

KHOBSURAT LIMITED

L23209WB1982PLC034793

Regd. Office : Room No. 40, 5th Floor, Martin Burn House, 1 R.N. Mukherjee Road,
Kolkata-700 001, Tel : +91 33 4061 7068.

Email : khoobsurat.kolkata@gmail.com; Website : www.khoobsuratltd.com

NOTICE OF POSTAL BALLOT

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

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below is proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning the resolutions and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as Member of the Company is also enclosed. The Company has appointed Mr. Alok Kr. Das, Practicing Chartered Accountant (Membership No. 055737), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e. 5.00 P.M.) on 27th November, 2015.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("**e-voting**") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of **Central Depository Services (India) Limited** to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e- voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Managing Director of the Company and in his absence the Company Secretary will announce the results post at the Board Meeting scheduled to be held at 05.00 P.M. on 30th November, 2015 at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the BSE Limited (BSE), MCX Stock Exchange Limited and Calcutta Stock Exchange Association Ltd. (CSE) where the Company's shares are listed, will be published in the newspapers and displayed on the Company's website viz. www.khoobsuratltd.com

By Order of the Board

Khoobsurat Limited

S/d-

Goutam Bose

DIN : 02504803)

Managing Director

Place : Kolkata

Date : 19th October 2015

PROPOSED RESOLUTIONS:

Special Business

1. SUB-DIVISION IN FACE VALUE OF EQUITY SHARES

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

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum & Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanctions as may be necessary from the concerned Statutory Authority(ies), and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof), consent of Members be and is hereby accorded to sub-divide each Equity Shares of the Company having face value of ` 10/- (` Ten) into 10 Equity Shares of face value of ` 1/- (` One) each fully paid-up and consequently, the Authorized Share Capital of the Company of ` 15,00,00,000 (` Fifteen Crore) would comprise of 15,00,00,000 Equity Shares of face value of ` 1/- (` One) each with effect from the "Record Date" to be determined by the Board for this purpose."

"RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company, each Equity Share of the face value of ` 10/- (` Ten) as existing on Record Date shall stand sub-divided into 10 (Ten) Equity Shares of face value of ` 1/- (` One) each fully paid-up, with effect from the Record Date."

"RESOLVED FURTHER THAT on sub-division, the 10 (Ten) Equity Shares of face value of ` 1/- (` One) each be issued in lieu of one Equity Shares of the face value of ` 10/- (` Ten) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid-up Equity Shares of ` 10/- (` Ten) each of the Company and shall be entitled to Dividend(s) to be declared after the sub-division in face value of Equity Shares."

"RESOLVED FURTHER THAT upon Sub-division of Equity Shares of the Company as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ` 10/- (` Ten) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of face value of ` 1/- (` One) each on the Sub-division and the Company may, without requiring the surrender of existing Share Certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this regard, from time to time and in the case of Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, things and matters, and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of Committee thereof as it may deem appropriate in this regard."

2. ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM & ARTICLES OF ASSOCIATION

To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing Clause V of the Memorandum of Association of the Company be and here by substituted as follows:

“The Authorized Share Capital of the Company is ` 15,00,00,000/-(` Fifteen Crore) Only divided into 15,00,00,000 (Fifteen Crore) Equity shares of ` 1/- (` One) each with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

NOTES

1. Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 16th October, 2015.
3. The Board of Directors of the Company has appointed Mr. Alok Kr. Das, Practicing Chartered Accountant (Membership No. 055737), as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Alok Kr. Das, Scrutinizer, C/o ABS Consultants Private Limited, Unit: Khoobsurat Limited, 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata-700 001, Tel. No: +91 33-2220 1043, Fax No : +91 33- 2243 0153, E-mail : absconsultant@vsnl.net so as to reach him on or before November 27, 2015 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Managing Director and in his absence by the Company Secretary, if the result of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot will be declared at the Board Meeting scheduled to be held at 5.00 P.M. on 30th November, 2015 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website www.khoobsuratltd.com besides communicating the same to the BSE Limited, MCX Stock Exchange Ltd. and Calcutta Stock Exchange Association Limited where the shares of the Company are listed.
6. A copy of the document (more specifically Memorandum of Association and Articles of Association of the Company along with the proposed drafts amendments) referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. 27th November, 2015.
7. The Postal Ballot Form and the prepaid self-addressed business reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.

8. Voting rights shall be reckoned in proportion to the paid-up Equity Shares registered in the name of the Member as on 16th October 2015.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 1 & 2

The Equity Shares of the Company are listed on of BSE Ltd. (BSE), MCX Stock Exchange Ltd. (MCX-SX) and Calcutta Stock Exchange Association Ltd. (CSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of Equity Shares of the Company, the Board of Directors at its meeting held on 19th October 2015, have approved the sub-division of each Equity Share of face value of ` 10/- each of the Company into 10 Equity Shares of face value of ` 1/- each, subject to the approval of Members. The Company is seeking approval of Members by Postal Ballot for sub-division of each of the existing Equity Shares of the Company.

Accordingly, each issued Equity Share of nominal value of ` 10/- (` Ten) of the Company existing on the Record Date shall stand sub-divide into 10 (Ten) Equity Shares of nominal value of ` 1/- (` One) each.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed by the Board of Directors of the Company of committee thereof after the approval of the Members of the Company is obtained, pursuant to passing the resolution by Postal Ballot.

At present, the Authorized Share Capital of the Company is ` 15,00,00,000/- (` Fifteen Crore) only and the nominal face value of the equity shares of the Company is ` 10/- per Equity Share. Equity Shares of the Company are listed on BSE Ltd. (BSE), MCX Stock Exchange Ltd. (MCX-SX) and Calcutta Stock Exchange Association Ltd. (CSE).

The Resolutions for altering the Capital Clauses in the Memorandum and Articles of Association of the Company as set out at Item No. 2 of the Notice is to reflect the corresponding changes in the Capital Clauses of the Memorandum & Articles of Association of the Company, Consequent to splitting of the existing one Equity Share ` 10/-each into ten Equity Shares ` 1/- each pursuant to the sub-division as proposed therein.

The Board is of the opinion that the aforesaid sub-division of the nominal value of Equity Shares is in the best interest of the members and hence recommends passing of the resolutions at items Nos. 1 & 2.

The Directors of the Company, the Chief Financial Officer, the Company Secretary, being the key managerial person of the Company and their relatives, may be deemed to be interested in this Resolution to the extent of their respective shareholding, if any, in the Company in the same proportion as that of every other member of the Company who holds Equity Shares, if any.

By Order of the Board

Khoobsurat Limited

S/d-

Goutam Bose

DIN : 02504803)

Managing Director

Place : Kolkata

Date : 19th October 2015

KHOBSURAT LIMITED

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POSTAL BALLOT FORM

Sr. No.	Particulars	Details of Member(s)
1.	Name & Registered Address of the first named Member (in Block letters)	
2.	Name of Joint Member(s), if any	
3.	Registered Folio / DP ID / Client ID	
4.	No. of Shares held	

I/We exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for businesses stated in Notice of the Postal Ballot dated 19th October 2015 of the Company by sending my/our assent or dissent to the said Ordinary Resolutions by placing the tick '▪' mark at the appropriate box below:

Item No.	Description	No. of Shares held	I / We Assent (Agree) to the Resolution [FOR]	I / We Dissent (Disagree) to the Resolution [AGAINST]
1.	Ordinary Resolution for sub-division in face value of Equity Shares from ` 10/- to ` 1/-			
2.	Ordinary Resolution for alteration in Capital Clause of Memorandum of Association			

Place :

Date :

(Signature of the Member)

Note : Please read the instructions printed overleaf carefully before exercise your vote.

INSTRUCTIONS FOR PHYSICAL VOTING

1. A Member(s) desirous to exercise his/her/their vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the Self-Addressed Postage prepaid Business Reply Envelop. However envelope containing Postal Ballot Form, if sent by courier at the expenses of the Member(s) will also be accepted.
2. This form should be duly completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company / furnished by NSDL / CDSL to the Company, in respect of shares held in the physical form or Demat form respectively) by the first named Member and in his/her absence, by the next named joint Member.
3. Unsigned / Incomplete Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 PM on November 27, 2015. Postal Ballot Form received after this date will be considered as invalid.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of Members as on the cut-off date i.e. 16th October 2015.
6. A Member may request for a Duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company website www.khoobsuratLtd.com. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM on November 27, 2015.
7. The exercise of vote through Postal Ballot is not permitted through a Proxy.
8. The Scrutinizer's decision on the validity of the vote shall be final and binding.
9. Members are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the said paper(s) / documents will be acted upon.
10. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.

INSTRUCTIONS FOR E-VOTING

In compliance with the 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 provide to the members facility to exercise their votes by electronic means and the business may be transacted through e-voting as per details below:-

- a) Date and time of commencement of voting through electronic means: **Wednesday, October 28, 2015 at 9.00 a. m.**
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed : **Friday, November 27, 2015 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 **October 16, 2015**, 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: CA Alok Kr. Das, Practicing Chartered Accountant (Membership No. 055737), 20 Chanchal Sarani, P. O. Santoshpur, Kolkata – 700 075. E-mail: alokdas631@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 Log on to the e-voting website www.evotingindia.com during the voting period
- ii Click on "Shareholders" tab
- iii Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "KHOBSURAT 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, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes.
- viii After entering these details appropriately, click on "SUBMIT" tab.
- ix 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.
- x 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.
- xi For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for KHOBSURAT LIMITED on which you choose to vote.
- xiii 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.
- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv 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.
- xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii 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.
 - 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.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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. You can also contact the helpdesk on the toll free number: 1800-200-5533.