

INDIAN TONERS & DEVELOPERS LIMITED

Regd. Office : 10.5 Km Milestone, Rampur Bareilly Road, Rampur 244 901 (U.P.)

(CIN: L74993UP1990PLC015721)

E-Mail ID info@indiantoners.com, Website : www.indiantoners.com | Phone No. 0595-2356271 Fax No. 0595-2356273

POSTAL BALLOT FORM

Serial No.

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 :

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice issued by the Company dated 23.05.2015 by conveying my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing a tick (✓) mark at the appropriate box.

Item No.	Description	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Adoption of new set of Articles of Association of the Company inter-alia pursuant to the Companies Act, 2013.			
2.	Providing mortgage of properties of the Company u/s 180 (1) (a) of the Companies Act, 2013			
3.	To make loan(s) to any person or other body corporate and/or give any guarantee(s)/provide any security(ies) in connection with loan(s).			

Place :

Date :

(Signature of the Member)

Note: Please read carefully the instructions printed overleaf before completing this form.

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ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

- i. A Member desiring to exercise the vote by Postal Ballot Form should complete and sign the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballot Form, if sent by any other mode like courier, Speed / Registered post etc. at the expense of the Member, will also be accepted.
- ii. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
- iii. There will be only one Postal Ballot Form for every Folio irrespective of number of joint Members.
- iv. In case of shares held by Corporates / Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) duly completed Postal Ballot Form should be accompanied by certified true copy of the Board resolution / Authority Letter together with attested specimen signature of the duly authorised signatory(ies).
- v. Unsigned / incomplete or incorrect Postal Ballot Form will be rejected.
- vi. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on 29.8.2014 Postal Ballot Forms received after that will be strictly treated as if the reply from the Member has not been received.
- vii. A Member may request for a duplicate Postal Ballot Form, if required, from Alankit Assignments Limited. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified above.
- viii. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 17.07.2015.
- ix. Please convey your assent (FOR) or dissent (AGAINST) in the Postal Ballot Form. The assent / dissent must be accorded by placing a tick mark (✓) in the appropriate column of the Postal Ballot Form.
- x. The Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed self-addressed business reply envelope.
- xi. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
- xii. The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure on E-voting is enumerated in the notice.

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NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and such other rules and regulations as may be applicable, that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/e-Voting.

The Explanatory Statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form. The said Special Resolutions and the Explanatory Statement is being sent to you along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company has appointed Mr. V. Hari, Practicing Company Secretary as a Scrutinizer to scrutinize the Ballot papers received from the Members and for conducting the Postal Ballot process (including e-Voting) in a fair and transparent manner.

You are requested to carefully read the instructions attached herewith, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Saturday, 29th August, 2015.

In compliance with the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, the Company is also offering e-Voting facility as an alternate mode of voting, to its Member who can cast their vote electronically instead of physical submission of the Postal Ballot forms. For this purpose, the Company has signed an agreement with Alankit Assignments Limited for facilitating e-Voting platform. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be announced on Tuesday, 1st September, 2015, at 5.00 p.m. at the Registered Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with requisite particulars on the Company's website viz www.indiantoners.com.

The Members are requested to consider and, if thought fit, to pass the following resolutions. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results of Postal Ballot.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals required, if any, in this regard from appropriate authorities, for creation, from time to time, of such hypothecations, charges, mortgages and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities already created by the Company on such terms and conditions, as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the Banks/financial institutions/debenture trustees/other lenders as may be agreed to by the Board, for the purpose of securing the repayment of any loans/financial assistance/working capital facilities (whether in rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner provided that the total borrowings under Section 180(1)(c) of the Act shall not to exceed Rs.50 Crores (Rupees Fifty Crores) only at any point of time together with the interest, additional interest, compound interest, liquidated damages, all other cost, charges, expenses including any increase as a result of devaluation/revaluation/fluctuation in the rate of foreign exchange and all other monies payable by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 sign 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 and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution(s) passed by the Shareholders of the Company ("Shareholders") and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such consents, approvals, and permissions as may be necessary in that regard and subject to such conditions that may be imposed by any authority while granting such consents, approvals and permissions as may be agreed to by the Board of Directors of the Company, consent of the Shareholders be and is hereby accorded to the Board to make loan(s) to any person or other body corporate and/or give any guarantee(s) / provide any security(ies) in connection with loan(s) made to any body corporate or person and/or acquire by way of subscription, purchase or otherwise, securities of any body corporate upto an aggregate amount not exceeding Rs. 100.00 Crores (Rupees One hundred Crores Only) notwithstanding that the aggregate of loan(s), guarantee(s) or security(ies) so far given or to be given and/or investment(s) so far made or to be made may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders and the Board is hereby further authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution."

By Order of the Board
for INDIAN TONERS & DEVELOPERS LTD

Place: New Delhi

Dated: 23rd May, 2015

(S.C. SINGHAL)
COMPANY SECRETARY

Notes:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.
3. Mr. V. Hari, Practicing Company Secretary (FCS: 3552 CP: 8244) has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
4. The Company has engaged National Securities Depository Limited ("NSDL") to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 17.7.2015 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories and to other shareholders by Registered Post / Courier.
5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 17.00 hours on 29.8.2015
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
7. Member desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A member can log in any number of times till the votes are casted on all the resolutions or till the end of the Voting Period whichever is earlier.
8. Members have an option to request for physical copy of the Postal Ballot form from Company's Registrar and Transfer Agent viz., Alankit Assignments Limited, Alankit Heights, 1E/13 Jhandewalan Extension, New Delhi - 110055. Request can be sent through an e-mail to info@alankit.com by mentioning their Folio/ DP Id and Client Id No. However, the duly completed Ballot Forms should reach the scrutinizer not later than 17.00 hours on 29.8.2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.
9. The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or Company Secretary will, announce the results of Voting by Postal Ballot on 1.9.2015 and the resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director or Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed on the website of the Company www.indiantoners.com and intimated to the Stock Exchanges on which the shares of the Company are listed.
10. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office/Corporate Office of the Company during 10.00 AM to 2.00 PM on all working days upto the date of declaration of the results of the E-voting/Postal Ballot.

11. The instructions for shareholders voting electronically are as under:

I.A. In case a Member receives an E-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open email and open PDF file viz; "ITDL E-voting.pdf" with your Client ID or Folio No. as pass word. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. You will not receive the PDF if you are already registered with NSDL.
- (ii) Launch internet browser by typing the following URL <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting : Active Voting Cycles.
- (vii) Select "EVEN" of Indian Toners & Developers Ltd.
- (viii) Now you are ready for e-voting as Cast Vote Page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders(i.e. other than individuals, HUF, NRI etc.) are requested 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 to csvhari@gmail.com or investors@indiantoners.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:

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

EVEN (E Voting Event Number)	User ID	Password / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

II. 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 Downloads section of www.evoting.nsdl.com.

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. The e-voting period commences on 30.7.2015 and ends on 29.8.2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17.7.2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently

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

Item No. 1

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. 9.1.1990. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 23rd May, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 10.00 a.m. and 2.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

ITEM NO. 2

To meet the working capital requirements and long term fund requirements, from time to time, the Company will be required to borrow monies from various Banks/financial institutions/other lenders. These borrowings of the Company are in general required to be secured by creating suitable mortgage or charge on all or any of the movable/immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors (herein after referred to as "the Board"), from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company on its movable/immovable properties and/ or the whole or any part of the undertaking(s) of the Company in favour of the Banks/Lenders, with a power to take over the mortgaged property of the Company in the event of default by the Company may be regarded as disposal of the whole or substantially the whole of the Company's said mortgaged properties within the meaning of Section 180(1)(a) of the Companies Act, 2013 ('Act'). Fresh approval is sought from the shareholders under Section 180(1)(a) of the Act, authorizing the Board for creating security on the movable/immovable assets of the Company, both present and future, by way of charge ranking pari passu or otherwise in favour of the lending Bank(s) and/institution(s) and any other lender(s) upto an amount not exceeding Rs.50 Crores (Rs. Fifty Crores).

Accordingly, prior approval of the Shareholders is being sought by way of Special Resolution as set in Item No. 2 of this Notice.

Your Directors recommend the Resolution at Item No. 2 of this Notice for your approval.

None of the Directors and /or the Key Managerial Personnel of the Company and /or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution save and except to the extent of their directorship/shareholding in any such body corporate as may be applicable.

ITEM NO.3

In terms of the provisions of Section 186 of the Companies Act, 2013, giving of any loan to any person or other body corporate and/ or to give any guarantee(s) / provide any security(ies) in connection with loan(s) made to any other body corporate or person and/or acquiring by way of subscription, purchase or otherwise, securities of any body corporate, in excess of the limits prescribed, requires approval of the Shareholders by way of a Special Resolution.

The Shareholders of the Company had earlier by way of a Special Resolution passed under the provisions of Section 372A of the Companies Act, 1956 and rules framed thereunder authorized the Board of Directors to make investments, give loans, provide guarantee/security in excess of limits prescribed thereunder upto an aggregate amount not exceeding Rs. 45 Crores (Rupees Forty five Crores Only).

Considering the current business operations and further growth plans of the Company, it would be necessary to enhance the authorization granted to the Board of Directors of the Company to make any loan to any body corporate, give any guarantee or provide security in connection with loan made to any other body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding the limits prescribed under Section 186 of the Companies Act, 2013.

Accordingly, prior approval of the Shareholders is being sought by way of Special Resolution as set in Item No. 3 of this Notice.

Your Directors recommend the Resolution at Item No. 3 of this Notice for your approval.

None of the Directors and /or the Key Managerial Personnel of the Company and /or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution save and except to the extent of their directorship/shareholding in any such body corporate as may be applicable.

By Order of the Board
for INDIAN TONERS & DEVELOPERS LTD

Place: New Delhi
Dated: 23rd May, 2015

(S.C. SINGHAL)
COMPANY SECRETARY