

NEERAJ PAPER MARKETING LIMITED

*Regd Office: 301, Agarwal City Mall, Opp. M2K Cinema, Rani Bagh,
Pitampura, Delhi - 110034*

POSTAL BALLOT NOTICE

**(Pursuant to Section 192A of the Companies Act, 1956 read with Companies
(Passing of the Resolution by Postal Ballot) Rules, 2011)**

To,
The Members,

Notice pursuant to Section 192A (2) of the Companies Act, 1956.

Notice is hereby given pursuant to Section 192A (2) of the Companies Act, 1956 read with Companies (passing of the Resolution by Postal Ballot) Rules, 2011, for obtaining the consent of the Members through Postal Ballot for authorizing the Board of Directors of the company under section 372A of the Companies Act, 1956 to make loans/investments, give guarantee and provide security to bodies corporate, from time to time, in excess of the limits prescribed under the said Section.

The proposed Special Resolution and Explanatory Statement stating all material facts and the reasons for the proposal is appended below and a postal ballot form is enclosed for your consideration. The Company has appointed Mr. Rajeev Kumar Singhal, Practicing Chartered Accountant as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Accordingly, the Company is desirous of seeking your consent to the proposal contained in the under mentioned Resolution. The Explanatory Statement pertaining to the said Resolution setting out all the material facts and reasons thereof is also annexed.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self addressed postage pre - paid envelope so as to reach the Scrutinizer at 188, Dwarikapuri, Gali No. 10, Muzaffarnagar, Uttar Pradesh – 251 001 on or before the close of normal working hours on Tuesday, 27th August, 2013. Your assent or dissent received at the address of the Scrutinizer after 27th August, 2013 would be strictly treated as if a reply from you has not been received, which is in accordance with the Postal ballot Rules aforesaid.

The results of the Postal Ballots will be announced on or after 2nd September, 2013, at the Registered Office of the Company situated at **301, Agarwal City Mall, Opp. M2K Cinema, Road No. 44, Rani Bagh, Pitampura, Delhi – 110 034.**

Place: Delhi

For Neeraj Paper Marketing Limited

Date: 13.07.2013

Sd/-

**Pranab Kumar Roy
(Company Secretary)**

Enclosures:

- 1. Resolution along with Explanatory Statement**
- 2. Postal Ballot Forms & self-addressed postage prepaid envelope**

Draft Resolution:

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution through Postal Ballot:

“RESOLVED THAT pursuant to the provision of Section 372A of the Companies Act, 1956 and other applicable provisions , if any of Companies Act, 1956 (including any statutory modification or reenactment thereof for the time being in force) and in according with the provision of Article of Association of a Company and subject to further approval of statutory and authorities as may be necessary subject to such terms, conditions, stipulations, alterations and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Director of a Company, the consent of the Company be and is hereby accorded to the Board of Director of a Company to make investment and to provide loan, give guarantee, give securities in excess of the aggregate of paid -up share capital and free reserve and/ or upto 100% of the aggregate of free reserve of the Company as per the limits prescribed under sec 372A in the bodies corporate as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding RS. 150.00 Crores at any time together with the existing limits of loan, investment, guarantee and security.

RESOLVED FURTHER THAT the Board of Directors of a Company be and is hereby authorized to negotiate the term, condition, quantum of loan, repayment, interest, and other related matters for providing any loan, guarantee and securities to the above said bodies corporate and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.”

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 192A& 173(2) OF THE COMPANIES ACT, 1956.

To increase in business operations, growth plans of the Company necessitates financial flexibility as to invest in the area of business besides utilization of surplus funds available with the Company from time to time. It is therefore, proposed that the Board of Directors of the Company be authorised to invest into securities of any body corporate and/or make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made upto a limit not exceeding Rs 150 crores (Rupees One hundred Fifty crores only).

The abovesaid investment/loans/guarantees/securities may exceed the limit prescribed under Section 372A of the Companies Act, 1956, hence, approval of shareholders is required by way of Special Resolution.

The Board recommends the passing of this Special Resolution in the interest of the Company.

None of the Directors is personally interested or concerned in the passing of the resolution.

Neeraj Paper Marketing Limited

**301, Agarwal City Mall, Opp. M2K Cinema, Rani Bagh,
Delhi, Pitampura, Delhi – 110 034**

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s)

(in block letters)

(including joint holders, if any) :

2. Registered address of the sole/first

named shareholder :

3. Folio No. /DP ID No. /Client

ID No.*

(*Applicable to investors holding shares
in dematerialized form) :

4. Number of shares held:

5. I/We hereby exercise my/our vote in respect of the ordinary/special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below.

Description	No. of shares	I/We assent to the resolution	I/We dissent to the resolution
Special resolution under section 372A of the Companies Act, 1956 to authorize the Board of Directors of the Company to make any loans, Investments or give guarantee or provide any security beyond the prescribed ceiling mentioned in the Section			

Place:

Date:

(Signature of the shareholder)

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, any envelope containing Postal Ballot Form, if deposited in person or if sent by courier at the expense of the Member will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
3. This Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named Member and in his absence, by the next named joint holder.
4. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
5. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form. Unsigned Postal Ballot Form will be rejected.
6. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions therein set out in the attached self addressed postage pre-paid envelop, so as to reach the Scrutinizer on or before the close of normal working hours on 27th August, 2013. Assent or dissent received at the address of the Scrutinizer after 27th August, 2013 would be strictly treated as if a reply from member has not been received, which is in accordance with the Postal ballot Rules aforesaid.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 22nd July, 2013
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
10. A Member need not use all his votes nor needs to cast all his votes in the same way.
11. Any query in relation to the resolution proposed to be passed by the postal ballot may be addressed to *Mr. Pranab Kumar Roy, Company Secretary, Neeraj Paper Marketing Limited, 301 Agarwal City Mall, Opp. M2K Cinema, Rani Bagh, Pitampura, Delhi – 110 034 Tel. No. 011-47527717 and Email to: pranab@neerajpaper.com*