



Arex Industries Limited

25TH ANNUAL REPORT 2013-2014



We weave brands

Board of Directors	Shri Dinesh A Bilgi (DIN:00096099)	<i>Managing Director & CFO w.e.f. 01.8.2014</i>
	Shri Neel D Bilgi (DIN:00096180)	<i>Managing Director</i>
	Shri Chirag D Bilgi (DIN:02094970)	<i>Managing Director</i>
	Shri Pragnesh K Shah (DIN:00228223)	<i>Whole-time Director</i>
	Shri Laxman C Tilani (DIN:00532516)	<i>Director</i>
	Shri Vasant R Shah (DIN:00371634)	<i>Director</i>
	Shri Balkrishna I Makwana (DIN:00287931)	<i>Independent Director</i>
	Shri Dinesh H Pande (DIN:03147549)	<i>Independent Director</i>
	Smt Harsha H Parikh (DIN:06931405)	<i>Independent Director w.e.f.01.08.2014</i>

**Company Secretary
& Compliance Officer**
w.e.f. 30.07.2014

Smt Kairavi Bilgi
(Membership No.ACS21519)

Bankers State Bank of India

Auditors M/s C R SHAREDALAL & Co
Chartered Accountants
Ahmedabad
Firm Regn No.109943W

**Registrars and
Transfer Agent** Sharepro Services (India) Pvt Ltd
416 – 420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram,
Ellisbridge, Ahmedabad – 380 006.

**Registered Office
& Plant** 612, G. I. D. C. Estate
Chhatral, Tal.: Kalol
Dist : Gandhinagar - 382 729

25TH ANNUAL GENERAL MEETING
Date : 11 th September, 2014
Day : Thursday
Time : 12.30 P.M.
Place : Shor Sharaba Food Inn Pvt. Ltd. 3317, G.I.D.C., Highway, Chhatral, Tal.: Kalol, Gandhinagar – 382 729

Notice of the 25th Annual General Meeting of the Company to be held on Thursday, 11th day of September, 2014 at 12:30 p.m. at Shor Sharaba Food Inn Pvt. Ltd., G.I.D.C. Highway, Chhatral, Tal.: Kalol, Dist.: Gandhinagar – 382 729 to transact the business mentioned therein is enclosed herewith. Shareholders are requested to bring their copy of the Annual Report while attending the Meeting.

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of members of the Company, will be held on Thursday, 11th day of September, 2014 at 12.30 p.m. at Shor Sharaba Food Inn Pvt. Ltd., G.I.D.C. Highway, Chhatral, Tal.: Kalol, Dist.: Gandhinagar – 382 729, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited accounts for the year ended on 31st March, 2014 and the reports of the Directors and Auditors thereon; and the Compliance Certificate for the year ended on that date.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Neel Dinesh Bilgi (DIN:00096180), Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Tilani Laxman Chetandas (DIN:00532516), Director who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s C R Sharedalal & Co., Chartered Accountants of Ahmedabad having Firm Registration No. 109943W, retiring Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be determined by the Board of Directors plus reimbursement of service tax and out of pocket expenses on actual basis.”

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt Harsha Hemantkumar Parikh (DIN:06931405), who was appointed as an additional director with effect from 1st August, 2014 as Woman Director and Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company, for a term of five consecutive years from 12th September, 2014 to 11th September, 2019 and who is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof, be and is hereby authorized to determine and pay such fees and remuneration within the limits and ceilings, as may be prescribed, from time to time, to Smt Harsha Hemantkumar Parikh, (DIN:06931405) as an Independent Director of the Company and to do all such acts, deeds and things as may be necessary for the purpose.”

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Dinesh Harishchandra Pande (DIN:03147549), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act,

2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years from 12th September, 2014 to 11th September, 2019 and who is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof, be and is hereby authorized to determine and pay such fees and remuneration within the limits and ceilings, as may be prescribed, from time to time, to Shri Dinesh Harishchandra Pande (DIN:03147549), as an Independent Director of the Company and to do all such acts, deeds and things as may be necessary for the purpose.”

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Balkrishna Ishwarlal Makwana (DIN:00287931), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years from 12th September, 2014 to 11th September, 2019 and who is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof, be and is hereby authorized to determine and pay such fees and remuneration within the limits and ceilings, as may be prescribed, from time to time, to Shri Balkrishna Ishwarlal Makwana (DIN:00287931), as an Independent Director of the Company and to do all such acts, deeds and things as may be necessary for the purpose.”

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

“RESOLVED THAT in partial modification of the special resolution passed by the members of the Company in their Annual General Meeting held on 29th August, 2013, and pursuant to the provisions of Sections 196, 197, 203, 188 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, Shri Dinesh Apparao Bilgi (DIN:00096099) who is relative of Shri Neel Dinesh Bilgi (DIN:00096180), and Shri Chirag Dinesh Bilgi (DIN:02094970), be and is hereby designated and appointed as **Managing Director cum Chief Financial Officer** of the Company for a period of three years with effect from 1st August, 2014 on the terms and conditions set out in the draft agreement initialed by the Chairman for the purpose of identification and major terms and conditions of which are set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to alter, revise, amend, vary, enhance or modify, from time to time, the terms and conditions including terms of agreements and remuneration payable to Shri Dinesh Apparao Bilgi (DIN:00096099), as **Managing Director cum Chief Financial Officer** of the Company, subject however to the ceilings laid down in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolutions.”

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

“RESOLVED THAT in partial modification of the special resolution passed by the members of the Company in their Annual General Meeting held on 29th August, 2013, and pursuant to the provisions of Sections 196, 197, 203, 188 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, Shri Neel Dinesh Bilgi

(DIN:00096180), a relative of Shri Dinesh Apparao Bilgi (DIN:00096099) and Shri Chirag Dinesh Bilgi (DIN:02094970)], be and is hereby designated and appointed as **Managing Director (Sales & Marketing)** of the Company for a period of three years with effect from 1st August, 2014 on the terms and conditions set out in the draft agreement initialed by the Chairman for the purpose of identification and major terms and conditions of which are set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to alter, revise, amend, vary, enhance or modify, from time to time, the terms and conditions including terms of agreements and remuneration payable to Shri Neel Dinesh Bilgi (DIN:00096180), as **Managing Director** of the Company, subject however to the ceilings laid down in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolutions.”

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

“RESOLVED THAT in partial modification of the special resolution passed by the members of the Company in their Annual General Meeting held on 29th August, 2013, and pursuant to the provisions of Sections 196, 197, 203, 188 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, Shri Chirag Dinesh Bilgi (DIN:02094970), a relative of Shri Dinesh Apparao Bilgi (DIN:00096099) and Shri Neel Dinesh Bilgi (DIN:00096180)], be and is hereby designated and appointed as **Managing Director (Production and Technical)** of the Company for a period of three years with effect from 1st August, 2014 on the terms and conditions set out in the draft agreement initialed by the Chairman for the purpose of identification and major terms and conditions of which are set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to alter, revise, amend, vary, enhance or modify, from time to time, the terms and conditions including terms of agreements and remuneration payable to Shri Chirag Dinesh Bilgi (DIN:02094970), as **Managing Director** of the Company, subject however to the ceilings laid down in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolutions.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, 188 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013, Shri Pragnesh Kantilal Shah (DIN:00228223), Executive Director of the Company, be and is hereby re-appointed for a further period of three years with effect from 1st November, 2014 on the terms and conditions set out in the draft agreement initialed by the Chairman for the purpose of identification and major terms and conditions of which are set out in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to alter, revise, amend, vary, enhance or modify, from time to time, the terms and conditions including terms of agreements and remuneration payable to Shri Pragnesh Kantilal Shah (DIN:00228223), as **Executive Director** of the Company, subject however to the ceilings laid down in Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolutions.”

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

“RESOLVED THAT pursuant to the provisions of Sections 188(1)(a) to (e) and any other applicable provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’) which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to the transaction or transactions or contracts or arrangements entered or to be entered into with (1) Shri Dinesh Apparao Bilgi (DIN:00096099) Managing Director/CFO of the Company, (2) Shri Neel Dinesh Bilgi (DIN:00096180), Managing Director, (3) Shri Chirag Dinesh Bilgi (DIN:02094970), Managing Director, (4) Smt Kairavi Bilgi, Company Secretary of the Company (KMP) and the Companies in which any of them or his/her/their relatives is/are concerned or interested directly or indirectly as Director or member of (1) ANC System Private Limited (CIN:U74900GJ2005PTC045996), (2) Latha Services Private Limited (CIN:U74930GJ2008PTC053341) and (3) Ultra Polydye Private Limited (CIN:U17297GJ2006PTC047717), for (1) sale, purchase or supply of any goods or materials directly or through appointment of agents exceeding twenty five per cent of the annual turnover as mentioned in clause (a) and clause (e) respectively of sub-section (1) of Section 188 of the said Act, (2) selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agents exceeding ten per cent of net worth as mentioned in clause (b) and clause (e) respectively of sub-section (1) of Section 188 of the said Act, (3) leasing of property of any kind exceeding ten per cent of the net worth as mentioned in clause (c) of Sub-Section (1) of Section 188 of the said Act and (4) availing or rendering of any services including job work directly or through appointment of agents exceeding ten per cent of net worth as mentioned in clause (d) of Sub-Section (1) of Section 188 of the said Act, 2013 provided however that aggregate value of such transactions, contracts or arrangement shall not exceed a sum of ` 100 crores on any day in any financial year.

“RESOLVED FURTHER THAT the term and conditions mentioned in the draft agreements (initialed by the Chairman for the purpose of identification separately for each Company) entered into or to be entered into with (1) ANC System Private Limited (CIN:U74900GJ2005PTC045996), (2) Latha Services Private Limited (CIN:U74930GJ2008PTC053341) and (3) Ultra Polydye Private Limited (CIN:U17297GJ2006PTC047717) in which Directors of the Company are directly or indirectly interested as Directors or members in any one or more of these companies, be and is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to appoint agents, consultants, experts and to enter into such agreements, deeds, lease deeds, hypothecations, guarantees, bonds and other documents, from time to time with any one or more of the related parties and to do all such acts, deeds, matters and things as may be deemed necessary for the purpose.”

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

“RESOLVED THAT pursuant to the provisions of Sections 94 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register of Members and Index of Members and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company i.e. M/s Sharepro Services (India) Pvt Ltd, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad 380006 or its any other offices or place within the city of Ahmedabad instead of keeping the registers and records at the Registered Office of the Company.”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to instruct Registrar and Share Transfer Agent of the Company i.e. M/s Sharepro Services (India) Pvt Ltd to carry out the duties for better compliances and to enter into such agreements and deeds, for appointment of suitable Registrars and Share Transfers and to keep the registers and other

records at any other place or places accordingly and to do all such acts, deeds, matters and things as may be deemed necessary for the purpose.”

15. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 148 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company, be and is hereby accorded for the payment of remuneration of ` **35000/-** to Shri Manish Analkat, practicing Cost Accountant (Membership No.19378) appointed by the Board of Directors for the year 2014-15”

“RESOLVED FURTHER THAT the Board of Directors or Committee thereof, be and are hereby severally authorised to reimburse all applicable taxes and actual expenses incurred by the said Shri Manish Analkat, practicing Cost Accountant (Membership No.19378) and to do all such acts, deeds, matters and things as may be deemed necessary for the purpose.”

Regd Office:

612, GIDC Estate
Chhatral, Tal : Kalol
Dist : Gandhinagar-382 729
Date : 30th July, 2014

By Order of the Board

Dinesh A Bilgi
Mg. Director
DIN:00096099

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies in order to be effective, should be stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies and other bodies corporate must be supported by appropriate resolution/authorities.

2. The Share Transfer Books and the Register of Members of the Company shall remain closed from **Saturday, 6th September, 2014 to Thursday, 11th September, 2014** (both days inclusive) for determining the names of members eligible for dividend, if declared at the meeting.
3. The Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to those Members whose names appear in the Register of Members of the Company as on 11th September, 2014, in respect of shares held in Physical form and in respect of shares held in the electronic form, to those “Deemed Members” whose names appear in the statement of Beneficial Ownership furnished by the National Securities Depository Services Ltd (NSDL) and the Central Depository Services (India) Ltd (CDSL) at the end of business hours on **Friday, 5th September, 2014**.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed herewith.
5. Members desirous of any information or clarification on accounts are requested to write to the Company at least 10 days in advance of the meeting.
6. As per the provisions of Section 124 & 125 of the Companies Act, 2013 corresponding to 205A & 205C of the Companies Act, 1956 and the Rules made thereunder, the Company has to transfer the dividend amount remaining unpaid and/or unclaimed for a period of seven years along with relevant shares (if applicable), to the Investor Education and Protection Fund (IEPF) and once the amount of unpaid/

unclaimed dividend is transferred to the IEPF, such dividend can not be claimed from the Government or the Company. Therefore, you are hereby advised to claim your dividend entitlement at the earliest. For your kind information, the particulars of declaration of dividend(s) by the Company and due date of transfer of unpaid dividend to IEPF are as under:

Financial Year	Date of Declaration	Dividend (%)	Dividend Type	Amount (₹) per share	Tentative date of Transfer to IEPF
2006-07	22.09.2007	9	Final Dividend	0.90	22.10.2014
2007-08	13.09.2008	9	Final Dividend	0.90	13.10.2015
2008-09	31.08.2009	9	Final Dividend	0.90	30.09.2016
2009-10	23.09.2010	9	Final Dividend	0.90	22.10.2017
2010-11	17.09.2011	9	Final Dividend	0.90	16.10.2018
2011-12	18.09.2012	9	Final Dividend	0.90	17.10.2019
2012-13	29.08.2013	9	Final Dividend	0.90	30.09.2020

8. As per the provisions of Section 205C of the Companies Act, 1956 and the Rules made thereunder, the Company has transferred whole of the unpaid and/or unclaimed Final dividend amount for the year 2005-06 to the Investor Education and Protection Fund (IEPF) on 16.10.2013. Pursuant to the provisions of Investors Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29th August, 2013 (date of last AGM).
9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, advised to submit PAN details to their respective Depository Participant (DP) and the members holding shares in physical form can submit PAN details to the Company or its Registrar, M/s Sharepro Services (I) Pvt Ltd.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, M/s. Sharepro Services (I) Pvt Ltd, for consolidation into a single folio.
11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ document including Annual Report can be sent by email to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.
12. Members are requested to notify immediately any change in their addresses to the Company at its Registered Office or its Registrar & Share Transfer Agent M/s Sharepro Services (India) Pvt Ltd, 416 – 420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, Ahmedabad– 380 006. Telephones: 079 – 26582381 to 84, Fax : 079 – 26582385.
13. The Company has to update its Register of Members and other records pursuant to the provisions of the Companies Act, 2013. Members are requested to update their records like e-mail address, Status, PAN Card etc. with the Company or its Registrar.
14. Electronic copy of the Annual Report for Financial Year 2013-14 and the Notice convening 25th Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting alongwith Attendance Slip and Proxy Form are being sent to all members whose email IDs are registered with the Registrars and Share Transfer Agent/Depository Participants for communication purposes unless any member has requested for a hard copy of the said documents. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2013-14 is being dispatched in the permitted mode and also placed on Company's website: www.arex.co.in.

15. Kindly note that the members can opt only one mode for voting, i.e. either by Physical Ballot or e-voting. In case of voting by both modes, voting through electronic mode shall prevail.
16. Shri Narendra B Shah, practicing Company Secretary of Ahmedabad has been appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
17. The Scrutinizer shall within a period not exceeding three (3) working day from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
18. The results shall be declared on or after the AGM of the Company. The results declared along with Scrutinizer's Report shall be placed on the Company's Website www.arex.co.in and on the website of the CDSL within two(2) days of passing of the resolutions at the AGM of the Company and will also be forwarded to BSE Ltd, Mumbai.
19. Special Resolutions for authorizing Board of Directors for (1) creation of mortgage, hypothecation or other charges over the assets of the Company and (2) borrowing powers have to be passed or transacted by means of postal ballot. The necessary separate notice dtd. 30.7.2014 with explanatory statement pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder are being sent along with postal ballot forms to all members by electronic mode through E-mails whose e-mail IDs are registered with the Registrars and Share Transfer Agent/Depository Participants for communication purposes unless any member has requested for a hard copy of the said documents. For members who have not registered their e-mail address, physical copies of the same is being dispatched alongwith Annual Report 2013-14 in the permitted mode and also placed on Company's website: www.arex.co.in. The members are requested to give their assent or dissent to the resolutions either through postal ballots or tender their votes through e-voting process as per the relevant instruction given therein.
20. The Company has fixed Friday, 1st August, 2014, as the cut-off date/entitlement date for identifying the shareholders entitled to participate through voting by postal ballot/electronic mode.
21. The Voting rights will be reckoned on the paid up value of shares registered in the name of shareholders on the cut-off date/entitlement date.
22. All documents including draft agreements, referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal hours between (4.00 pm to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
23. **INSTRUCTIONS FOR VOTING**

Voting through Postal Ballot Form

1. The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against) so as to reach the Scrutinizer, before 9th September, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
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.

Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all its members to enable them to cast their vote for all the resolutions/special resolutions proposed at 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited.

The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

- (i) Open your web browser during the e-voting period. E-voting period begins from **Thursday, 4th September, 2014 (9.00 am) and ends on Saturday, 6th September, 2014 (6.00 pm)**. During this period, shareholders holding shares either in physical form or dematerialised

form, as on Friday, 1st August, 2014, being cut-off date/entitlement date, may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter. Log on to the e-voting website www.evotingindia.com

- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> - 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 demat account/folio number in the PAN field. - In case the folio 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 folio number 100 then enter RA00000100 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant “AREX INDUSTRIES LTD” Company Name on which you choose to vote.