



## INDITRADE CAPITAL LIMITED

(Formerly known as JRG Securities Ltd)

CIN: L67120KL1994PLC008265

Reg. Office: XXXVI / 202, JJ Complex, Dairy Methanam Road, Edappally, Kochi, Kerala – 682 024.

Tele: 0484 3006000, Fax: 0484 3006288, Email: inditrade@inditrade.com, Web Site: www.inditrade.com

### NOTICE OF POSTAL BALLOT

**Dear Member(s)**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read together with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modifications thereof for the time being in force, that Inditrade Capital Limited (the "Company") is seeking the approval of the Members through Postal Ballot/ electronic voting (e-voting) for the continuation of Directorship of Mr. Brij Gopal Daga (DIN: 00004858), who has attained the age of 75 years on 05th January 2018, as a Non-Executive Independent Director of the Company. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts concerning the Resolution and the reasons thereof are annexed hereto for your consideration.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same, duly completed and signed, in the attached self-addressed, postage pre-paid envelope (postage borne by the Company). The duly completed Postal Ballot Form shall reach the Scrutinizer not later than 5:00 p.m. on 19th day of March 2019 and the Postal Ballot Form, if any, is received after the aforementioned time period, the same shall not be considered.

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of the Members dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Members opting for e-voting facility are requested to carefully read the instructions under the Section 'Procedure with respect to E-voting' given in the Notes forming the part of this Notice.

The Board of Directors of the Company has appointed M/s. SVJS & Associates, Company Secretaries, as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process. The Scrutinizer will submit his report to the Chairman or any other authorized person of the Company after the completion of the scrutiny of the Postal Ballots, including e-voting. The result of the Postal Ballot will be announced not later than 22nd day of March 2019, at 5:00 p.m. at the Registered Office of the Company and will be displayed at the said address and will be available on the Company's website at www.inditrade.com and on website of CDSL at www.evotingindia.com. Such results will also be communicated to the Registrar and Share Transfer Agents of the Company and to the Stock Exchange i.e. BSE Limited.

#### **Resolution:**

#### **Approval for the continuation of the current term of Mr. Brij Gopal Daga (DIN: 00004858) as Non-Executive Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company, be and is hereby accorded for the continuation of Directorship of Mr. Brij Gopal Daga (DIN: 00004858) who has attained the age of 75 years on 05th January 2018, as Non-Executive Independent Director of the Company, for the remaining period of his existing term in office upto 14th February, 2021."

**"RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By the order of the Board of Directors  
For Inditrade Capital Limited**

Date : 04th February, 2019  
Place: Kochi

**Sd/-  
Vinod Mohan  
Company Secretary  
FCS 8044**

**Notes:**

1. The statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 setting out material facts and reasons for the proposed special business is annexed herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company by courier/registered post (whose mail id's are not registered) and electronically by email to those Members who have registered their e-mail ids with the Depositories or with the Company and whose names appear in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL)/ Bigshare Services Private Limited (RTA) on 08th February, 2019.
3. Members may also note that the Notice along with explanatory statement will be made available on the Company's website, [www.inditrade.com](http://www.inditrade.com). Physical copies of these documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 8th February, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. To support the 'Green Initiative', the Members who have not registered their email addresses are requested to register the same with Company's Registrars and Transfer Agent/ Depositories.
7. The following person shall be responsible to address grievances concerned with voting by Postal Ballot: Contact Name – Mr. Vinod Mohan, Company Secretary, Inditrade Capital Limited, XXXVI/202, JJ Complex, Dairy Methanam Road, Edappally, Kochi, Kerala – 682024, Contact No. 0484 – 3006000.

**Procedure with respect to E-Voting :-**

- (i) The voting period begins on 19th February 2019 at 9 a.m and ends on 19th March, 2019 at 5 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Member should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Members.
- (iv) Then 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/or Physical Form.</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Members holding shares in demat as well as physical form)</p> <ul style="list-style-type: none"><li>• 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.</li><li>• 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.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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>