

GUJARAT SPECIALITY LUBES LIMITED

CIN: U23209GJ1991PLC016612

Regd. Office: Survey No 1285-86, Opp. Scott Glass Industries Limited,
Village Ankhi, Jambusar, Dist.: Bharuch 392150

Email: info@gujspeciality.com, Cell: +919375921732, Website: www.gujspeciality.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard 2 ("SS2") on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 entered with the Stock Exchanges and any other laws and regulations applicable from time to time, the Company is seeking consent/approval of the Members of the Company, to pass the proposed resolution as set out below, by means of postal Ballot, which includes E-Voting (Voting by electronic means);

The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and the reasons thereof, is annexed hereto along with the Postal Ballot Form, for your consideration. The Notice along with the Explanatory Statement and the Postal Ballot form is also available on the website of the company, www.gujspeciality.com. In terms of The Companies (Management and Administration) Rules, 2014 and SS- 2, an advertisement shall be published in the Newspaper specifying the relevant information.

The Board of Directors of the Company has appointed Mr. Jayesh Vyas, Company Secretary in Practice (Membership Number FCS-5072), as a scrutinizer (the "Scrutinizer") for conducting the Postal Ballot in fair and transparent manner. Members are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing your signature at the designated place in the form and return the form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M. on 21.04.2016.

The scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company on 21.04.2016. The Result of the Postal Ballot will be declared by the Chairman of the Company on 23.04.2016 at 4.00 p.m. at the Registered Office of the Company. The results will also be posted on the website of the Company on 23.04.2016. The results shall also be intimated to the Stock Exchange/s, wherever applicable, where the shares of the company are listed and also to the general public through press release in newspapers.

E-Voting Option:

Further, the Company, in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members, with a facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited ("CDSL"). The e-voting period commences on 22.03.2016 AT 9.00 A.M. and ends on 21.04.2016 at 5.00 P.M..

Special Business:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

1. **Sale / Transfer of Land, Building and Related Assets pertaining to the Company's Property at Survey No. 1285 & 1286, Opp. Scott Glass Industries, on Padra-Jambusar National Highway, Village Ankhi, Tal. Jambusar, Dist. Bharuch-392150, Gujarat.**

To consider, and if thought fit, to pass the following Resolution as a "Special Resolution":

"RESOLVED THAT pursuant to Section 110, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any amendment thereto or re-enactment thereof); the provisions of the Memorandum and Articles of Association of the Company; any other law for the time being in force and subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable and necessary, consent of the Members of the Company be and is, hereby, accorded to the Board of Directors of the Company (the "Board", which expression shall also include any committee of Directors of the Board) to transfer/sell/otherwise dispose of the Land, admeasuring, in aggregate, 48765 Sq. Metres, situated at Survey No. 1285 & 1286, Opp. Scott Glass Industries, On Padra-Jambusar National Highway, Village Ankhi, Tal. Jambusar, Dist. Bharuch-392150, Gujarat, together with Building and other related assets pertaining to the property, with the rights, title and interest of such assets as may be identified by the Board to any suitable party/ parties, for a consideration of not less than Rs. 300 Lacs (Rupees Three Hundred Lacs Only) and, in such manner, as may be decided by the Board, with effect from such date and in such manner as the Board deems appropriate with power to the Board / Committee of Board to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents including, without limitation, an agreement to sell, conveyance deed, and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient in their discretion for completion of the transaction as aforesaid in the best interest of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is, hereby, authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the above resolution and further to do all such acts, deeds, matters and things and to execute all such deeds, documents, filings and writings as may be necessary, desirable or expedient in connection therewith."

**For and on behalf of the Board of Directors
of Gujarat Speciality Lubes Limited**

Sd/-

**Kiran Padmanabh Baxi
Chairman & Whole Time Director**

**Place: Vadodara
Date: 04.03. 2016**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Board vide its Resolution passed on 04.03.2016 has appointed Mr. Jayesh Vyas of M/s. Jayesh Vyas & Associates, FCS No. 5072, CP No. 1790, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

3. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on (5.00 p.m.) 21.04.2016.
4. The Notice is being sent to all the Members, whose names would appear in the Register of Members / Record of Depositories as on the close of working hours on **04.03.2016 i.e. the cut-off date**. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
5. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on the Resolution or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form, can seek Duplicate Form from Registered Office of the Company and send the same by post to the to the Scrutinizer.

Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Kiran Baxi, Chairman of the Company, at the Registered Office of the Company or by sending an e-mail at info@gujspeciality.com.

6. The Scrutinizer will submit its Report after completion of the scrutiny, addressed to:

Kiran Padmanabh Baxi, the Chairman & Whole Time Director, The Chairman or, in his absence, any other person, so authorized by him, will announce the result of voting by postal ballot on 23.04.2016 at 4:00 P.M. at the Registered Office of the Company at Survey No 1285-86, Opp. Scott Glass Industries Limited, Village Ankhi, Jambusar, Dist.: Bharuch - 392150 and the Resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed at the Company's Registered Office and hosted on the website of the Company www.gujspeciality.com.

7. **Voting through electronic means:**

In compliance with the provisions of Section 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited, on resolution set forth in this notice.

Mr. Jayesh Vyas, Proprietor, M/s. Jayesh Vyas & Associates, has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING:

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid envelope before the close of working hours (i.e. by 5.00 p.m.) **on or before 21.04.2016**. The postage will be borne and paid by the Company.
2. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 1 above.
4. This Postal Ballot Form should be completed and signed by the Member or Members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 22.03.2016 (from 9.00 a.m.) and ends on 21.04.2016 (till 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 (record date) of 04.03.2016**, 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/or 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 Sequence Number as printed on Postal Ballot Form.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 “GUJARAT SPECIALITY LUBES 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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.
- (xix) 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.

Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013:

Item 1:

Sale / Transfer of Land, Building and Related Assets pertaining to the Company's Property at Survey No. 1285 & 1286, Opp. Scott Glass Industries, on Padra-Jambusar National Highway, Village Ankhi, Tal. Jambusar, Dist. Bharuch-392150, Gujarat.

As the members are aware, the Company was engaged in trading and manufacturing of Automotive, Industrial & Speciality Grades of Lubricants and has become non-operational and non-functional since over a period of more than 10 Years, owing to various economic sluggishness, odds and adversities and unfavourable commercial and marketing conditions, making its status a Sick Industrial Company under Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) since Year 2000. During this period of adversities, with a view to meet its statutory, financial, administrative and business requirements, obligations and commitments, especially to pay off ever increasing burden of overdue loans of secured creditors, the Company accepted Unsecured Loan and deposits from Directors and their relatives, from time to time, who were then issued 24,00,000, 0% Non - Cumulative, Convertible, Redeemable, Preference Shares of Rs. 10/- each, on conversion of their loans/deposits, on coming into effect of Companies Act, 2013, and, thereby, enhanced net worth of the Company. The said Preference shares are compulsorily required to be redeemed, statutorily as per its terms. The Company would require funds for redemption of its Preference Shares, in addition, for refurbishing and revamping its operation, for setting up a new manufacturing facility at a new place of required size and for meeting its long term Working Capital for undertaking trading & other business activities, afresh, as its working capital base is completely eroded due to prolonged sickness. Since Company has now come out of the purview of (SICA) and is a debt free having no interest/financial burden, its economic viability & profitability for any future commercial activities could be assured upon commencement.

The Board of Directors are, therefore, of the view that, instead of meeting its fund requirement for aforesaid purposes, by way of New Borrowings and thereby inviting heavy interest burden, it would be prudent to mobilise the required funds by way of divest its assets, viz. its outdated, rusted, non-operational, scrap & unusable Plants & Machineries, scrap and unusable Buildings and by sale of factory – non-agricultural land admeasuring, 48765 Sq. Mt. in aggregate, situated at Survey No. 1285 & 1286, Opp. Scott Glass Industries, on Padra-Jambusar National Highway, Village Ankhi, Tal. Jambusar, Dist. Bharuch-392150, Gujarat, to suitable interested buyer/s or Parties, for a consideration of not less than a floor price of Rs. 300 Lacs (Rupees Three Hundred Lacs Only). Commencement of future commercial activities of the Company and meeting its financial statutory obligations & Commitments would entirely depend on timely execution of assets at the appropriate price. **As the proposed act requires prior approval of the Members of the Company by way of Special Resolution, in terms of Sections 180(1)(a) of the Companies Act, 2013 ("Act"), the approval of Members, is being sought by process of Postal Ballot in terms of Section 110 of the Companies Act, 2013.**

The Directors recommend the resolution proposed at Item no. 1 for your approval and adoption.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested in this Resolution except to the extent of their shareholding interest in the Company.

**For and on behalf of the Board of Directors
of Gujarat Speciality Lubes Limited**

Sd/-

**Kiran Padmanabh Baxi
Chairman & Whole Time Director**

**Place: Vadodara
Date: 04.03. 2016**