



HIGH STREET FILATEX LIMITED

Postal Ballot Notice

REGD OFFICE: B-17, IIND FLOOR, 22 GODAM INDUSTRIAL AREA, JAIPUR-302006, INDIA
Tel No: 0141-2214074, 2211658 Fax-0141-2212984

FACTORY: F-86 HIRAWALA INDUSTRIAL AREA, KANOTA, DISTT. JAIPUR-303012, INDIA
Web Site: www.highstreetfilatex.com E-mail: highstreet.filatex@gmail.com

POSTAL BALLOT NOTICE

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

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the "Rules") the Company is seeking consent of the shareholders, through proposed Special Resolution for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole, or substantially the whole of any such undertaking under section 180(1)(a) of the Act, proposed to be passed by way of Postal Ballot. The business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. (Refer instructions for further details on voting by electronic means).

The Company is desirous of seeking your consent for such proposals as contained in the resolution appended below. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and the reasons therefore is annexed. The said resolution and the Explanatory Statement are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed CS Manoj Maheshwari, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly complete in all respects in the enclosed self-addressed business reply envelope so that it could reach the scrutinizer, on or before the closing of working hours i.e. 6.00 P.M on Friday, 30th day of May, 2014 addressed to CS Manoj Maheshwari, the Scrutinizer, M/s High Street Filatex Limited, reaching at the registered office of the company at B-17, 2nd Floor, 22 Godown Industrial Area, Jaipur-302006.

As per the provisions of the Companies Act, 2013, Special Resolution shall be declared as passed by way of postal ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote.

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. Accordingly, the Company is providing e-voting facility as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Scrutinizer will submit his report to the Whole Time Director after completion of the scrutiny and the result of the voting by postal ballot will be announced on Saturday, 31st May, 2014 by the Whole-Time Director or Company Secretary of the Company at

2.00 pm (appointed time). The resolution, if approved, will be taken as passed effectively on the date of declaration of result.

Members who wish to be present at the time of declaration of results may do so by reaching at the Registered Office of the Company at the appointed time. Also, the result will be intimated through press release in newspapers and shall also be posted on the website of the Company www.highstreetfilatex.com.

SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT**AUTHORISATION U/S 180 (1) (a) OF COMPANIES ACT, 2013****To Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company-**

To consider and, if thought fit to give assent or dissent to the following Resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be enacted from time to time and subject to the provisions of Articles of Association of the Company, the consent of the members of the Company by the way of postal ballot, be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board"), to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s) or any other entity, whether shareholders of the Company or not.

RESOLVED FURTHER THAT Mr. Bhagwan Singh, Whole Time Director, Mr. Devendra Palod, Director, Mr. Rajneesh Chindalia, Director and CS Nidhi Khandelwal, Company Secretary of the Company be and are hereby severally or jointly authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

Place: **Jaipur**
Date: **26th April, 2014**

By Order of the Board of Directors

Sd/-
(Bhagwan Singh)
Whole-time Director
DIN: 02305246

Notes:

1. The consent of shareholders is solicited by passing a special Resolution by way of postal ballot as detailed in Item No. 1 of the notice.
2. Explanatory Statement setting out all material facts as required under Section 102 (1) of the Companies Act, 2013 is appended.

3. The Resolution, if assented to by requisite majority, shall be taken as passed on Saturday, the 31st day of May, 2014.
4. The board has appointed CS Manoj Maheshwari, a Practising Company Secretary as the Scrutinizer for conducting the postal ballot voting process.
5. A postal ballot form along with prepaid self addressed envelope is sent herewith. Members are requested to indicate their assent or dissent about the aforesaid business in the postal ballot and return the same to the Company's registered office not later than the closing of working hours i.e. 6.00 P.M. on 30th May, 2014. Postal Ballot form received after this date will be strictly treated as if the reply from the members has not been received.
6. The Notice is being sent to all the members, whose names appear in the Register of Members /Beneficiary Position maintained by the Depositories as on Friday, 25th April, 2014.
7. All documents referred to in the above notice and accompanying explanatory statement are open for inspection at the corporate office of the company on all working days (except Saturday, Sundays, and holidays) between 10.00 A.M. to 5.00 P.M. upto the date for receipt for postal ballot i.e. 6.00 P.M. on Friday, the 30th May, 2014.

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

Pursuant to Section 180(1) (a) of the Companies Act, 2013 and other applicable provisions, the Board of Directors of the Company, shall not, except with the consent of the shareholders in General Meeting; sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of such undertaking.

The Company, inter alia intends to dispose of its land situated at F-86, Hirawala Industrial Area, Kanota, Distt. Jaipur- 303 012 admeasuring to 2354 sq. mtr.

This is to further clarify that the sale proceeds which may result from the transaction will be used for expansion of business of the Company and pay off the liabilities and for such other purposes which are necessary for fulfillment of objectives of the Company.

As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of a Special resolution, which includes voting by electronic means in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the "Rules").

None of the Directors, Key managerial personnel of the Company and their relatives are concerned or interested in the Resolution except to extent of their respective holding of equity or preference shares in the Company.

The Board of Directors of your Company recommends the resolution as set in the enclosed notice for approval.

Place: **Jaipur**
Date: **26th April, 2014**

By Order of the Board of Directors

Sd/-
(Bhagwan Singh)
Whole-time Director
DIN: 02305246

INSTRUCTIONS FOR VOTING:**Voting through Physical 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), in the enclosed self addressed business-reply envelope so as to reach to the scrutinizer, on or before the closing of working hours i.e. 6.00 P.M on Friday, 30th day of May, 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. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Members/shareholders, will also be accepted. Voting by electronic means shall also be admissible for this purpose.
3. The self-address business-reply envelope addresses the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
5. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
6. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the date of dispatch on Notice of Postal ballot.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should also be accompanied by certified true copy of Board Resolution/Letter of Authority delegating requisite power to the person to cast vote on the Postal Ballot Form.
8. Member is requested not to send any other matter along with the Postal Ballot Form. If any extraneous materials/papers are found, the same will be destroyed by the Scrutinizer.
9. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/ s, e.g. pencil etc.)
10. The right of voting by Postal Ballot shall not be exercised by a proxy.
11. Votes of the Members from whom no Postal Ballot Form is received or is received after the stipulated time, as mentioned in the instruction number 1 of this leaf, shall not be counted for the purpose of the passing the Resolutions.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

E-voting Facility

In compliance with the provisions of Sec 108, 110 and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

(A) In case of members receiving e-mail:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Now click on “Shareholders” tab to cast your votes.
- iii. Select the Electronic Voting Sequence Number (EVSN) along with “HIGH STREET FILATEX LIMITED” from the drop down menu and click on “Submit”.
- iv. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Password	<ul style="list-style-type: none"> • Enter your existing password in case you have voted earlier on CDSL’s e-voting system. • Enter the unique password printed on your postal ballot form in case you are using the CDSL’s e-voting system for the first time. 	<ul style="list-style-type: none"> • Enter the unique password printed on your postal ballot form.
PAN	Enter your 10 digit alpha - numeric * PAN issued by Income Tax Department.	

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the default number: XAYBZ0000C in the PAN field.

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Members holding shares in physical form will then reach directly to the voting screen. The password and default number can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
- vii. Members holding shares in Demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field in case members are using the CDSL’s e-voting system for the first time. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat account 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.

- viii. 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 communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
- ix. On the voting page, you will see Resolution Description and option for voting “YES/NO” against resolution description. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- x. Click on the “Resolutions File Link” if you wish to view the entire Postal Ballot Notice.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs.vmanda@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xiv. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
- xv. Members are requested to cast their vote on the Postal Ballot only through one mode (physical Postal Ballot Form or e-voting).
- xvi. The e- voting period starts from 10.00 a.m. on Thursday, 22nd Day of May, 2014, and ends at 6.00 p.m. on Saturday, 24th day of May, 2014. After that, the e-voting module shall also be disabled by CDSL for voting thereafter.
- xvii. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form.

(B) In case of members receiving Postal Ballot Form by Post:

- (i) Initial password and other details are provided as below at the bottom of Postal Ballot Form:

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

- (EVSN and your unique password is being sent to you separately)
- (ii) Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.

(C) 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. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. High Street Filatex Limited, B-17, 2nd Floor, 22 Godown Industrial Area, Jaipur-302006, fill in the requisite details and send the same to the Scrutinizer.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Serial No. _____

Name(s) of Member(s)/Beneficial Owner:
(including joint holders, if any, in block letters) _____

Registered address of the sole/first named:
Member/Beneficial Owner _____

Registered Folio no./DP ID*/Client ID*:
(*applicable to investors holding shares
in dematerialized form) _____

No. of shares held _____

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 Notice of Postal Ballot dated 26th April, 2014 issued by the Company by sending my/our assent/dissent to the said Special Resolution by placing the tick mark (v) in the appropriate column below:

Sr. No.	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board of Directors to sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of such undertaking.			

Place: _____

Date: _____ Signature of the Member/ Beneficial Owner

Note: For E-voting please refer the instructions in the notice attached herewith.

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

NOTE: FOR INSTRUCTIONS, PLEASE SEE OVERLEAF