

VIRDHI COMMERCIAL CO. LTD.  
CIN: L67120WB1982PLC034846  
Registered Office: "Krishna", 7<sup>TH</sup> Floor Rno 711  
224, A.J.C.Bose Road, Kolkata-700 017  
Phone: (033) 2290 7902, 2287 7892 Fax: (033) 2287 8577  
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**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES), REGULATIONS 2009 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF ('DELISTING REGULATIONS').**

To,

**The Members,**

Notice, pursuant to Section 110 of the Companies Act, 2013 (**'Companies Act'**) 2013 read with Rule 22(3) of the Companies (Management and Administration) Rule, 2014 including any modification for time being in force relating to passing of the resolution by Postal Ballot and regulation 8(1)(b) of SEBI (Delisting of Equity Shares) Regulations 2009 and the resolution passed by the Board of Directors of the Company at its meeting held on 4<sup>th</sup> January, 2017, is hereby given to the members of Virdhi Commercial Co. Limited (**'Company'**) to consider and if found fit, to pass the following resolution as a special resolution (**'Special Resolution'**) through a postal ballot (**'Postal Ballot'**) or, alternatively, through the e-voting facility offered by the Company in this regard.

The Special Resolution, the explanatory statement (**'Explanatory Statement'**) containing all material facts and a postal ballot form (**'Postal Ballot Form'**) along with details regarding electronic voting are enclosed with this Notice for your consideration.

Also enclosed is a self addressed, postage prepaid envelope for your use.

The Board of Directors of the Company in compliance with rule 22(5) of has appointed CS Abhijeet Jain of A&J Associate, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.

The members holding Equity Shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form (no other form or photocopy is permitted) duly completed in self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours on Thursday, February 9, 2017. Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company, except for Postal Ballot Forms received from outside India. It is hence clarified that those members desiring to exercise their vote from outside India will have to bear /arrange for their postage expenses.

In compliance with Section 108 of Companies Act, 2013 read with Rule 22(3) of the Companies (Management and Administration) Rule, 2014 and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company has provided its shareholders with facility to exercise their votes electronically and vote on the resolution through e-voting facility provided by Central Depository Services (India) Limited (CDSL) instead of dispatching Postal Ballot form. A member exercising vote by using e-voting facility is requested to carefully follow the instruction given in this notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

**Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.**

The Scrutinizer will submit his report to the Chairperson of the Company or, in her absence, to any other designated Director or the Company Secretary of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced at Saturday, February 11<sup>th</sup> 2017 at the Registered Office of the Company. Additionally, the result will be communicated to the CSE Limited ('CSE') where the equity shares of the Company are listed and shall also be published in the newspapers. The results of the Postal Ballot will also be displayed on the Company's website [www.virdhicommercial.net](http://www.virdhicommercial.net) and on the website of Central Depository Services (India) Limited ([www.cdslindia.com](http://www.cdslindia.com)). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority by the public shareholders of the Company.

#### **SPECIAL BUSINESS:**

Approval for Voluntary Delisting of the Equity Shares of the Company from CSE

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

"Resolved that subject to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Securities Contracts (Regulation) Act, 1956 including rules framed thereunder, the Listing Agreement entered into by the Company with the Stock exchange where the equity shares of the company are listed and in accordance with Regulations 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as may be amended from time to time or re-enactment thereof for the time being in force ("SEBI Delisting Regulations") and such other applicable laws. Rules, regulations and guidelines and subject to such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board"), to seek voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited only Stock Exchange, where the equity shares of the Company are listed."

"Resolve further that the Board of Directors, be and is hereby authorized to do all such acts, deeds, matters and things including making application to the Calcutta Stock Exchange for seeking their in-

principal approval and final approval for the proposed voluntary delisting of the equity shares of the Company and to execute all such deeds, documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution.”

By Order of the Board of Directors  
For Virdhi Commercial Co.Limited

**Sd/-**  
**ALPANA AGARWAL**  
**Director**

**Kolkata**  
**4<sup>th</sup> January, 2017**

**Sd/-**  
**MANJULA AGARWAL**  
**Director**

**Notes:**

1. An Explanatory Statement in respect of the above Special Business as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. This notice is being dispatched to all members, whose names would appear in the Register of Members as on Saturday 31<sup>st</sup> December, 2016. The Voting rights of every member shall be reckoned on number of Equity Shares the member holds as per the Register of Members as on Saturday 31<sup>st</sup> December, 2016.
3. The Board of Directors of the Company in compliance with rule 22(5) of has appointed CS Abhijeet Jain of A&J Associate, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The Postal ballot form and self addressed business reply envelope are enclosed for use of the members.
4. The date of dispatch of notice will be announced through an advertisement in the newspaper(s) on Wednesday, 11<sup>th</sup> January, 2017 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
5. A Copy of all the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered office of the Company between 12:30 P.M to 2:30 P.M on all working days excluding Saturday, Sunday & Holidays, till the last date of voting.
6. The Scrutinizer’s decision on the validity of vote of the Postal Ballot shall be final.

7. Kindly note that Shareholders can opt for only one mode for voting i.e. either in physical form or e-voting. However, in case a member has voted both through the Postal Ballot Form as well as through the E-Voting, then voting done through the e-voting shall prevail and voting done through the Postal Ballot Form will be treated as invalid.

8. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate by a duly authorized person.

9. **Instruction for Voting through Postal Ballot Form**

*i.* Members desiring to cast their vote through the Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid envelope.

*ii.* The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.

*iii.* Members are requested not to send any other paper / document, except as mentioned in point no. 8 of Instructions, along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If sent, the same paper / document would not be acted upon.

*iv.* You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before 17.00 hrs on Thursday, 9<sup>th</sup> February 2017. No other request/ details furnished in the Self Addressed envelope will be entertained. The Postal Ballot Forms received after this date and time will be strictly treated as if the reply from the concerned member has not been received.

*v.* The postal Ballot Form is to 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/her absence, by the next named shareholder. There will be only one(1) Postal Ballot Form every folio irrespective of the number of Joint Holders(s)

*vi.* Unsigned Postal Ballot Form will be rejected.

10. The Instructions for Shareholders Voting electronically are as under:

For the purpose of offering e-voting facility, the Company appointed Central Depository Services Ltd. (CDSL) for e-voting facility. E-voting is optional for Members. A member who wishes to vote by the Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from CDSL website link [www.cdslindia.com](http://www.cdslindia.com) or [www.virdhicommercial.net](http://www.virdhicommercial.net). The brief procedure for e-voting is as under:

- i. The e-voting period commences on Wednesday, 11<sup>th</sup> January, 2017 (9.00 a.m. IST) and ends on Thursday, 9<sup>th</sup> February, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date 31<sup>st</sup>, December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- 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, excluding the special characters.
- 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 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 use the first 2 Characters of the name of First Holder 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	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 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 then please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)</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 “**Virdhi Commercial Co.Ltd.**” 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 Non –Individual Shareholders and custodians
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

11. The Scrutinizer will submit his report to Chairperson of the Company or, in his absence, to any other designated Director or the Company Secretary of the Company after completion of scrutiny of all votes received through the Postal Ballot Forms and e-voting facility offered by the Company in this regard. The result of voting by the Postal Ballot will be announced on Saturday, 11<sup>th</sup> February, 2017 at the Registered Office of the Company. Additionally the result will be communicated to the CSE and shall also be published in the newspapers. The results of the Postal Ballot will also be displayed on the Company's website: [www.virdhicommercial.net](http://www.virdhicommercial.net) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE** Delisting of Equity Shares of the Company from the CSE Limited.

The Statement setting out the material facts relating to the resolution is given below:

The Company's Equity Shares are presently listed with CSE. It was noted that there has been no trading of the equity shares of the Company at the Exchange during the last 18 years. Further, the promoters/Promoter Group of the Company wishes to consolidate their Shareholding in the Company which will provide increased operational flexibility to support the Company's business. Since there is no trading of equity shares on CSE and no purpose is served in continuing the listing of Company's equity shares with the Stock Exchanges. The Company can also save the cost and time for compliance with various Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In this respect, promoter/ promoter Group have expressed their intention to the Board of Directors to make a voluntary delisting of the equity shares of the Company from CSE and also to provide an exit opportunity to all the public shareholders in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009.

Under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009, a Company is permitted to delist its securities from the Stock Exchange where its Securities are listed subject to the prior approval of the shareholders and provided an exit opportunity has been given to the investors. The Board of Directors in their meeting held on 4<sup>th</sup> January has subject to the approval of the members of the Company and such other approvals/ sanctions as may be required in this connection approved the proposal from voluntary delisting of equity shares of the Company from the Stock Exchange.

The Company is therefore, seeking your approval as required under the provision of Regulation 8(1)(b) of SEBI (Delisting of Equity Shares) Regulations, 2009 by way of special resolution passed through Postal Ballot.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company as the voluntary delisting by the promoters will provide an exit opportunity to the public shareholders in accordance with the SEBI Delisting Regulations and hence, recommends the above resolution for your approval as special resolution.

The passing of the Special Resolution would be enabling in nature and it will allow the promoters (if they choose) to proceed with the Delisting Proposal within one year of passing of the Special Resolution as allowed under SEBI Delisting Regulations. If the promoters decide to proceed with their Delisting proposal, they will make an offer to acquire shares from the Public Shareholders of the Company in accordance with Delisting Regulations.

Your Directors recommend the resolution for your approval. None of the Directors is, in any way, concerned or interested in the said resolution save and except to the extent of their shareholding in the company.

By Order of the Board of Directors  
For Viridhi Commercial Co.Limited

**Sd/-**

**ALPANA AGARWAL**

**Director**

**Kolkata**  
**4<sup>th</sup> January, 2017**

**Sd/-**

**MANJULA AGARWAL**

**Director**



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**Postal Ballot Form**  
**(To be returned to the Scrutinizer appointed by the Company)**

Name & Registered Address

of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

I / we hereby exercise my / our vote in respect of the Special Resolution to be passed through the 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 tick (v) mark in the appropriate box below:

Item No.	Items	No. of Equity Shares	I/we assent to the Resolution	I/we dissent to the Resolution
1.	Special Resolution under the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 to consider the Delisting of the equity shares of the Company from The Calcutta Stock Exchange			

Place:

Date:

Signature of Shareholder

Note:

1. Please read carefully the instructions overleaf before exercising your Vote.
2. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 9.02.2017.

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**ELECTRONIC VOTING PARTICULARS**

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>170104003</b>		

Notes:

1. Please read the instructions printed in the Postal Ballot Notice dated 4<sup>th</sup> January, 2017. The e-voting period starts from 9.00 a.m. on Wednesday, 11<sup>th</sup> January 2017 and ends on Thursday, 9<sup>th</sup> February, 2017, the E-voting module shall be disabled by CDSL for voting thereafter.
2. If the Voting Rights are exercised electronically, there is no need to use the Postal Ballot form.
3. A postal ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered invalid.

**INSTRUCTIONS**

1. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot form only.
2. A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to Scrutinizer in the attached self-addressed, pre-paid postage envelopes. However, envelopes containing Postal Ballots, if deposited in person or sent by courier/ registered post at the expenses of the registered shareholder will also be accepted.
3. The self-addressed, pre-paid postage envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. There shall be one postal Ballot Form for every Folio/ Client ID irrespective of the No. of joint holders. A proxy shall not exercise the Postal Ballot. No. other form or Photocopy of the form is permitted. Postal Ballot Form and self addressed, prepaid postage envelopes are enclosed.

5. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The Voting rights of every shareholder shall be reckoned on the basis of the paid-up value of the shares registered in the names(s) of the shareholders(s) on the date of notice. The date of dispatched of the notice will be announced through advertisement in newspapers(s) and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

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6. The form should be completed and signed by the shareholder as per the specimen signature registered with the Company. In case of Joint holding, this form must be completed and signed by the first named members and in his/her absence, by the next named member.
7. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/ Resolution of the Board of Directors. If the same is /are already with the Company, please quote the registration number.
8. Duly Completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours on Thursday, 9<sup>th</sup> February, 2017. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such shareholder has not been received.
9. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
10. The results of voting shall be declared on Saturday 11<sup>th</sup> February, 2017. The results declared along with Scrutinizer's Report shall be placed on Company website [www.virdhicommercial.net](http://www.virdhicommercial.net) and on the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)) and communicated to the CSE.
11. The date of declaration of the Postal Ballot Result will be taken to be the date of passing of resolutions proposed by this notice.
12. Shareholders are requested not to send any other paper along with the Postal Ballot form. They are requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.