

**ACE MEN ENGG WORKS LIMITED**  
Regd. Office: 19B, B.B. GANGULY STREET  
2ND FLOOR, SUITE NO. 8, KOLKATA- 700012  
Ph: 033 6502 0275

Email id: [info@acumenengg.co.in](mailto:info@acumenengg.co.in), Website: [www.acumenengg.co.in](http://www.acumenengg.co.in)

CIN: L27109WB1980PLC033134

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## **NOTICE OF POSTAL BALLOT**

Dear Members,

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 that the resolutions appended below are proposed to be passed by way of postal ballot.

The Company is seeking your consent for the proposal as contained in the draft resolution. The Resolution and relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended herewith for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope.

The company has appointed Ms. Rinku Jain, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the notice and return the Form duly completed in all respect in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Friday, 31<sup>st</sup> March, 2017 at the following address: Rinku Jain Address – 40, Garan Hatta Street, 1<sup>st</sup> Floor, Kolkata-700006. Members may choose to vote using the e-voting facility, the details whereof are also specified under “instructions for e-voting” as contained under notes.

The Scrutinizer will submit her report to the Company after completion of the scrutiny and the result of the postal ballot will be declared on 3<sup>rd</sup> April, 2017 the corporate office of the Company. The result will be hosted on the website of the Company ([www.acumenengg.co.in](http://www.acumenengg.co.in)) and will be communicated to the BSE Limited and the Calcutta Stock Exchange Limited, where the equity shares of the Company are listed.

### **DRAFT RESOLUTION:**

#### **Item No. 1: SHIFTING OF REGISTERED OFFICE FROM THE STATE OF WEST BENGAL TO THE STATE OF GUJARAT**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 of The Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, and subject to the confirmation of the Regional Director and such other approvals, as may be necessary, the consent of the Members of the Company be and are hereby accorded for shifting of Registered Office of the Company from the **“State of West Bengal”** to the **“State of Gujarat”**.

**RESOLVED FURTHER THAT** the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause II:

**II. The Registered Office of the Company will be situated in the State of Gujarat.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby jointly and / or severally authorized to sign, affirm and file the petition, affidavits, to publish newspaper notices and to file various other related documents with the Regional Director, the Registrar of Companies and such other authorities and also to appoint Authorized Representative to represent the Company before the Regional Director and other authorities and to do all such acts, deeds and things as may be necessary in connection therewith and incidental to give effect to this resolution.”

By Order of the Board  
For Ace Men Engg Works Limited

(Rajesh Sharma)

Managing Director  
DIN- 02645337

Place – Kolkata  
Date – 17.02.2017

**Notes**

1. An Explanatory Statement setting out the material facts concerning the Resolution is annexed.
2. The documents, if any, referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the company on all working days between 11:00 a.m. and 5:30 p.m. upto 31<sup>st</sup> March, 2017.
3. The company has appointed Ms. Rinku Jain, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot in a fair and transparent manner.
4. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 10<sup>th</sup> February, 2017. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. Under the ‘Green Initiative’ of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all other members at their registered address by the permitted mode along with the Postal Ballot Form.

6. The Company is extending remote e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching postal ballot form. E-voting is optional for members.
7. Please note that the members can opt for only one mode of voting, i.e. through postal ballot or e-voting. In case of voting by both the modes, voting done through e-voting will prevail and ballot of such member will be ignored.
8. There will be one Postal Ballot Form/ e-voting for every Folio/ Client Id irrespective of the number of joint holders.
9. Voting rights in the postal ballot form cannot be exercised by a proxy.
10. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against after last date of receipt of Postal Ballot/ e-voting latest by 3<sup>rd</sup> April, 2017.
12. The assent or dissent received after the last date of receipt of Postal Ballot / e-voting i.e., 31<sup>st</sup> March, 2017, shall be treated as if reply from the member has not been received.
13. The Results shall be declared on Monday, 3<sup>rd</sup> April, 2017. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL. The results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

### **INSTRUCTIONS FOR VOTING**

#### **Voting in physical form:**

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the scrutinizer in the attached postage self-addressed envelope, so as to reach the scrutinizer on or before 5.00 p.m. on 31<sup>st</sup> March, 2017. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the Scrutinizer appointed by the Company.
3. This form should be completed and signed by the shareholder. In case of joint-holding, this form should be completed and signed by the first named shareholder and, in his absence, by the next named shareholder, as per the specimen signature registered with the Company.
4. The votes should be cast either in favour or against the resolution by putting the tick ( ) mark provided for assent or dissent. Postal Ballot Form bearing ( ) mark in both the columns will render the form invalid.
5. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
6. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority to vote on the postal ballot, together with attested specimen signature(s) of the authorised signatory(ies).

7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified above.

8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

**INSTRUCTIONS FOR E-VOTING:**

In Compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer e-voting facility which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

i) The voting period begins on 02.03.2017 from 9.00 A.M and ends on 31.03.2017 till 5.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10.02.2017, 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](http://www.evotingindia.com) during the voting period

iii) Click on "Shareholders" tab.

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](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:

	For Members holding shares in Demat Form and Physical Form
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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 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>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (vii).</li> </ul>

- 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 the relevant Ace Men Engg Works Limited on which you choose to vote.
- 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) 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.
- xviii) 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 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.
  - 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.
- xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement pursuant to provisions of section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

**Item No: 1**

Presently, the Registered Office of the Company is situated in the State of West Bengal, Kolkata. However, keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing, it is proposed to shift the registered office of the Company to the State of Gujarat, Jamnagar.

The Management has an outlook that the Company's future growth depends in Gujarat. Hence, the Management is of the view that for further development, the Company's registered office should be shifted from the "State of West Bengal" to "State of Gujarat". It will be more beneficial for the company in terms cost effectiveness as well as for better control of day to day affairs of the Company.

Therefore, it is proposed to change the situation of the registered office of the Company from the "State of West Bengal" to "State of Gujarat" and this needs an alteration of Memorandum of Association of the Company in relation to the Situation clause i.e. Clause II. This alteration is aimed to carry on the business of the Company more economically or more efficiently and smooth functioning of various operations of the Company as well as enlarge local area of its operations.

The above change cannot be effected without amending clause II of the Memorandum of Association of the Company. Hence, the special resolution(s) as set out in the notice are submitted for your consideration and approval. On obtaining the sanction of members, steps will be taken to obtain the sanction of Regional Director as required under Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014.

Accordingly, pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 the proposed resolution is recommended for your approval by way of Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives is in any way, concerned or interested, in the proposed resolution.

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CIN: L27109WB1980PLC033134

Serial No: \_\_\_\_\_

**POSTAL BALLOT FORM**

1. Name and Registered Address of the Sole named Member
  
2. Name(s) of the Joint Member(s), if any
  
3. Registered Folio No. / Client ID DP ID:
  
4. No of shares held:

I/we hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses stated in the Postal Ballot Notice dated 17<sup>th</sup> February, 2017 of the Company by sending my/our assent or dissent to the said resolution by placing the tick ( ) mark in the appropriate boxes below:

Item No.	Resolutions	No. of shares held	Options	
			For	Against
1.	Special Resolution for shifting of the Registered Office of the Company from one state to another in terms of the Resolution set out in the notice dated 17 <sup>th</sup> February, 2017 and the explanatory statement thereto.			

**Date:**

**Place:**

**Signature of the member or authorized representative**

**NOTES:**

- i.) Please read carefully the instructions mentioned in the notice before exercising your vote.
- ii.) The duly completed Postal Ballot Form should reach the Scrutinizer by 31.03.2017 till 5.00P.M.
- iii.) The Voting period will start on 02.03.2017 at 9.00 A.M. and will end on 31.03.2017 at 5.00 P.M.
- iv.) Please refer to e-voting instructions mentioned in the Notice.

**E-VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER
<b>170222004</b>		