



RISHIROOP LIMITED

CIN: L25200MH1984PLC034093

Regd. Office: W-75(A) & W-76(A), MIDC Industrial Area, Satpur, Nasik 422007

Email: investor@rishiroop.com Website: www.rishiroop.in

Tel.: +91-22-40952000, +91-0253-2350042 Fax : +91-22-22872796

POSTAL BALLOT NOTICE (“NOTICE”)

**[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 pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed through postal ballot/electronic voting.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative, to enable the Members to cast their votes electronically instead of casting votes through the Postal Ballot Form.

The Board of Directors of the Company has appointed CS Shreyans Jain (FCS 8519, holding CP No. 9801), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of Central Depository Services Limited (CDSL) to provide e-voting facility to its members. Members having shares in demat form or in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Electronic Voting (E-Voting) Instructions', and members voting in Physical Form may read the instructions under section 'Physical Postal Ballot Voting Instructions'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Board of Directors after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced by February 8, 2018, and communicated to the stock exchange and depositories. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL, CDSL and BSE Limited, and also displayed along with the Scrutinizer's report on the Company's website - www.rishiroop.in.

SPECIAL BUSINESS:

1. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY IN CONFORMITY WITH COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorized by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. SALE/TRANSFER/DISPOSAL OF LEASEHOLD LAND AND STRUCTURES THEREON HELD BY THE COMPANY AT GIDC ANKLESHWAR

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to such other applicable statutes and regulations, and subject to such other requisite approvals, if and wherever necessary, and as may be required, approval be accorded for the sale/transfer/disposal of leasehold land held by the Company at Plot No. 5807/08, GIDC Industrial Estate, Ankleshwar, Gujarat- 393002 including the structures thereon, to any suitable party / parties on such terms and conditions, and at such consideration as the Board of Directors of the Company (which shall include a Committee of Board of Directors that may be empowered or constituted for this purpose) may deem reasonable and appropriate.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Aditya A. Kapoor, Managing Director, or Mr. Arvind M. Kapoor, Director, be and are hereby authorized to finalize the manner and method of sale/transfer/disposal, to negotiate with prospective buyers/transferees, to finalize the price and terms/conditions for the Sale/Transfer/Disposal, and Mr. Aditya A. Kapoor, Managing Director, or Mr. Arvind M. Kapoor, Director, or Mr. Agnelo A. Fernandes, Company Secretary, or Mr. Rajesh Desai, Authorized Signatory, or other officer of the Company duly authorized by the Board, be severally authorized to execute all necessary deeds and documents including agreements, memorandum, undertakings and any other documents (including such applications, representations, warranties, indemnities and covenants as may be customary in such transactions) in connection with such Sale/Transfer/Disposal, and also to Register such Sale/Transfer documents in the Office of the Registrar at Ankleshwar, to effect the transfer of the Land/Plot in GIDC records, and further Mr. Aditya A. Kapoor, Managing Director, or Mr. Arvind M. Kapoor, Director, be and are hereby severally authorized to do all such acts and things as may be deemed necessary or expedient in the interest of the Company including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as they may deem fit.”

By Order of the Board

Place: Mumbai
Date:18-12-2017

Agnelo A. Fernandes
Company Secretary
Membership No. F-9334

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik – 422007

NOTES :

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.
3. The Company has appointed CS Shreyans Jain, Company Secretary in whole-time practice, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
4. The notice is being sent to all the Members, whose name would appear in the Register of Members /Record of Depositories as on Friday, December 29, 2017.
5. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply envelope. Postage will be borne and paid by the

Company. However, envelope containing Postal Ballots, if sent by Courier or by Registered Post/ speed post at the expense of the registered Member will also be accepted. The envelope may also be deposited personally at the address given thereon. However, the envelope of the Postal Ballot should reach the Scrutinizer not later than 5.00 pm IST on February 6, 2018. If the ballots are received thereafter, they shall be treated as no reply has been received from the members.

6. E-voting: In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility for all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member has opted for e-voting, then he/she/it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer.

ELECTRONIC VOTING (E-VOTING) INSTRUCTIONS :

- (i) The voting period begins from 9.00 a.m. IST on January 8, 2018 and ends on 5.00 p.m. IST on February 6, 2018. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, December 29, 2017 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 / Members.
- (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"> • Member 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank details of 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 filed 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 'RISHIROOP LIMITED'.
- (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 changed 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.

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

PHYSICAL POSTAL BALLOT VOTING INSTRUCTIONS :

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed Business Reply Envelope, so as to reach the Scrutinizer, before 5.00 p.m. IST on February 6, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. 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 at all permitted. Envelopes containing Postal Ballot Form if deposited in person or sent by Courier or Registered /Speed Post at the expense of the Members will also be accepted.

ANNEXURE TO NOTICE :
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Articles of Association ('AOA') of the Company as currently in force were adopted when the Company was incorporated in 1984 under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years.

The existing AOA contains references to specific sections of the old Act viz. Companies Act, 1956, and such references are now required to correspond to the revised provisions under Companies Act, 2013. Furthermore, with the coming into force of the new Companies Act, 2013, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013).

Hence, the Board of Directors at its meeting held on December 18, 2017 decided to adopt new set of Articles in place of existing Articles of Association of the Company, and seek shareholders' approval for the same.

The proposed new draft AoA is being uploaded on the Company's website www.rishiroop.in/investors for information of the shareholders. A copy of the proposed set of new Articles of Association of the Company would also be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays and Sundays, between 11.00 a.m. to 5.00 p.m.

None of the Directors / Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

ITEM NO. 2

Pursuant to the amalgamation of Rishiroop Rubber (International) Limited ('RRIL') with your Company in 2015, the GIDC Ankleshwar factory situated at Plot No. 5807/08, GIDC Industrial Estate, Ankleshwar, Gujarat- 393002 belonging to RRIL became a part of your Company.

The said factory has not been operational since 2004, and RRIL had passed a resolution by Postal Ballot in December 2011 for the Sale/Lease/Disposal of the whole or substantially the whole of the Undertaking of the Company at GIDC Ankleshwar factory in terms of Section 293(1)(a) read with Section 192(A) of the Companies Act, 1956. Consequent to approval accorded by the shareholders, the Plant and Machinery at GIDC Ankleshwar factory was disposed off by RRIL.

It is now proposed to dispose of the leasehold land at GIDC Ankleshwar, including the structures thereon, by way of sale/transfer and accordingly, the resolution under Section 180(1)(a) of Companies Act, 2013 for the sale/transfer/disposal is placed for the approval of the members as an enabling resolution.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution, except to the extent of their respective shareholding, if any.

The Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.

By Order of the Board

Place: Mumbai
Date:18-12-2017

Agnelo A. Fernandes
Company Secretary
Membership No. F-9334

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik – 422007

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RISHIROOP LIMITED

CIN: L25200MH1984PLC034093

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POSTAL BALLOT FORM

1.	Name of address of sole / First named member	
2.	Name(s) of Joint Holder(s)	
3.	Registered Folio No. / DP ID No. / Client ID No.	
4.	Number of shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution by placing a tick mark (v) in the appropriate box below :

Item no.	Resolution Summary	No. of shares held by me	I assent to the resolution (Please tick)	I dissent to the resolution (Please tick)
1.	Adoption of new set of Articles of Association of the Company			
2.	Sale/Transfer/Disposal of leasehold land and structures thereon held by the Company at GIDC Ankleshwar			

Place :

Date :

Signature of the Member

Electronic Voting Particulars

The electronic voting facility is available at the link <http://www.evotingindia.com> and the electronic voting particulars are set out as follows :

EVSN	User ID	Default PAN / Sequence No.
171220004		

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal ballot form may complete this Postal ballot form and send it to the Scrutinizer – CS Shreyans Jain in the enclosed self-addressed envelope. Envelope containing Postal Ballot Form if deposited in person or sent by any other mode at the expense of the Member will also be accepted.
2. The Company is also offering E-voting Facility as an alternative for all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure of remote E-voting is enumerated in the Postal Ballot Notice.
3. The Scrutinizer will collate the votes cast through Postal Ballot and votes downloaded from the remote E-voting system to declare the final result for Resolution forming part of the Notice of Postal Ballot.
4. A Member need not cast all the votes in the same way.
5. Duly completed Postal ballot form should reach the Scrutinizer not later than 5.00 p.m. IST on February 6, 2018. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
6. The right of voting by Postal Ballot Form shall not be exercised by a Proxy.
7. Votes should be cast, either FOR or AGAINST by putting the tick (✓) mark in the column provided in the Postal Ballot.
8. The voting rights of Shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on the cut-off date viz. Friday, December 29, 2017.
9. Member(s) can opt for only one mode of voting i.e. either remote e-voting or voting through Postal Ballot Form. In case a member has cast multiple votes, then voting done by remote e-voting will be treated as valid. Incomplete, unsigned or incorrectly filled Postal Ballot Form will be rejected.
10. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of Joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Kindly fill the form in indelible ink and avoid using erasable writing medium.
11. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send, along with Postal Ballot Form, certified copy of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified above.
13. The Scrutinizer shall within two days of conclusion of postal ballot process i.e. by February 8, 2018 submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or in his absence, to one of the Directors authorized by him. The Result of the Postal Ballot will be announced by February 8, 2018 at the Registered Office of the Company.
14. The Result of the Postal Ballot would be displayed on the website of the Company - www.rishiroop.in and CDSL web site post intimation to the Stock Exchange. Further, the results will be displayed on the Notice Board of the Company at its Registered Office.