal ballots, if sent by courier or registered post at the expenses of member will also be accepted. The envelope may also be deposited personally at the address of the Company.

- 2.2 Members are requested to exercise voting right by using the Postal Ballot Form provided by the Company. No other form or photocopy of the form is permitted.
- 2.3 The Postal Ballot Form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholder in a joint holding, the Form may be completed and signed by next named shareholder.
- 2.4 Where the postal ballot has been signed by an authorized representative of body corporate, companies, trusts, societies etc, the duly completed Postal Ballot Form should be accompanied by an original or certified copy of board resolution or proper authority, in respect to voting.
- 2.5 A member may sign the form through an Attorney appointed for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.
- 2.6 Only members entitled to vote is entitled to fill-up, sign and return the postal ballot form. Any recipient of the Notice who has no voting rights should treat the Notice as intimation / information purpose only.
- 2.7 Members are requested not to send any other papers along with the postal ballot form.
- 2.8 Postal Ballot Forms which are incomplete, unsigned, incorrectly filled, materially defaced, not in accordance with the Instructions and not in compliance with the Act, Rules and Secretarial Standards will be liable to reject by the Scrutinizer. Votes would be considered invalid on such grounds which in opinion of the Scrutinizer makes the votes invalid.

### 3. VOTING THROUGH ELECTRONIC MODE

Members have an option to vote either through e-voting or through postal ballot form. If a member has opted for e-voting, then should not vote by postal ballot also and *vice versa*. However in case members cast vote both via physical ballot and e-voting, then voting through physical ballot shall be treated as invalid. Procedure and instruction for members for e-voting (convey assent or dissent) through electronic mode is as under.

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 4 April 2017 (9:00 a.m.) and ends on 3 May 2017 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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).</li></ul>

- (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 AYEPEE LAMITUBES LTD 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, Windows and Apple smart phones. 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact CDSL on 1800 200 5533 or Mr. Jignesh Patel, Company Secretary on +91 9765405761 or [ayepeelamitubes@gmail.com](mailto:ayepeelamitubes@gmail.com)

#### **Other information**

During the above mentioned voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30 March 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

To obtain duplicate copy of the Notice and Postal Ballot in physical form, members may send a request to the Company at [ayepeelamitubes@gmail.com](mailto:ayepeelamitubes@gmail.com) or write to Company Secretary at Registered Office. Members receive email but do not want to avail the e-voting facility, may send a request on said email for physical copy of Notice and Postal Ballot.

# Ayepee Lamitubes Limited

Regd. Office: B-1, MIDC P.O. Murbad 421401, Thane, Maharashtra  
Tel: +91 9765405761 www.ayepeelamitubes.net ayepeelamitubes@gmail.com  
CIN: L74999MH1984PLC032132

## POSTAL BALLOT FORM

Serial No.:

1. Name & registered address of the sole / first named share holder
2. Name(s) of the Joint Shareholder(s), if any
3. Registered folio Number or DPID No. & Client ID No.
4. Number of equity shares held
5. I / we hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice dated 31 March, 2017, of Ayepee Lamitubes Limited (the “**Notice**”) by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by **placing the tick mark (√) at the appropriate column below.**

Sr.	Description of Resolution	No. of shares held	I/we assent to the resolution	I/we dissent to the resolution
1	Special Resolution under Section 180(1) (c) and applicable provisions of the Companies Act 2013 to authorize the Board of Directors to borrow monies not exceeding Rs. 50 crores.			
2	Special Resolution under Section 180(1)(a) and applicable provisions of the Companies Act, 2013 to authorize Board of Directors to sale, lease, dispose off, create mortgages, charges, security etc on assets, lease hold rights of the Company as described in the Resolution.			
3	Special Resolution under section 42, 71 of the Companies Act 2013, to authorize the Board to offer and allot Non-convertible debentures (NCDs) and/or Debt Securities not exceeding Rs. 50 crores.			
4	Special Resolution under section 186 of the Companies Act 2013, to authorize Board of Directors to invest, give loan, security etc not exceeding Rs. 60 crores.			
5	Reinstatement / restoration of listing of equity shares, forfeit or decide about the shares wherein calls are in arrears.			

Date:  
Place:

**Signature of Shareholder**

E-VOTING PARTICULARS	
EVSN (Electronic Voting Sequence Number)	*Default PAN or Sequence No.
<b>170401002</b>	

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

**Note:** Please read carefully the instructions before exercising the vote. Relevant instructions are given in the Postal Ballot Notice, including last date of receipt of postal ballot form, period for evoting etc.