

SCHABLONA INDIA LIMITED

email - silinvestors@schablona.in
Regd. Office : 2, RED CROSS PLACE, KOLKATA-700 001, India
Tel. : 91-33-2248-7406/07, Fax : 099 (033) 2248 7045

CIN : L51109WB1983PLC036899

Schablona
ART KE RAMIK

5th December, 2016

Department of Corporate Services,
BSE Limited,
Floor 24, P. J. Towers,
Dalal Street,
Mumbai - 400 001

Sub: Submission of Postal Ballot Notice dated 27.10.2016, sent to the Shareholders of the Company, under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed, the Postal Ballot Notice, dated 27th October, 2016, sent to the Shareholders registered with the Company as on the cut-off date for dispatch, i.e. 18th November, 2016, through Registered Post on 2nd December, 2016.

Kindly treat this as a disclosure under Regulation 30(6) of the Listing Regulations, read with Para A of Part A of Schedule III to the said Listing Regulations.

This is for your information and record.

Thanking you,

Yours faithfully,
For Schablona India Limited


(Ritika Mansata)
Company Secretary & Compliance Officer

Encl.a.a

Unit-1 :
P.O. Kassar, Bahadurgarh-124507
Distt. : Jhajjar, Haryana (India)
PH. : +91-1276-241133 (5 Lines)
Fax : +91-1276-241135
E-mail : kassar@schablona.in



A SOMANY ENTERPRISE

Unit-2 :
18/1, 18/2, GIDC Industrial Estate
Kadi-328715, Gujarat
PH. : 02764-240366, 241342
Fax : 02764-240367
E-mail : kadi@schablona.in

SCHABLONA INDIA LIMITED

CIN : L51109WB1983PLC036899

Registered Office : 2, Red Cross Place, Kolkata - 700 001

E-mail : silinvestors@schablona.in, Website : www.schablona.in

Phone No. : 033-2248 7406/07

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the 'Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force), Secretarial Standard - 2 (SS 2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, to pass the following resolutions as set out below, by the Shareholders of Schablona India Limited, by means of Postal Ballot, which includes remote e-voting.

Members' consent is sought for the Special Resolutions as appended below. The Statement pertaining to the said Resolutions under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also annexed herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors have appointed **Mr. Pravin Kumar Drolia, Practicing Company Secretary**, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope (if posted in India), so as to reach the Scrutinizer **on or before the close of business hours at 5.00 p.m. on Monday, the 2nd January, 2017** the last date for receipt of the duly completed Postal Ballot Forms. Please note that the Postal Ballot Form (s) received after the said date will be treated as if reply from the member has not been received in terms of the aforesaid Rules.

The postage on the enclosed self-addressed pre-paid postage envelope shall be borne and paid by the Company.

We are pleased to offer remote e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of sending physical Postal Ballot form. Remote e-voting is optional. Please carefully read and follow the instructions on remote e-voting printed in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other Director/any other person authorized by the Chairman, after completion of scrutiny of Postal Ballots in a fair and transparent manner and **the result of the Postal Ballot/Remote e-voting will be announced on Wednesday, the 4th January, 2017 at 3.00 p.m.** at the Registered Office of the Company. **The Resolutions, if passed with requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or remote e-voting, i.e., Monday, the 2nd January, 2017.** The results declared along with the Scrutinizer's Report shall be displayed on the notice board of the Company at its Registered Office and Head Office, Company's website www.schablona.in and on the website of CDSL www.cdslindia.com for information of the Members, besides being communicated to BSE Limited, where the equity shares of the Company continued to be listed. The result of the postal ballot shall also be announced through newspaper advertisement.

Proposed Resolutions:

Special Business

1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO NCT OF DELHI

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

"RESOLVED THAT pursuant to the provisions of Sections 12, 13(4) and Section 110 and other applicable provision of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Regional Director / the Central Government and such other approvals, permissions and sanction, as may be necessary, the Registered office of the Company, be shifted from the State of West Bengal to the NCT of Delhi.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be altered, substituted and replaced as follows:

II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matter connected therewith or incidental thereto, the Board of Directors of the Company (hereinafter referred to as the "Board") or any officer so authorised by the Board, be and is hereby authorised to take all such steps, deeds and things as may be necessary and proper in this matter and also may make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval as may be considered necessary."

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE 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 5 and Section 14 of the Companies Act, 2013 ('the Act'), Schedule I made thereunder and read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the draft regulations contained in the Articles of Association submitted to this meeting duly initialed by the Chairman for the purpose of identification, be and are hereby approved and adopted as the Articles of Association of the Company, in the place and in exclusion and substitution of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By Order of the Board of Directors
For Schablona India Limited**

**(Ritika Mansata)
Company Secretary**

Place: Kolkata
Date: 27.10.2016

NOTES:

1. The Board of Directors has appointed Mr. Pravin Kumar Drolia, Practicing Company Secretary, as the Scrutinizer to conduct the postal ballot/remote e-voting process in a fair and transparent manner.
2. The Statement as required under Section 102 of the Companies Act, 2013 is appended to this Notice. A Postal Ballot Form is also enclosed.
3. The Notice is being sent to all the Members by post (and electronically by email to those Members who have registered their email IDs with the Company), who's names appear in the Register of Members/Record of Depositories as on 18th November, 2016. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on record date i.e. 18th November, 2016. Any person who is not a member on record date should treat this Notice for information purpose only.
4. All the material documents referred to in the Statement shall also be available for inspection at the registered office of the Company on any working day, during normal business hours between 3.00 p.m. to 5.00 p.m. upto the date of passing of the Special Resolutions through Postal Ballot, by the Shareholders of the Company.
5. The Notice is also being published in Business Standard, Kolkata (English Edition) and Kalantar, Kolkata (Bengali Edition).
6. The Notice is also placed on the website of the Company i.e. www.schablona.in
7. 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 has also extended remote e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).
8. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

Instructions for Voting:

Voting through Physical Postal Ballot Form

1. 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 Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before Monday, the 2nd January, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).
2. 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.
3. Shareholders who do not receive the Postal Ballot Form may write to the Company's Registrar - Maheshwari Datamatics Pvt. Ltd. at 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001 or to the e-mail id : mdpldc@yahoo.com and obtain a duplicate thereof.

Voting through electronic means

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be passed by electronic means. The members may cast their votes using electronic voting system ('remote e-voting').

2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide remote e-voting facilities.
3. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
4. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for remote e-voting :

Commencement of remote e-voting	9.00 a.m., Sunday, the 4th December, 2016
End of remote e-voting	5.00 p.m., Monday, the 2nd January, 2017

5. The instructions for members foremote e-voting are as under:
 - a) Shareholders should log on to the e-voting website www.evotingindia.com
 - b) Click on "Shareholders" tab.
 - c) Now, select the "Schablona India Limited" from the drop down menu and click on "SUBMIT".
 - d) Now Enter your User ID.
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) For Physical Form : Member should enter Folio Number registered with the Company.
 - (e) Next enter the Image Verification as displayed and Click on Login.
 - (f) 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.
 - (g) 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"> • 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 last 8 digits of the sequence number in the PAN field. The sequence number is printed on the Postal Ballot Form address to the shareholder individually, containing particulars of remote e-voting sent alongwith Notice of Postal Ballot • 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.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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.

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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.
- (j) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant "Schablona India Limited" on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) 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.
- (r) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 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 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.
- (s) 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.
- (t) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company.

ANNEXURE TO THE NOTICE
(Statement under Section 102 of the Companies Act, 2013)

ITEM NO. 1

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO NCT OF DELHI

The Registered Office of the Company is presently situated in the city of Kolkata, in the State of West Bengal. The Company's manufacturing Plant is located in the North India. The business prospects, scope and opportunity are bright and encouraging in the National Capital Territory of Delhi. Keeping the work place at distance from that of the Registered Office of the Company is creating tremendous practical problems, in order to control the business and day to day affairs of the Company. Further, the Company does not have much business activities at Kolkata or in the State of West Bengal where the Registered Office of the Company is situated. Shifting of Registered Office of the Company to the NCT of Delhi will provide an efficient and cost effective support and will also help in controlling and monitoring all the operations of the Company in a better way. Even presently, day to day affairs of the Company are managed from Delhi office of the Company. Therefore, to have appropriate controlling and to enable smooth running of operations of the Company and for administrative convenience, it would be desirable and in the best interest of the Company to shift the Registered Office of the Company from the State of West Bengal to NCT of Delhi.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office would require alteration in the Memorandum of Association of the Company by obtaining necessary approvals from the Shareholders' of the Company, by way of a Special Resolution. Accordingly, the Board of Directors, in their meeting held on 27th October, 2016, considered the matter in detail, for recommending the Special Resolution contained under item no. 1 of the accompanying Notice for Shareholders' approval.

A copy of the altered Memorandum would be available for inspection at the Registered Office of the Company on any working day, during normal business hours between 3.00 P.M. to 5.00 P.M., by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their shareholding in the Company, if any.

Pursuant to Section 102(1) of the Companies Act, 2013, the extent of shareholding of Directors, Key Managerial Personnel (KMP) and their relatives in the Company is provided below:

Name	Designation	Extent of shareholding in the Company
Mr. N. Goenka	Non-Executive Non-Independent Director	-
Mr. Satish C. Vishwakarma	Executive Director	-
Ms. Abha Kabra	Independent Director	9,950
Mr. Vinod Kumar Karwa	Independent Director	-
Ms. Ritika Mansata	Company Secretary & CFO	-

The nature of concern or interest, financial or otherwise of Directors, KMP and their relatives are as aforesaid only.

It is to be noted that this resolution does not relate to or affects any other Company.

Therefore, the Board recommends the Special Resolution set out under item no.1 of the accompanying Notice for approval by the Members.

ITEM NO. 2

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013

Upon enactment of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association (AOA) of the Company need to be re-aligned as per the provisions of the Companies Act, 2013. In order to make the AOA of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof, the Board of Directors at its meeting held on 27th October, 2016 proposed to replace the existing AOA of the Company by a new set of Articles. Accordingly, in lieu of amendments to various Articles in the existing AOA, it is considered prudent and desirable to adopt a new set of AOA of the Company, in substitution for, and to the exclusion of, the existing AOA of the Company. The new AOA to be substituted in place of the existing AOA is based on Table "F" of Schedule I to the Companies Act, 2013 which sets out the model AOA for a company limited by shares.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is sought for adoption of new set of AOA of the Company. A copy of the new set of AOA of the Company proposed to be adopted would be available for inspection by the Members at the Registered office of the Company, on any working day, during normal business hours, between 3.00 P.M. to 5.00 P.M., by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out under item no.2 of the accompanying Notice for approval by the Members.

By Order of the Board of Directors
For Schablona India Limited
(Ritika Mansata)
Company Secretary

Place: Kolkata
Date: 27.10.2016