

Tuni Textile Mills Limited

CIN: L17120MH1987PLC043996

Regd. Office : 63/71, Dadiseth Agiary Lane, 3rd Floor, Kalbadevi Road, Mumbai-400 002

Tel : +91 22 2201 4577, Email : info@tunitextiles.com; Website : www.tunitextiles.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

To The Members of M/s. Tuni Textile Mills Limited

NOTICE is hereby given pursuant to the provisions of Section 110 (1) of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Postal Ballot Rules") and any other applicable regulation, as amended from time to time, to the members of Tuni Textile Mills Limited (the "Company") to pass the resolution given below as a Special Resolution through postal ballot ("Postal Ballot") including remote e-voting.

SPECIAL BUSINESS

Sale of portion of un-utilized leasehold property with old building structure pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a "Special Resolution" by way of Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the consent and no-objection letter from the Banks and consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors ("Board" which term shall include any committee appointed by the Board in this regard) of the Company for effecting the sale, assignment, transfer and conveyance of the portion of un-utilized leasehold property with old building structure not exceeding 4050 Sq. Mtr. situated at the Plot No. B-4, Murbad Ind. Area, MIDC Murbad, Dist. Thane – 421 401 to any willing buyer in one or more tranches in as is where is condition at such consideration and subject to such terms and conditions as may be stipulated by the Board in this regard".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, modify, substitute, deliver and perform all such agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from relevant authorities, including Government, Semi Government, quasi Government authorities, lenders, Banks, regulatory and administrative authorities, statutory bodies etc. in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Director or any of the officers/authorized representatives of the Company to give effect to this Resolution".

"RESOLVED FURTHER THAT any Director of the Company be and is authorized severally to enter into agreements, execute any undertaking, indemnity, contracts, deeds or sign any other document on behalf of the Company and to represent the Company and appear before the authorities and also do all such acts, things, deeds and matters as may be deemed necessary for giving effect to this resolution."

By Order of the Board of Directors
For **Tuni Textile Mills Limited**

S/d-

Narendra Kr. Sureka

DIN : 01963265

Managing Director

Place : Mumbai

Date : 12th April 2017

NOTES :

1. An explanatory statement pursuant to Section 102 read with section 110 of the Act, and other applicable provisions, if any, of the Act along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto.
2. In terms of the provisions of Section 110 of the Act read with Rule 22 of the Postal Ballot Rules, the business set out in the Notice above is sought to be passed by Postal Ballot.
3. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. The notice is being sent to all the members, whose names appears in the register of members/ list of Beneficial owners, received from Central Depository Services (India) Limited ("CDSL") and the National Securities Depository Limited ("NSDL") as on the cutoff date being Friday, the April 14, 2017.
4. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company.
5. Details of dispatch of notice and postal ballot paper to the members will be published in one (1) English and one (1) Marathi language newspaper circulating in the State of Maharashtra, in which the Registered Office of the company is situated.
6. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the self-addressed postage prepaid envelope to the scrutinizer on or before the close of business hours on Saturday, the May 13, 2017. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.
7. The postage will be born and paid by the Company, however envelopes containing Postal Ballot Form, if sent by Registered Post at the expense of the members will also be accepted. The envelopes may also be deposited either personally by the shareholder or through any other person at the address of the scrutinizer given therein. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to scrutinizers.
8. In accordance with the provisions of Section 110 of the Act and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members who have registered their e-mail ids with the depositories or with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by Registered Post or Speed Post. Shareholders who have received the Postal ballot Notice by email and who wish to vote through Physical Ballot Form can download the Postal Ballot Form from the link www.tunitextiles.com or seek duplicate Postal Ballot Form by sending an email to M/s. Purva Sharegistry (India) Private Limited, Registrar and Transfer Agents i.e. Mr. V. B. Shah, email id - purvashr@gmail.com, fill in the relevant details and send it to the Scrutinizer.

Please note that Postal Ballot Form received after the close of working hours on Saturday, the May 13, 2017 will be treated as not having been received.
9. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed resolution(s).
10. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form or through duplicate copy as provided by Purva Sharegistry (India) Private Limited, the Registrar Transfer Agent (RTA). No other form or photocopy of the form is permitted.
11. All relevant documents referred in the Explanatory Statement shall be open for inspection at the registered office of the company on all working days (Monday to Friday) between 11.00 AM to 1.00 PM upto the date of declaration of the result of Postal Ballot.
12. The Company has appointed Mrs. Gayatri Phatak, Practicing Company Secretary (COP No. 11816) to act as the Scrutinizer, for conducting the postal ballot process including the remote e-voting in a fair and transparent manner.
13. The Scrutinizer will submit her report to the Chairman of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received and the result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him not later than the closing of working hours on Monday, the May 15, 2017 at the Registered Office of the company at 63/71, Dadiseth Agiary Lane, 3rd Floor, Kalbadevi Road, Mumbai-400 002. The day on which the results of the Postal Ballot are announced by the Company would be the date on which the Special Resolution is passed.

14. The results of the postal ballot along with the scrutinizers report will also be displayed on the notice board of the registered office of the Company and also on the Company's website www.tunitextiles.com and shall be communicated to the BSE Limited, where the shares of the Company are listed.
15. Facility of e-voting has been provided to the members through remote e-voting or postal ballot. A member can opt for only one mode of voting, i.e. either through remote e-voting or through postal ballot. If a member casts votes by both the modes, voting done through remote e-voting shall prevail and the votes cast through postal ballot mode shall be treated as invalid.
16. Instructions for casting votes using the Postal Ballot form are furnished on the reverse of the postal ballot form.

ELECTRONIC VOTING

In accordance with Regulation 44(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("remote e-voting") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of CDSL to provide remote e-voting facility.

The details for voting electronically are as under -

- a) Date and time of commencement of voting through electronic means: **Saturday, April 15, 2017 at 4.00 p. m.**
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Sunday, May 14, 2017 at 5.00 p. m.**
- c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **April 14, 2017**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. The e-voting module shall be disabled by CDSL for voting thereafter.
- d) Details of Website: www.evotingindia.com
- e) Details of Scrutinizer: Gayatri Phatak, Practicing Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatrihideandco@gmail.com.
- f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.

The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

- i. The shareholders should log on to the e-voting website on www.evotingindia.com during the voting period.
- ii. Click on "Shareholders" tab
- iii. Now, select the TUNI TEXTILE MILLS LIMITED from the drop down menu and click on "SUBMIT"
- 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 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	
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.

	<ul style="list-style-type: none"> 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. e.g. 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	<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"> 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 the instructions (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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.
- 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 TUNI TEXTILE MILLS 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 the 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 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.

xviii. Note for Non – Individual Shareholders and Custodians

- Non-Individualshareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - 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 a 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013

1. The Company is owns Plot No. B-4 & B-5 at Industrial Area, Murbad, Dist. Thane -421 401 which has been allotted by MIDC way back in year 2010 & 1987 respectively. The Company has paid consideration value of Rs. 74.35 Lakh & 92.62 Lakh (book value including bldg value) respectively at the time of allotment and now became the owner of said portion of leasehold property with old building structure. The Company has constructed factory on Plot No. B-5 and a unit of 63 Loom Machines which are working in the factory. However the plot no. B-4 is still un-utilized as the Company could not expand its business due to lack of working capital.
2. The Management of the Company had earlier carried out a comprehensive review of the business operations and is of the view that the Company (i) is badly in need of working capital, (ii) has to improve its operational efficiency and (iii) reduce its high interest cost due to high debt burden. These factors have been adversely affecting the performance of the Company. After evaluating the feasibility of various options and with a view to focus and improve the efficiency and reduce the overall debt burden, it was proposed, subject to the approval of the Shareholders, to sell, assign, transfer and convey the land to the extent not exceeding 4050 square meter, which is situated within the premises of the factory. Other factor which has been considered while deciding to sale said leasehold property with old building structure is that the Company is not looking much appreciation in the value of leasehold property with old building structure in near future and thus Company can at least save money by way of reducing burden of interest payment.
3. Currently the Company is enjoying Cash-Credit facility from G. P. Parshik Bank Limited Bank up to Rs. 6.5 Crore and is paying interest on utilized portion of said cash credit facility. In order to reduce said debt burden for the time being and later on to expand its business, the unanimous decision has been taken by the Board to sale above referred portion of leasehold property with old building structure.
4. Section 180(1)(a) of the Companies Act, 2013 ("Act) provides that the Board of Directors of the Company shall exercise the powers to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company after obtaining the previous approval of the Members of the Company by way of a Special Resolution. Explanation (i) to Section 180 (1) (a) of the Act defines the term undertaking as an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet for the preceding financial year or an undertaking which generates twenty percent of the total income of the Company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Act defines the term the substantially the whole of the undertaking during the financial year as twenty per cent or more of the value of undertaking as per the audited balance sheet of the preceding financial year.
5. Approval of the Members of the Company by way of special resolution is required to be obtained through postal ballot as provided in clause (i) of sub rule (16) of Rule 22 of the Companies (Management and Administration) Rules, 2014.
6. Accordingly, consent and approval of the Members of the Company is sought to sell the substantially the whole of the undertaking comprising leasehold property with old building structure not exceeding 4050 square meter in area, as detailed above.

None of the Promoters, Directors, Key Managerial Personnel or their relatives, either directly or indirectly, is in anyway concerned or interested in the above resolution.

By Order of the Board of Directors
For **Tuni Textile Mills Limited**

S/d-

Narendra Kr. Sureka

DIN : 01963265

Managing Director

Place : Mumbai

Date : 12th April 2017

Tuni Textile Mills Limited

CIN: L17120MH1987PLC043996

Regd. Office : 63/71, Dadiseth Agiary Lane, 3rd Floor, Kalbadevi Road, Mumbai-400 002

Tel : +91 22 2201 4577, Email : info@tunitextiles.com; Website : www.tunitextiles.com

POSTAL BALLOT FORM

(Pursuant to the section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration), 2014)

Name of the Member _____

Name of the Joint Holder _____

Registered Address _____

Folio No. / DP/Client ID _____ No. of Share held _____

I/We hereby exercise my/our vote in respect of the 'Special Resolution' to be passed through postal ballot for the special business stated in the notice dated April 12, 2017 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said 'special resolution' by placing the tick mark () in the appropriate box below:

Special Business :		For	Against
1.	Special Resolution Sale of substantially the whole of the undertaking comprising of leasehold property with old building structure not exceeding 4050 Square Meter situated at Plot No. B-4, Murbad Ind. Area, MIDC Murbad, Dist. Thane – 421 401 pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013		

Place _____

Date _____

Sign. of Shareholder _____

(For Instructions on E-voting, see overleaf)

Note: Please read the instructions printed overleaf and the notes forming part of the Postal Ballot Notice carefully before exercising the vote.

INSTRUCTIONS (On Reverse of Postal Ballot Form)

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted. It is however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.
2. The self-addressed stamped envelope bears the address of the 'scrutinizer' appointed by the Board of Directors of the Company.
3. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column 'AGAINST" by placing a tick mark () in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.
4. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Postal ballot vote shall not be exercised by a proxy.
6. A member neither needs to use all his/her/its votes nor cast his/her/its votes in the same way.
7. Duly completed Postal Ballot Form should be sent so as to reach Mrs. Gayatri S. Phatak, Practicing Company Secretary, 63/71, Dadiseth Agiary Lane, 3rd Floor, Kalbadevi Road, Mumbai-400 002 on or before 17.00 hours of Saturday, the May 13, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.
8. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
9. Members are requested not to send extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Registered Folio/Client ID, irrespective of the number of joint holders.
11. A member may request for a duplicate Postal Ballot Form, if so required by sending an email to compliance@tunitextiles.com. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.
12. Voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. Friday, the April 14, 2017. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
13. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.