

## **SURABHI CHEMICALS AND INVESTMENTS LTD**

Registered office: LG-24, Silver Plaza Complex, Opp. Rupali Cinema, Palanpur Patia,

Rander Road, Surat – 395005, Gujarat, India

CIN: L99999GJ1985PLC013256

Website: www.scil.net.in

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### **NOTICE OF POSTAL BALLOT**

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the “Rules”) the following special business be transacted by the Members of Surabhi Chemicals and Investments Limited (the “Company”) by passing the following resolutions through Postal Ballot. The Company is also offering e-voting facility to all the shareholders of the Company:

#### **SPECIAL BUSINESS**

##### **Item no. 1 – Amendment of the Object Clause in the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to Section 13 read with (Incorporation) Rules, 2014 (The “Rules”) and other applicable provisions, if any, of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”) and subject to necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the existing Main Object from the Object Clause of the Memorandum of Association of the company No. III (A) (1) be deleted and replaced with the following:-

1. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex (es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
2. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building / constructing residential

houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise.

3. To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.
4. To purchase for resale and to trade in land and house and other immovable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.
5. To construct, execute, carryout, equip, support, maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbors, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same”.

**“RESOLVED FURTHER THAT** Mr. Suresh Kumar Agarwal (DIN No: 01359767), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

**Item no. 2 – Change in name of the Company from “Surabhi Chemicals And Investments Limited” to “Superspace Infrastructure Limited”**

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

**“RESOLVED THAT** pursuant to section 13 and 4 of the Companies Act 2013 read with (Incorporation) Rules, 2014 (The “Rules”)and other applicable provisions, if any, of the Companies Act, 2013, read with Section 110 of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”) and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject

to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the name of the company be and is hereby changed from “Surabhi Chemicals And Investments Ltd” to “Superspace Infrastructure Limited” and that the Clause I of the Memorandum of Association of the Company be substituted by the following clause.

I. The name of the Company is Superspace Infrastructure Limited.”

“**RESOLVED FURTHER THAT** subject to the above, the name “Surabhi Chemicals And Investments Ltd” wherever it occurs in the Memorandum of Association of the Company substituted by the new name Superspace Infrastructure Limited”.

“**RESOLVED FURTHER THAT** Mr. Suresh Kumar Agarwal (DIN No: 01359767), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary change in the name of the company in the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

**Item No. 3 - To Alter the name clause of Article of Association of the company from “Surabhi Chemicals and Investments Limited” to “Superspace Infrastructure Limited”:**

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

“**RESOLVED THAT** pursuant to section 14(1) read with (Incorporation) Rules, 2014 (The “Rules”)and other applicable provisions, if any, of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”), the Article of Association of the company be altered in the following manner:

2 (i). “The Company” or “this company” means “Superspace Infrastructure Limited”.

“**RESOLVED FURTHER THAT** subject to the above, the name “Surabhi Chemicals And Investments Ltd” wherever it occurs in the Articles of Association of the Company substituted by the new name “Superspace Infrastructure Limited”.”

“**RESOLVED FURTHER THAT** Mr. Suresh Kumar Agarwal (DIN No: 01359767), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the name of the company in the Articles of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the

authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

**Item no. 4 – Shifting of Registered office of the company from the state of Gujarat to the state of Maharashtra.**

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

“**RESOLVED THAT** pursuant to the provisions of the Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 & rules framed there under and subject to the approval of the Regional Director or Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Gujarat to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.”

“**RESOLVED FURTHER THAT** upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from LG-24, Silver Plaza Complex, Opp. Rupali Cinema, Palanpur Patia, Rander Road, Surat - 395 005, Gujarat to A-711, Neelkanth Business Park, Vidyavihar (W), Mumbai - 400 086, Maharashtra”.

“**RESOLVED FURTHER THAT** Mr. Suresh Kumar Agarwal (DIN No: 01359767), Managing Director of the company, failing him any of the Directors on Board and company secretary be and are hereby severally authorized to make necessary changes in the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

Place: Surat  
Date: 04<sup>th</sup> Day of December, 2014

By the order of the Board  
**Sd/-**  
**Leena Kumawat**  
Company Secretary

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Companies Act, 2013 in respect to business set out above is annexed hereto.
2. The Board of Directors of the Company has appointed Ms. Monalisa Dutta, Practising Company Secretary, Kolkata (ACS NO 30368, CP NO 13580) to act as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
3. The Postal Ballot 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 business hours on Friday, the 5<sup>th</sup> Day of December, 2014. Accordingly the Members whose names appear on the Registrar of Members/ List of Beneficial Owners (received from the NSDL and CDSL) as on Friday, the 5<sup>th</sup> Day of December, 2014 will be considered for the purpose of voting.
4. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during the office hours on all working days from the date of dispatch of the Notice till Thursday, the 22<sup>nd</sup> day of January, 2015.
5. In compliance with the provisions of section 110 of the Companies Act, 2013 read with the Rules made there under, the company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical mode or e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case Members cast their vote by both physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send e-mail to [info@scil.net.in](mailto:info@scil.net.in). The company shall forward the same along with prepaid postage self addressed Business Reply Envelope to the Member.
8. The dispatch of Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in at least 1(one) English Newspaper and at least 1(one) Gujarati Newspaper, each with wide circulation in Gujarat, where the registered office of the Company is situated.
9. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, the 5<sup>th</sup> Day of December, 2014.
10. Voting rights in the Postal Ballot cannot be exercised by proxy.

11. In case the shares are jointly held, the postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member.
12. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by Authorized Signatory (ies).
13. Instructions For Voting

**A. Voting through Physical Ballot Form**

- i. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered/Speed post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- ii. The Postal Ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours i.e. 6 P.M. (IST) on Thursday, the 22<sup>nd</sup> day of January, 2015. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted / accepted.

**B. Voting through electronic mode:**

**(A) The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on **Wednesday, the 24<sup>th</sup> day of December, 2014 at 10 A.M. (IST) and ends on Thursday, the 22<sup>nd</sup> day of January, 2015 at 6 P.M. (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, the 5<sup>th</sup> day of December, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now, select “SURABHI CHEMICALS AND INVESTMENTS LIMITED” from the drop down menu and click on “SUBMIT”

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li> </ul> <p>Example:            (1) Mr. S. K. Khan and Folio Number is S0576, the PAN will be SK000S0576            (2) M/s. Bharat Company Ltd. and Folio Number is B0096 the PAN will be BC000B0096</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares held by you as on Cutoff date (Record Date) of Friday, the 5<sup>th</sup> day of December, 2014.</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.

- (x) Members holding shares in physical form will then reach directly to 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Surabhi Chemicals And Investments Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If 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.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (C) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in employment of the Company and make a Scrutinizer’s Report of the Votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- (D) The results of Postal Ballot & e-voting shall be declared on Friday, the 23<sup>rd</sup> day of January, 2015. The results declared along with the Scrutinizer’s Report shall be placed on the Company website: [www.scil.net.in](http://www.scil.net.in) and on the website of CDSL and the same be communicated to the Stock Exchange(s).
- (E) The term Members has been used to denote Shareholders of Surabhi Chemicals And Investments Limited.

## **EXPLANATORY STATEMENT**

**(Pursuant to Section 102(1) of the Companies Act, 2013:**

### **Item no. 1 – Amendment of the Object Clause in the Memorandum of Association of the Company**

The company was incorporated with the object of carrying on the business of chemical business & various other businesses of similar nature but despite sincere efforts, this line of business was not reaping desired profits. Hence the management after careful deliberation and analysis decided to explore the Real Estate, Infrastructure, construction market as its main business. Management thinks it would be more profitable for the company to diversify in the field of Real Estate or relating business thereto.

Moreover Management has decided to shift the registered office in the state of Maharashtra, Mumbai & so that the company will get a location advantage in the Real Estate, construction and Infrastructure segment.

By virtue of the above change in the object clause the company it is required to alter its Memorandum of Association accordingly. Hence your Directors propose the same by way of Special Resolution.

The Board recommends the resolution for your approval.

None of the Directors, promoters, key managerial personnel and their relatives of your Company are directly or indirectly interested in the proposed resolution.

**Item no. 2 – Change in name of the company from “Surabhi Chemicals and Investments Limited” to “Superspace Infrastructure Limited.”**

Owing to the above change in Object Clause of the company it is advisable to change the name of the company, as the old name is not in line with the revised objectives of the company.

Hence your Board recommends changing the existing name of the company to “Superspace Infrastructure Limited”. The Name approval Letter pertaining to the availability of the name “Superspace Infrastructure Limited” has been duly obtained by the company from the office of the Registrar of Companies, Gujarat.

By virtue of the above change in the Name clause of the company, it is required to alter its Memorandum of Association accordingly. Hence your Directors propose the same by way of Special Resolution.

The Board recommends the resolution for your approval.

None of the Directors, promoters, key managerial personnel and their relatives of your Company are directly or indirectly interested in the proposed resolution.

**Item no. 3 – To Alter the name clause of Article of Association of the company from “Surabhi Chemicals and Investments Limited” to “Superspace Infrastructure Limited.”**

By virtue of change of name it is required to alter the clause 2 (i) (Name Clause) of the Article of Association of the company in the following way:

2 (i). “The Company” or “this company” means “**Superspace Infrastructure Limited**”.

Hence your Board recommends changing the existing name of the company to “Superspace Infrastructure Limited”.

By virtue of the above change in the Name clause of the company it is required to alter its Article of Association accordingly. Hence your Directors propose the same by way of Special Resolution.

The Board recommends the resolution for your approval.

None of the Directors, promoters, key managerial personnel and their relatives of your Company are directly or indirectly interested in the proposed resolution.

**Item no. 4 – Shifting of Registered office of the company from the state of Gujarat to the state of Maharashtra.**

Owing to the above change in Object Clause of the company, the Management is proposing to relocate in Mumbai being the corporate hub of the nation. All Corporate decisions would be taken from Mumbai. Further this would lead to reduction in overhead cost to the great extent and this would enable Management to run the business more efficiently and economically. In view of the aforementioned facts, it is proposed to shift the registered office of the Company from LG-24, Silver Plaza Complex, Opp. Rupali Cinema, Palanpur Patia, Rander Road, Surat – 395005, Gujarat to A-711, Neelkanth Business Park, Vidyavihar (W), Mumbai- 400 086, Maharashtra.

The Board has at its meeting held on Thursday, the 4th day of December, 2014 proposed to shift the registered office of the company from State of Gujarat to the State of Maharashtra.

The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 30 (Incorporation) & Rules 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution and further requires approval by Regional Director, Central Government.

The Board recommends the resolution for your approval.

None of the Directors, promoters, key managerial personnel and their relatives of your Company are directly or indirectly interested in the proposed resolution.

Place: Surat  
Date: 04<sup>th</sup> Day of December, 2014

By the order of the Board  
**Sd/-**  
**Leena Kumawat**  
Company Secretary