



**Date: January 08, 2018**

To,  
Dept. of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001  
**Scrip Code: 512443**  
**Scrip Id: GANONTR**

Dear Sir / Madam,

**Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.**

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we hereby inform you that Board of Directors at its meeting held on January 06, 2018 has passed Board Resolution approving Postal Ballot Notice copy of which is enclosed and authorize Company Secretary of the Company to issue the same on behalf of the Company.

The Postal Ballot Notice, along with other documents, will be sent to all the shareholders whose names appear in the Register of Members / Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on January 06, 2018 (cut-off date), seeking their approval as set out in the Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. The voting through postal ballot and through e-voting will commence from Monday, January 15, 2018 (9:00 Hours IST) and shall ends on Wednesday, February 14, 2018 (17:00 Hours IST). The results of Postal Ballot will be announced on or before February 16, 2018.

The Board of Directors of the Company ("Board") has appointed Mr. Sanjay Rashiklal Dholakia, Proprietor of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer for conducting postal ballot / e-voting process in a fair and transparent manner.

The Calendar of Events for conducting Postal Ballot is also enclosed along with this letter.

Further we hereby regret for submission of disclosure after twenty four hours as provided under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 due to delay in fixation of calendar of events for conducting postal ballot.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Ganon Trading and Finance Company Limited

Jay Sanghvi  
Company Secretary & Compliance Officer  
Membership No. A52223



**Ganon Trading and Finance Co. Limited**

Unit No. 1207, B-Wing, One BKC, Plot No. C-66,  
Bandra Kurla Complex, Bandra (E), Mumbai-400 051. • +91 61340923 / 900  
Email : ganontrading@gmail.com • Website : www.ganontrading.com  
CIN NO. L51900MH1985PLCO36708



**Calendar of Events for Conducting Postal Ballot**

Sr. No.	Events	Date of Event (Estimated)
1.	Date of Board Meeting for approving Postal Ballot, authorization to Company Secretary to issue Notice of Postal Ballot & Appointment of Scrutinizer.	January 06, 2018
2.	Cut-off Date for issue of Notice to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Wednesday, January 06, 2018.	January 06, 2018
3.	Registration with CDSL for E-voting.	January 06, 2018
4.	Tentative Date of Completion of Dispatch of Postal Ballot Notice along with Postal Ballot Form. Also a copy of Postal Ballot notice to be sent to the BSE Limited.	January 13, 2018
5.	Uploading Postal Ballot Notice at Companies Website and Advertisement in Newspaper.	January 13, 2018
6.	Date of Commencement of Voting Period for Physical Postal Ballot Form / electronic mode.	From 9:00 a.m. (IST) Monday, January 15, 2018 to 05:00 p.m. (IST) Wednesday February 14, 2018
7.	Preparation and Submission of Scrutinizer's Report.	On or before Friday February 16, 2018
8.	Declaration of Results of Postal Ballot and to inform the BSE Limited and to display the results on website of the Company.	On February 16, 2018
9.	Preparation and Signing of Minutes by the Director of the Company.	On or before March 15, 2018
10.	Returning the Ballot Paper, Register and other Related Papers to the Company Secretary by the Scrutinizer	On or before March 15, 2018
11.	Filing of form MGT 14 – for recording Special Resolution	On or before March 15, 2018

GANON TRADING AND FINANCE COMPANY LTD.

*Authorised Signatory*  
Authorised Signatory



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### **Postal Ballot Notice**

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

#### **Dear Shareholder(s),**

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, that the resolutions appended below are proposed to be passed by the shareholders through postal ballot (the "Postal Ballot") / electronic voting ("e-voting").

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot form (the "Postal Ballot Form") for your consideration.

The Board of Directors of the Company ("Board") has appointed Mr. Sanjay Rashiklal Dholakia, Proprietor of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer for conducting postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Company not later than 17:00 hours IST on February 14, 2018. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17:00 hours IST on February 14, 2018 shall be deemed invalid.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the Notes under section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice includes votes received electronically.

The Scrutinizer will submit his report to the Company Secretary or any other authorized person of the Company after the completion of the scrutiny of the postal ballot (including e-voting). The results of the postal ballot shall be declared by the Company Secretary or any other authorized person of the Company on or before February 16, 2018 and will be communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall be made available on the companies websites i.e. [www.ganontrading.com](http://www.ganontrading.com)

By Order of the Board  
For **Ganon Trading and Finance Co. Limited**

**Jay Sanghvi**  
Company Secretary & Compliance Officer  
Mumbai  
January 06, 2018



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## Special Business

### Item No. 1

#### To Alter the Object Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution: -

**"RESOLVED THAT**, in accordance with the provisions of Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause 3(A) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing 3(A)(1) and 3(A)(2) clause with following clause:

- (1) To carry on the business of dealers, general order suppliers, contractors, importers, exporters, merchants, stockists, buyers, sellers, agent, broker, commission agent in cotton, jute, tea, coffee, steel products, textiles, garments, yarn, synthetic goods, fibrous materials, mill stores coal, chemicals, fertilizers, building materials, office appliances, decorative items, electrical and electronic items, plastic goods, rubber items, pulp, paper engineering goods, cast iron items and all other products.
- (2) To carry on the business of manufacturing activity in cotton, jute, tea, coffee, steel products, textiles, garments, yarn, synthetic goods, fibrous materials, mill stores coal, chemicals, fertilizers, building materials, office appliances, decorative items, electrical and electronic items, plastic goods, rubber items, pulp, paper engineering goods, cast iron items and all other products.

**"RESOLVED FURTHER THAT** Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized certified the aforesaid resolution and to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai/ Ministry of Corporate Affairs), in connection with the amendment of Object Clause of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions."

### Item No. 2

#### To Alter the Name Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution: -

**"RESOLVED THAT** pursuant to the provisions of Section 13 read with Companies (Incorporation) Rules, 2014 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 subject to the approval of Central Government or such other authority(ies) as may necessary, the name of the Company be and is hereby changed from '**Ganon Trading and Finance Co. Limited**' to '**Ganon Products Limited**' and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following clause for the existing clause I thereof:-The name of the Company is "**Ganon Products Limited**."

**"RESOLVED FURTHER THAT** wherever the name "**Ganon Trading and Finance Co. Limited**" is appearing in the Memorandum of Association be substituted by "**Ganon Products Limited**."



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"RESOLVED FURTHER THAT Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized certified the aforesaid resolution and to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai/ Ministry of Corporate Affairs), in connection with the amendment of Name Clause of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions."

**Item No. 3**

**To alter other clause of Memorandum of Association to align with provisions of Companies Act, 2013.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution: -

"RESOLVED THAT pursuant to the provisions of section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to alter existing clause of Memorandum of association of the Company as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013 (a copy of which is available for inspection at registered of the Company and website of the Company i.e. [www.ganontrading.com](http://www.ganontrading.com))."

"RESOLVED FURTHER THAT Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized certified the aforesaid resolution and to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai/ Ministry of Corporate Affairs), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions."

**ITEM NO 4.**

**To Alter provisions of Articles of Association for Change in Name of the Company and to align with the provisions of Companies Act, 2013**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association reflecting new name be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company (a copy of which is available for inspection at registered of the Company and website of the Company i.e. [www.ganontrading.com](http://www.ganontrading.com))."



**Ganon Trading and Finance Co. Limited**

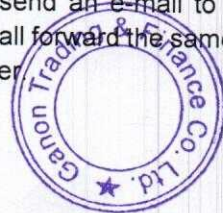
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**“RESOLVED FURTHER THAT** Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized certified the aforesaid resolution and to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai/ Ministry of Corporate Affairs), in connection with the Alteration in provisions of Article of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.”

**Notes:**

- 1 The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith.
- 2 Resolution passed by the shareholders through Postal Ballot and E-voting is deemed to have been passed at a General Meeting of the shareholders.
- 3 The material documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company on all working days except Saturday, Sundays and Public Holidays (between 03.00 P.M. to 05.00 P.M.) up to the last date for receipt of the Postal Ballot Form.
- 4 The Notice along with Explanatory Statement and Pre-Paid Business Reply Envelope, are being sent to all the eligible shareholders of the Company by post whose names appear in the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or Registrar and Share Transfer Agent (RTA) as on January 06, 2018. The Notice will be displayed on the website of the Company ([www.ganontrading.com](http://www.ganontrading.com)) and of CDSL.
- 5 The Company has appointed Mr. Sanjay Dholakia, Proprietor of Sanjay Dholakia & Associates, Practising Company Secretaries, (Membership No. 2655 & C.P. No. 1798) ([sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com)) as Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner.
- 6 Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on January 06, 2018.
- 7 A postal ballot form along with self-addressed pre-paid Business Reply Envelope is enclosed. Shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [ganontrading@gmail.com](mailto:ganontrading@gmail.com). The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.



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- 8 Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer on or before 17.00 Hrs. (IST) on February 14, 2018. Any postal ballot form received after the said date and time period shall be treated as if the reply from the member has not been received.
- 9 Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.
- 10 The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and / or furnished to NSDL / CDSL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorization giving the requisite authority to the person voting on the postal ballot form.
- 11 The postal ballot period commences on January 15, 2018 (09:00 hours IST) and ends on February 14, 2018 (17:00 hours IST).
- 12 In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to shareholders to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Postal Ballot Notice.

#### **Voting through electronic means**

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its shareholders, 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 CDSL for purpose of providing e-voting facility to all its shareholders.

The voting period begins on 9.00 Hrs (IST) on Monday, January 15, 2018 till 17.00 Hrs (IST) on Wednesday, February 14, 2018. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off-date of January 06, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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**The instructions for e-voting are as follows:**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders.
3. Now Enter your User ID
  - ❖ For CDSL: 16 digits beneficiary ID,
  - ❖ For NSDL: 8 characters Alpha-numeric DPID followed by 8 Digits Client ID,
  - ❖ Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user, follow the steps given in the table below.

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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 8 digits of the sequence number in the PAN field as mentioned on the mailing address sticker. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii) above.

6. After entering these details appropriately, click on "SUBMIT" tab.
7. Members holding shares in physical form will then reach directly to the EVSN 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.



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8. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
  9. Click on EVSN of GANON TRADING AND FINANCE CO. LIMITED.
  10. 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.
  11. Click on the "Resolutions File Link" if you wish to view the Resolution.
  12. 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.
  13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  14. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
  15. If you are a Demat account holder and have forgotten your password then enter the User ID and the image verification code as displayed and click on Forgot Password & enter the relevant details as prompted by the system.
- 13 **Note for Corporate Shareholders :**

**Note for Non – Individual Shareholders and Custodians**

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 14 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- 15 You can opt only one mode of voting i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by E-voting will be treated as invalid.
- 16 Mr. Sanjay Dholakia, Proprietor of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, Mumbai (Membership No. 2655 & C.P No. 1798) ([sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com)) has been appointed as the Scrutinizer to scrutinize the E-voting and Postal Ballot process in a fair and transparent manner.
- 17 The Scrutinizer shall after the conclusion of voting will first count the votes cast and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than two days of the conclusion of the voting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or in his absence to Director or Company Secretary of the Company, who shall countersign the same and declare the result of the voting forthwith;
- 18 The Results along with the Scrutinizers report shall be placed on the website of the Company i.e. [www.ganontrading.com](http://www.ganontrading.com) and on the notice board of the Company at its registered office immediately after the declaration of results by the Chairman or in his absence by a Director or Company Secretary on February 16, 2018. The results shall also be communicated to the Stock Exchanges, BSE Limited. The results would also be available on CDSL's website viz. [www.cdslindia.com](http://www.cdslindia.com) and stock exchange websites BSE: [www.bseindia.com](http://www.bseindia.com).

By Order of the Board  
For **Ganon Trading and Finance Co. Limited**

**Jay Sanghvi**  
**Company Secretary & Compliance Officer**  
Mumbai  
January 06, 2018



## **Ganon Trading and Finance Co. Limited**

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CIN NO: L51900MH1985PLCO36708



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

The Explanatory Statement for Item No. 1 to 4 of the accompanying Notice sets out hereinabove is as under:

**Item No. 1**

**To Alter the Object Clause of Memorandum of Association of the Company.**

The Board of Directors of the Company at its meeting held on December 14, 2017 has passed Board Resolution to alter the Object Clause of the Memorandum of Association of the Company as the Company is no more engaged in the business of Finance Services and there is only segment of business i.e. Trading of Products.

The Company, as per the provisions of Section 13 of the Companies Act, 2013 and the rules framed thereunder, shall not, except with the consent of Members by Special Resolution alter the Objects clause of its Memorandum of Association.

The existing Clause III of Memorandum of Association needs to be deleted and a new Clause needs to be inserted under the Main Objects reflecting the business of trading of products.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Members.

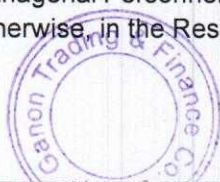
**Item No. 2**

**To Alter the Name Clause of Memorandum of Association of the Company.**

The Board of Directors of the Company at its meeting held on December 14, 2017 has passed a Board Resolution for change the name of the Company from '**Ganon Trading and Finance Co. Limited**' to '**Ganon Products Limited**' in order to resonate the identity of Business of the Company and to comply with Regulation 45 of SEBI (Listing Obligation and Disclosure Requirement Regulation), 2015.

Pursuant to provisions of Section 4 and 13(2) of the Companies Act, 2013, any change in name of the Company and alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special Resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.



**Ganon Trading and Finance Co. Limited**

Unit No. 1207, B-Wing, One BKC, Plot No. C-66,

Bandra Kurla Complex, Bandra (E), Mumbai-400 051. • +91 61340923 / 900

Email : ganontrading@gmail.com • Website : www.ganontrading.com

CIN NO. L51900MH1985PLCO36708



The Board of Directors recommend passing of the Special Resolution.

**Item No. 3**

**To alter other clause of Memorandum of Association to align with provisions of Companies Act, 2013.**

The existing Memorandum of Association ("MOA") of the Company are based on the provisions of the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the Act") which replaces the provisions of the Companies Act, 1956.

In order to Adopt Table A of Schedule I of Companies Act, 2013 and to other clauses with provisions of Companies Act, 2013 Companies needs alter or adopt new set of Memorandum of Association.

Pursuant to the provisions of Section 13 of the Companies Act, 2013 approval of the Shareholders of the Company by Special Resolution is required for the adoption of new set of Memorandum of Association replacing the existing one and accordingly the approval of the shareholders is being sought for the adoption of new set of Memorandum of Association.

A copy of New Memorandum of Association are available for inspection by the Members at the registered office of the Company during normal business on all working days from the dispatch of the notice, up to the last date of voting i.e. February 14, 2018 and is also available on the website of the Company at [www.ganontrading.com](http://www.ganontrading.com).

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

The Board of Directors recommend passing of the Special Resolution.

**ITEM NO 4.**

**To Alter provisions of Articles of Association for Change in Name of the Company and to align with the provisions of Companies Act, 2013.**

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956.

Members are aware that the Ministry of Corporate Affairs ("MCA") has notified most of the sections of the Companies Act, 2013 ("the Act") which replaces the provisions of the Companies Act, 1956.

In order to Adopt Table F of Schedule I of Companies Act, 2013 and to other provisions of Articles of Association with the provisions of Companies Act, 2013, Companies needs alter or adopt new set of Articles of Association.



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Pursuant to the provisions of Section 14 of the Companies Act, 2013 approval of the Shareholders of the Company by Special Resolution is required for the adoption of new set of Articles of Association replacing the existing one and accordingly the approval of the shareholders is being sought for the adoption of new set of Articles of Association.

A copy of New set of Articles of Association are available for inspection by the Members at the registered office of the Company during normal business on all working days from the dispatch of the notice, up to the last date of voting i.e. February 14, 2018 and is also available on the website of the Company at [www.ganontrading.com](http://www.ganontrading.com).

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution, except as shareholders of the Company.

The Board of Directors recommend passing of the Special Resolution.

By Order of the Board  
For **Ganon Trading and Finance Co. Limited**

**Jay Sanghvi**  
**Company Secretary & Compliance Officer**  
**Mumbai**  
**January 06, 2018**



**Encl:** 1) Postal Ballot Form  
2) Self Addressed Postage Pre-paid Business Reply Envelope

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**POSTAL BALLOT FORM**

(To be return to the Scrutinizer appointed by the Company)

Serial No.

1. Name and Registered Address of the :  
Sole / First named shareholder
2. Name (s) of the Joint Holder (s), if any :
3. Folio No. / DP ID\* / Client ID\* :  
(\*Applicable for investors holding shares in demat form)
4. Number of shares held :

I / We hereby exercise my / our vote in respect of Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated January 06, 2018 by sending my / our assent (IN FAVOUR) or dissent (AGAINST) to the said Resolution by placing tick (✓) mark at the appropriate box below :  
(Tick in both the boxes will render the ballot invalid)

Sr. No.	Description of Resolution	No. of Shares held	I/We assent to the resolution (In Favour)	I/We dissent to the resolution (Against)
1.	To Alter the Object Clause of Memorandum of Association of the Company.			
2.	To Alter the Name Clause of Memorandum of Association of the Company.			
3.	To alter other clause of Memorandum of Association to align with provisions of Companies Act, 2013.			
4.	To alter other clause of Memorandum of Association to align with provisions of Companies Act, 2013.			

Place:

Date:

(Signature of Member)

**Electronic Voting Particulars**

The e-voting facility is available at [www.evotingindia.com](http://www.evotingindia.com). The electronic Voting Particulars are set out as follows:

EVSN (E-voting Sequence Number)	• Default Sequence Number

- Members who have not updated their PAN with the Company/ Depository Participant shall use Default Sequence Number in the PAN field. Other Members should use their PAN.



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REG NO. L51900MH1985PLCO36708



**NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE EXERCISING THE VOTE.**

**INSTRUCTIONS**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot Form, if deposited in person or if sent by courier at the expense of the Member, will also be accepted.
2. Alternatively, shareholders may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. Please convey your assent / dissent in this Postal Ballot Form. The consent must be accorded by recording the assent in the column "IN FAVOUR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
4. This Postal Ballot 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 or furnished by NSDL / CDSL to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named Member and in his / her absence, by the next named joint-holder.

Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.

A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case, an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

5. Unsigned, Incomplete or Incorrect Postal Ballot Forms shall be rejected. The votes in the postal ballot cannot be exercised by a proxy. Kindly ensure that duly completed Postal Ballot Form reaches the Scrutinizer before 17.00 Hours (IST) on Wednesday, February 14, 2018. If any Postal Ballot Form is received after the date, it will be considered that no reply from such member has been received.
6. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
7. A Member may request for a duplicate Postal Ballot Form, if so required, by sending an e-mail to [ganontrading@gmail.com](mailto:ganontrading@gmail.com). The Registrar and Transfer Agent / Company shall forward the same along with postage pre-paid self-addressed Business Reply envelop to the shareholder. However, duly completed postal ballot form should reach the Scrutinizer not later than the date specified under instruction 5 above i.e. on or before 17.00 Hours (IST) on Wednesday, February 14, 2018.



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8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on Saturday, January 06, 2018.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed Business Reply Envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
10. A Member need not use all his / her votes nor he / she needs to cast all his / her votes in the same way.
11. 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 recipient of the Notice who has no voting rights should treat the Notice as intimation only.
12. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using erasable writing medium/s like pencil). There will be only one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. The decision of the Scrutinizer on the validity of the Postal Ballot will be final.
14. The results along with the Scrutinizers Report shall be placed on the website of the Company i.e. [www.ganontrading.com](http://www.ganontrading.com) and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman or a Director or Company Secretary on February 16, 2018. The results shall also be communicated to the Stock Exchanges, BSE Limited, Mumbai. The Results would available on CDSLs website viz. [www.cdslindia.com](http://www.cdslindia.com) and stock exchange websites BSE: [www.bseindia.com](http://www.bseindia.com).



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