



MALLCOM (INDIA) LIMITED

CIN: L51109WB1983PLC037008

Reg. off: EN-12, Sector-V, Salt Lake City, Kolkata-700 091

Tel : +91-33-4016 1000; Fax : +91-33-4016 1010

Website : www.mallcom.in; E-mail : investors@mallcom.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder (s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot/remote e-voting. The proposed Special Resolution and the Explanatory Statement pertaining to the said Resolution under Section 102 of the Companies Act, 2013 setting out all material facts concerning the Resolution and the reason thereof are annexed to the Postal Ballot Notice for your consideration. The Postal Ballot Form is also enclosed to enable you to vote on the proposed Special Resolution.

The Company has appointed Mr. Prateek Kohli, Practising Company Secretary (C.P. No. 16457), Partner of M/s. Prateek Kohli & Associates, Practising Company Secretaries as a Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

The Members are requested to read carefully the instructions printed on the Postal Ballot Form, record your assent (**FOR**) or dissent (**AGAINST**) therein and return the Form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address of the Company not later than 5:00 P.M. on Saturday, 9th February, 2019. Members desiring to opt for remote e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions given thereunder.

Special Business:

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management



(Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended, Companies Act, 1956, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, The Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the limit of investment by Foreign Portfolio Investors (as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended) in the equity shares of the Company under the Portfolio Investment Scheme under FEMA, be and is hereby increased from 24% to 49% of the paid-up equity share capital of the Company;

RESOLVED FURTHER THAT any Director, Chief Financial officer and Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation, intimating the Reserve Bank of India of the increase in investment limits applicable to Foreign Portfolio Investors and to comply with all other requirements in this regard;

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorized to take all steps for giving effect to the above Resolution including filing of the necessary forms with the Registrar of Companies”.

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

RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended, Companies Act, 1956, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, The Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the limit of investment by



Non Resident Indians (as defined under FEMA) in the equity shares of the Company under FEMA, be and is hereby increased from 10% to 24% of the paid-up equity share capital of the Company;

RESOLVED FURTHER THAT any Director, Chief Financial officer and Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation, intimating the Reserve Bank of India of the increase in investment limits applicable to non Resident Indians and to comply with all other requirements in this regard;

RESOLVED FURTHER THAT any Director, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorized to take all steps for giving effect to the above Resolution including filing of the necessary forms with the Registrar of Companies”.

Date: 21st December, 2018
Place: Kolkata

**By Order of the Board of Director
For Mallcom (India) Limited**

Sd/-
Ajay Kumar Mall
Director
(DIN: 00470184)

Notes:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 28th December, 2018. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, 28th December, 2018.
3. Resolution passed by the members through Postal Ballot and remote e-Voting are deemed to have been passed effectively at a general meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.



4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical form through permitted means.

5. Members may also note that the Notice of Postal Ballot will also be available on the Company's website: www.mallcom.in & National Securities Depository Limited (NSDL) website: <https://www.evoting.nsdl.com> for download.

6. A Member cannot exercise his / her vote through proxy on postal ballot.

7. Mr. Prateek Kohli, Practising Company Secretary (C.P. No. 16457), Partner of Prateek Kohli & Associates has been appointed as the Scrutinizer to scrutinize the Postal Ballot and the remote e- voting process in a fair and transparent manner.

8. In compliance with the provisions of Section 108 of the Act, read with Rule 20 /22 of the Companies (Management and Administration) Rules, 2014 and any amendments there to and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulation'), the Members are informed that the Company is pleased to offer 'Remote e-voting' facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate remote e-voting. Remote e-voting is optional and Members shall have the option to vote either through remote e-voting or through Postal Ballot Form. The detailed procedure with respect to remote e voting is mentioned below.

9. The voting commences on Friday, 11th January, 2019. The Members are requested to note that :-

a) Duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. on Saturday, 9th February, 2019. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.

b) Similarly, the remote e-Voting period will commence from 9.00 A.M. of Friday, 11th January, 2019 and ends at 5.00 P.M. on Saturday, 9th February, 2019. Please note that Remote e-voting module will be disabled for Voting after the said time and date.

10. Any Member who has not received the Postal Ballot Form may write to the Company/Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate/additional form.



11. A Member can opt for only one mode of voting i.e., either through remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

The date of declaration of the results of the Postal Ballot shall be deemed to be the date of passing of the said resolution.

12. The Scrutinizer shall within two days of conclusion of postal ballot process i.e., on Monday, 11th February, 2019 submit the Consolidated Scrutinizers Report to the Chairman & Managing Director of the Company or in his absence, to one of the Whole Time Directors. Further, the Result of the Postal Ballot will be announced on Monday, 11th February, 2019 at 5:00 PM at the Registered Office of the Company at EN-12, Salt Lake, Sector – V, Kolkata – 700 091, India.

13. The Result of the Postal Ballot would be displayed on the website of the Company www.mallcom.in and NSDL: <https://www.evoting.nsdl.com> post intimation to Stock Exchanges. Further, the results will be displayed on the Notice Board of the Company at its Office.

14. All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days at the Corporate Office of the Company i.e. EN-12, Salt Lake, Sector – V, Kolkata – 700 091 upto Saturday, 9th February, 2019.

Instructions for E-Voting:

The Company is pleased to offer remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

A) In case of Members receiving Postal Ballot Form through Electronic Means.

1. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

i. How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<i>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</i>	<i>Your User ID is:</i>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com/>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

(i) How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspkohli@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.



(b) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Members available at the Downloads section of <https://www.evoting.nsdl.com> or contact toll free No. 1800-222-990 for any further clarifications.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) You can also update your mobile number and e-mail ID in the User Profile details of the folio which may be used for sending future communication(s).

Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.mallcom.in To seek duplicate Postal Ballot Form, please contact our Registrars and Transfer Agent i.e., M/s. Niche Technologies Private Limited, Unit: Mallcom (India) Limited, 3A, Auckland Place, 7th Floor, Room No. 7A &7B, Kolkata – 700 017 and request you to fill in the details and send the same to the Scrutinizer.

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

As per the provisions of the Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended from time to time read with Consolidated FDI Policy Circular of 2017 (DT. 28.08.2017) issued by DIPP and Master Direction – Foreign Investment in India (FED Master Direction No.11/2017-18 updated as on 06.04.2018) issued by the Reserve Bank of India (“Regulatory Provisions on Foreign Investment in India”), the aggregate holdings of FPIs and NRIs (including FIIs) registered with SEBI shall not exceed 24% & 10% respectively of paid-up Equity Capital of a company. However, this limit of 24% & 10% is permissible to be increased upto the Sectoral cap i.e. permissible



Foreign Investment limit for the sector with the approval of the Board of Directors and the shareholders of the Company by way of a Special Resolution.

The Company hereby proposes to increase the limit of FPI & NRI holding in the Equity Shares of the Company from 24% to 49% & from 10% to 24% respectively with the approval of Shareholders. Considering past and existing FPI and NRI interest in the Company's Stock, investor feedback in various fora and to attract foreign investments and have more headroom available for FPIs and NRIs to invest in equity share capital of the Company, it is proposed to increase the investment limit of FPIs & NRI from 24% to 49% & from 10% to 24% of paid up equity share capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 1 & 2 as a Special Resolution.

Members are requested to pass the proposed special resolution through postal ballot as permissible under Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

**BY ORDER OF THE BOARD
For MALLCOM (INDIA) LIMITED**

Date: 21st December, 2018
Place: Kolkata

Sd/-
Ajay Kumar Mall
Director
(DIN: 00470184)



Mallcom (India) Limited

CIN: L51109WB1983PLC037008

Regd. Office: EN-12, Sector-V, Salt Lake Kolkata, WB 700091 IN

Phone No.: +91 33 4016 1000; Fax: +91-33-4016 1010

Website: www.mallcom.in; Email ID: investors@mallcom.in

POSTAL BALLOT FORM

1. Name and Registered address :
Of the sole/first named Member

2. Name(s) of the joint Member(s) :
If any

3. Registered Folio No. / DP ID &
Client ID* :
(*Applicable to investors holding
Shares in dematerialized form)

4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Item	Nature of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Item No. 1.	Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in Mallcom (India) Limited.	Special Resolution			
Item No. 2.	Increase in Shareholding limit of Foreign Non Resident Indians (NRIs) limits in Mallcom (India) Limited.	Special Resolution			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
110336		

Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday 9 February, 2019

Note: Please read the instructions printed in the Notice carefully before exercising your vote.