



# Crazy Infotech Limited

Registered Off: # 3, 2nd Floor, Swaminathan Street, Chennai - 600 033, INDIA.  
Tel : +91 - 44 - 2471 0737. Website: [www.crazyinfotech.com](http://www.crazyinfotech.com)

To  
Manager  
Corporate Relations Department  
BSE Limited, P. J. Towers  
Dalal Street, Fort  
Mumbai – 400001.

May 12, 2017

Dear Sir / Madam

Subject: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclose herewith the Postal Ballot Notice and the Postal Ballot Form dispatched to the members

The e-voting period commences on Saturday, 13th May, 2017 (9.00 a.m. IST) and ends on Monday, 12th June, 2017 (5.00 p.m. IST). Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 6th May, 2017, may cast their vote by remote e-voting. The duly completed Ballot Form should reach the Scrutinizer not later than Monday, 12th June, 2017 (5.00 p.m. IST).

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,  
Yours faithfully,

For Crazy Infotech Limited

Director

Encl: Notice of Postal Ballot & Postal Ballot Form

# **CRAZY INFOTECH LIMITED**

Registered Office: #3, 2<sup>nd</sup> Floor, Swaminathan Street, Chennai-600 033

E-mail: crazyinfotech@gmail.com. | CIN - L14200TN1992PLC084227

Website: [www.crazyinfotech.com](http://www.crazyinfotech.com)

## **NOTICE OF POSTAL BALLOT**

### **Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.**

Dear Members

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below for reduction of capital of the company is proposed to be considered and if thought fit, to pass the following resolutions by the Members through Postal Ballot/Electronic Voting (e-voting).

The Resolutions and Explanatory Statement pertaining to the said Resolutions setting out the relevant material facts and the reasons for which such resolution proposed, are appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed, postage pre-paid, Business Reply Envelope ("BRE").

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before Monday, June 12, 2017 by 5:00 p.m. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

For e-voting, please read carefully the "Instructions for e-voting" enumerated under point no.5 in the notes to this Notice.

The Board of Directors of the Company have appointed Mr. A. Kumar Reddy, a Practicing Company Secretary (M. No. 7162 & C.P. No: 7843) as Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner.

The said resolutions as set out below, are to be passed as special resolutions and shall be declared as duly passed if votes cast in favour of the resolutions are not less than three times the number of votes, if any cast against the resolution.

The Scrutinizer will submit his report to the Chairman of the Company, after completion of scrutiny, on or before Wednesday, June 14, 2017. The result of the Postal Ballot will be announced on the same day i.e. Wednesday, June 14, 2017 and communicated to stock exchanges and also shall be displayed on the company's website.

### **REDUCTION OF SHARE CAPITAL OF THE COMPANY AND CANCELLATION OF ENTIRE SHARE PREMIUM**

The Company is seeking your consent for the proposal as contained in the Resolution appended herein below. The Resolution and the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for which such resolution is proposed is being sent to you along with a Postal Ballot Form for your consideration.

## **SPECIAL BUSINESS**

### **Item No.1: To approve the Scheme of Reduction of Capital.**

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

**“RESOLVED THAT**, pursuant to Sections 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all such laws as may be applicable from time to time, if any, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Memorandum of Association and Article 38 of Table F of the Companies Act, and subject to the approval of the Hon’ble National Company Law Tribunal, Chennai and other appropriate authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the authorities concerned, from time to time, while granting such approvals, consents, permissions or sanctions and which may be agreed by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to adjust the debit balance in Profit & Loss account to the extent of Rs.8,49,92,900/- by reducing the paid-up equity share capital of the company from 6,68,81,000/- (Rupees Six Crore Sixty Eight Lacs Eighty One Thousand only) divided into 6,68,81,000 equity shares of Rs.1/- each to Rs. 66,88,100 (Rupees Sixty Six Lacs Eighty Eight Thousand One Hundred only) divided into 6,68,81,000 equity shares of Rs. 0.10 per share and then immediately thereafter consolidating 10 equity shares of Rs. 0.10 per share into 1 equity share of Rs. 1/- each i.e. consolidation of 6,68,81,000 equity shares of Re.0.10 each into 66,88,100 equity shares of Re.1- each, fully paid up and by cancellation of the entire share premium of Rs. 2,48,00,000/- (Rupees Two crore Forty Right Lakhs only).”

**“RESOLVED FURTHER THAT**, the Scheme of Reduction of Capital which is circulated to the members along with this postal ballot notice detailing the reduction of share capital as explained above be and is hereby approved.”

**“RESOLVED FURTHER THAT**, subject to the approval of the Hon’ble National Company Law Tribunal at Chennai and any other appropriate authority, as may be applicable, the Company be and is hereby not required to add word "And Reduced" to its name as the last words there off."

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the arrangement embodied in the Scheme and to accept such modification or conditions, if any, which may be required or imposed by the National Company Law Tribunal, Chennai while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme.”

**"RESOLVED FURTHER THAT**, Mr. N.Aravind, Managing Director and Mrs. A.Anitha, Director of the Company and/ or any other person of the Company as may be nominated by the Board of Directors of the Company, be and are hereby severally authorized to take all necessary steps to give effect to the said resolution pertaining to reduction of capital of the Company, including but not limited to:

- a) Representing the Company before Hon’ble National Company Law Tribunal or before any other judicial, quasi-judicial, governmental or statutory authority;
- b) Filing the application/ petition and/ or any other document/ information/ details with the concerned Stock Exchange/ SEBI or any other body or regulatory authority or agency to obtain approval or sanction to the proposed reduction of capital or for giving effect thereto.

- c) Filing of application/petition and/or any other information/ documents with the Hon'ble National Company Law Tribunal and/or any other regulatory authorities for their approval to the proposed reduction of capital or giving effect to any of the provisions thereto.
- d) Filing of any affidavit, petitions, pleadings, applications, forms or reports before the Hon'ble National Company Law Tribunal or any statutory or regulatory authority, including stock exchanges, the Securities and Exchange Board of India, the Registrar of Companies, Regional Director, or such other authority as may be required in connection with the proposed reduction of capital and or in connection with its sanction thereof and to do all such acts deeds or things as they may deem necessary in connection therewith and incidental thereto;
- e) Signing all applications, petitions, documents, undertakings affidavits, letters relating to the proposed reduction of capital, and represents the Company before any regulatory authorities and the Hon'ble National Company Law Tribunal in relation to any matter pertaining to the proposed reduction of capital or delegates such authority to another person by a valid power of attorney.
- f) Engage Counsels, Advocates, Solicitors, Chartered Accountants, Company Secretaries and other professionals and to sign and execute vakalatnama wherever necessary and sign and issue public advertisements and notices.
- g) Do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise including things as may be necessary or required to give effect to the proposed reduction of capital and for matter connected therewith or incidental thereto.

Place: Chennai  
Date: 27.04.2017

For Crazy Infotech Limited  
Sd/-  
N.Aravind  
Managing Director  
DIN:01895602

**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts are appended herein below.
2. The postal ballot notice is being sent (by post or e-mail) to all the members, whose name appears in the Register of Members/ List of beneficial owners, as on May 6, 2017. The notice will be displayed on the website of the Company ([www.http://crazyinfotech.com/postal-ballot.html](http://crazyinfotech.com/postal-ballot.html)) and on the website of (Registrar) LINK INTIME INDIA PVT LTD-<http://linkintime.co.in>. The postal ballot notice is being sent to the members in electronic mode to the email addresses registered with their depository participant/the company's Registrar and Transfer agent. For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a pre-paid postage, self addressed business reply envelope.

3. In compliance with the provisions of Section 110 of Companies Act, 2013 read with the Rules there under, the Company is pleased to offer e-voting facility for all its shareholders to enable them to cast their votes electronically. For this purpose, the Company has engaged NSDL / CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
4. In accordance with Para I(A)(8) of the Annexure I to the circular No. CIR/CFD/CMD/16/2015 dated 30th December, 2015 and circular No CFD/DIL3/CIR?@)!&?@! DATED March 10, 2017, issued by SEBI, the Observation Letter of the Stock Exchange, Pre & Post Scheme (expected) Capital Structure & Shareholding Pattern, the Fairness Opinion issued by the Merchant Banker, Compliant Report and Compliance Report as per Para2(h) of the SEBI circulars are disclosed in the Explanatory Statement attached to the Notice.
5. The following documents are open for inspection by the members at the Registered Office of the Company in all working days between 11.00A.M. to 1.00 P.M. up to 12<sup>th</sup> June 2017. (This should be the part of the Explanatory Statement as per the SEBI circular)
  - a. Memorandum and Articles of Association of the company
  - b. Annual Report for the financial year ended 31.03.2016, 31.03.2015 and 31.03.2014.
  - c. Copy of the audited balance sheet and profit and loss account for the year ended March 31, 2017;
  - d. Scheme of Reduction of Capital
  - e. Board Resolution approving the Scheme
  - f. Fairness Opinion issued by the Merchant Banker
  - g. Observation Letter of BSE Ltd
  - h. Complaints Report
  - i. Register of Directors Shareholding of the company
  - j. Copy of the Report of the Audit Committee dated 16<sup>th</sup> September 2016 for recommendation of the Scheme;
  - k. Compliance Report as per Para2(h) of the SEBI circulars
6. E-Voting facility to the members.
  - A. Information and other instructions relating to e-voting are as under:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered through Postal Ballot by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The members may cast their votes using an electronic voting system from anywhere ("remote e-voting"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing the Postal Ballot Form with the Notice. Instructions for Postal Ballot Form are given at the back of the said form and instructions for e-voting are given here in below.

B. The process and manner for remote e-voting are as under:

1. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - I. Open the e-mail and also open PDF file namely "Crazy e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and

password/PIN for remote e-voting. Please note that the password is an initial password.

- II. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - III. Click on Shareholder –Login.
  - IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - V. If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
  - VI. The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - VII. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
  - VIII. Select “REVEN”(Remote E-Voting Event Number) of Crazy Infotech Limited. Now you are ready for remote 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
2. In case a Member receives physical copy of the Notice of postal ballot (for Members whose e-mail addresses are not registered with the Company/ Depositories or requesting physical copy):
- Initial password is provided in the enclosed Ballot Form. REVEN (remote e-voting number), user ID and password.
  - Please follow all steps from SI. No. (ii) to SI. No. (xi) as above in (1), to cast-your vote.
3. Other Conditions:
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - The remote e-voting period commences on Saturday, 13th May, 2017 (9.00 a.m. IST) and ends on Monday, 12<sup>th</sup> June, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 6<sup>th</sup> May, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.
  - You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
  - The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, 6th May, 2017 and as per the Register of Members of the Company.
  - Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Postal Ballot and holding shares as of the cut-off date, i.e., 6<sup>th</sup> May, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form.

- Mr. A.Kumar Reddy, Practicing Company Secretary (Membership No.7162), Chennai, has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Postal Ballot Forms received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
  - Members who do not have access to remote e-voting facility may send duly completed Postal Ballot Form (enclosed with this Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, having address at No.127/ 143, Room No.9, First Floor, Nelson Manickam Road, Mehta Nagar, Chennai –600029 in the enclosed postage pre-paid self-addressed envelope, not later than Monday, 12<sup>th</sup> June 2017 (5.00 p.m. IST). Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to crazyinfotech@gmail.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Monday, 12<sup>th</sup> June, 2017 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
  - Corporate/Institutional Members (corporate /Fls /Flls/Trust/Mutual Funds/Companys, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: kumarreddy\_a@rediff.com (email id of the scrutinizer) with a copy marked to dematremat@linkintime.co.in email id of the Registrar. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_Event No.”.
  - A Member can opt for only one mode of voting i.e., either through remote e- voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
  - The Scrutinizer will submit his report to the Chairman or Secretary of the Company, after completion of scrutiny, on or before June 14, 2017.
  - The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
  - The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.crazyinfotech.com and on the website of NSDL www.evoting.nsdl.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.
7. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download e-voting Form from the link evoting website of Registrar or seek duplicate e-voting Form from Link Intime India Pvt. Ltd, Registrar and Share Transfer Agents, C 101, 247 Park, 1st Floor, L.B.S.Marg, Vikhroli (W),Mumbai,Maharashtra–400083. Phone No: 022 –49186270, Fax: 022 –49186060, email: dematremat@linkintime.co.in) or download from the Company’s website <http://crazyinfotech.com/postal-ballot.html> or send an email to crazyinfotech@gmail.com
8. The last date for the receipt of duly completed postal ballot form or e-voting shall be the date on which resolution would be deemed to have been passed, if approved by the requisite majority.

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

1. The Board of Directors of Crazy Infotech Limited ('the Company') at its meeting held on September 16, 2016, had approved the Scheme providing for Reduction in Share Capital of Crazy Infotech Limited (The Company) and its Respective Shareholders ('the Scheme') and the same has been suitably modified as per the requirements of BSE/SEBI.

The Scheme provides the following:

- i. The Company has been incurring losses for the past few years and the accumulated loss of the Company as on 31.03.2016 was Rs.9,62,18,005/- (Rupees Nine Crores Sixty Two Lakhs Eighteen Thousand and Five Only) and the accumulated loss as on 30.09.2016 was Rs. 9,74,21,402/- (Rupees Nine Crores Seventy Four Lakhs Twenty One Thousand Four Hundred and Two Only)
- ii. In view of substantial erosion of its Net worth, the Company is not in a position to undertake operations in a reasonable way. The Company is also not able to raise any loans from Financial Institutions, whether in the form of equity or debt, which is essential for continuing / expanding / diversifying its business activities. After an analysis of the various options available to the Company, the Board felt that the restructuring of the Company's existing share capital becomes imperative. In the present scenario, the adjustment of accumulated losses to the extent of Rs.8,49,92,900/- by way of reduction of the equity share capital to the extent of Rs. Rs.6,01,92,900/- and cancellation of entire share premium of Rs.2,48,00,000/- is considered as the most practical and economically efficient option available to the Company.
- iii. Hence, after evaluating various alternatives, the Board at its meeting held on September 16, 2016, decided to cancel the entire share premium of Rs.2,48,00,000/- and reduce 90% of the paid up share capital of the Company by reducing the face value of the share from Re. 1/- each to Re.0.1/- each and then immediately consolidating the Re.0.10 equity shares into equity shares having face value of Re.1/- each.
- iv. Upon the Scheme becoming effective and after obtaining the necessary approvals, consents, permissions etc, the issued, subscribed, and paid-up equity share capital of the Company shall stand reduced from Rs. 6,68,81,000/- (Rupees Six Crores Sixty Eight Lakhs Eighty One Thousand Only) consisting of Rs. 6,68,81,000/- (Sixty Six Crores Sixty Eight Lakhs Eighty One Thousand) Equity Shares of Re. 1/- (Rupee One Only) each fully paid-up, to Rs. 66,88,100/- (Rupees Sixty Six Lakhs Eighty Eight Thousand One Hundred) divided into 66,88,100 (Sixty Six Lakhs Eighty Eight Thousand One Hundred) Fully Paid Up Equity shares of Re. 1/- (Rupee One only) each and the entire share premium amount of Rs.2,48,00,000/- shall stand cancelled and such reduction in the issued, subscribed and paid-up equity share capital of the Company and the cancellation of entire share premium shall be effected by writing off the accumulated losses of **Rs. 8,49,92,900/-** (Rupees Eight Crore Forty Nine Lakhs Ninety Two Thousand Nine Hundred only) out of the total accumulated losses of Rs. **9,74,21,402/-** (Rupees Nine Crores Seventy Four Lakhs Twenty One Thousand Four Hundred and Two only) as at 30.09.2016.
- v. As a result of the aforesaid reduction of the Paid-up Capital by way of writing off of the losses of the Company, the issued, subscribed and paid-up equity share capital of the Company will become Rs. 66,88,100/- (Rupees Sixty Six Lakhs Eighty Eight Thousand One Hundred Only) divided into 66,88,100 (Sixty Six Lakhs Eighty Eight Thousand One Hundred) fully paid-up equity shares of Rs. 1/- (Rupee One only) each.



- vi. The reduction of capital will not be prejudicial to any of the parties, whose interests will in no way be affected.
- vii. This resolution is subject to the confirmation of National Company Law Tribunal, Chennai

**viii. No-Objection / Observation Letter from the Stock Exchanges:**

In-terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, being a listed company, was required to file application with the Stock Exchanges for obtaining No-objection / Observation Letter to the reduction of capital at least 30 days before the date of filing of the application with the National Company Law Tribunal. BSE Limited vide its letter dated March 8, 2017, issued no-objection letter / Observation Letter to the reduction of capital.

**ix. Capital Structure and shareholding pattern of the Company:**

The capital structure and shareholding pattern of the Company pre reduction of capital, as on March 31, 2016 and post reduction of capital are as follows:

**Capital Structure of the company Pre and Post-Scheme (expected) of Reduction of Capital**

Particulars	Pre Reduction (Rs.)	Particulars	Post Reduction (Rs.)
<b>Authorised Share Capital</b> 10,00,00,000 Equity Shares of Re.1/- each	10,00,00,000	<b>Authorised Share Capital</b> 10,00,00,000 Equity Shares of Re.1/- each	10,00,00,000
<b>Issued and Subscribed Share Capital</b> 6,80,00,000 Equity Shares of Re.1/- each	6,80,00,000	<b>Issued and Subscribed Share Capital</b> 68,00,000 Equity Shares of Re.1/- each	68,00,000
<b>Paid-up Capital:</b> 6,68,81,000 Equity Shares of Re.1/- each	6,68,81,000	<b>Paid-up Capital:</b> 66,88,100 Equity Shares of Re.1/- each	66,88,100

**Share holding pattern of the company Pre and Post-Scheme(expected) of Reduction of Capital**

Category of Shareholder	Number of Shares (Pre Reduction) of Rs.10/- each	Pre Reduction %	Number of Shares (Post Reduction) of Re.1/- each	Post Reduction %
Promoter and Promoter Group	71,747	0.11	7,175	0.11
Financial Institutions/ Bank	-	-	-	-
Bodies Corporate	42,58,863	6.37	4,25,886	6.37
Individual	5,93,06,817	88.67	59,30,682	88.67

Any Other (OCBs, NRI)	32,43,573	4.85	3,24,357	4.85
<b>Total</b>	<b>6,68,81,000</b>	<b>100.00</b>	<b>66,88,100</b>	<b>100.00</b>

**x. Fairness Opinion from the Merchant Bankers**

The Fairness Opinion Certificate dated 14<sup>th</sup> September 2016, Merchant Banker, certifies that the Scheme of Reduction of Capital is fair. The Fairness Opinion Certificate is annexed to this explanatory statement.

- xi. The registered Office of the Company is situated in Chennai in the State of Tamil Nadu and therefore the Company would file an application for the approval of the reduction of capital before the National Company Law Tribunal, Chennai subsequent to approval of the Members.
  - xii. The Company shall file a certified copy of the order of the National Company Law Tribunal, Chennai sanctioning the scheme of capital reduction with the Registrar of Companies, Chennai.
  - xiii. The Board of Directors of the Company recommends to the shareholders for passing the proposed special resolution.
  - xiv. The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.
  - xv. Upon approval of the Scheme by the shareholders of the Applicant Company pursuant to this meeting and Postal Ballot and e-voting, the Company will file petition under Section 66 and other applicable provisions of the Act with the National Company Law Tribunal for sanctioning of the Scheme.
  - xvi. No winding up petitions have been pending and/ or admitted against the Company.
  - xvii. This Statement may be treated as Explanatory Statement under Section 102 of the Companies Act, 2013.
2. Your Directors recommend the Resolution as set out in the Notice for approval of the Public Shareholders. In terms of SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour (Assent) are more than the number of votes cast by the Public shareholders against (Dissent) it.
  3. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the above resolution.

Place: Chennai  
Date: 27.04.2017

For Crazy Infotech Limited  
Sd/-  
N.Aravind  
Managing Director  
DIN:01895602

## CRAZY INFOTECH LIMITED

Registered Office: #3, 2<sup>nd</sup> Floor, Swaminathan Street, Chennai-600 033

E-mail: crazyinfotech@gmail.com. | CIN - L14200TN1992PLC084227

Website: [www.crazyinfotech.com](http://www.crazyinfotech.com)

### POSTAL BALLOT FORM

(Please read the instructions before completing this form)

1. Name and Registered address of the Sole / first named:
2. Name(s) of the joint shareholder(s) if any :
3. Registered Folio/DPID and Client ID No:
4. No. of shares held :
5. I/We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice dated 4<sup>th</sup> April 29, 2017 of Crazy Infotech Limited(the company),by sending my/our assent or dissent to Resolutions by placing a tick mark (√)the said appropriate box below:

Item No.	Description	No. of Equity Shares held	I/We assent (agree) to the Resolution (FOR)	I/We dissent (disagree) to the Resolution (AGAINST)
1	To Approve the Scheme of Reduction of Capital.			

Place: 1. \_\_\_\_\_

Date: 2. \_\_\_\_\_

(Signature of the Shareholder)

NOTE: Members who do not have access to e-voting shall complete this Postal Ballot Form. Kindly read the instructions before filling the Form. Valid Postal Ballot Forms received by the Scrutinizer by 5.00 P.M., on or before June 12, 2017 shall only be considered.

## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may please complete this postal ballot form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
3. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot form should reach the Company not later than the 5:00 PM on 12.06.2017. All Postal Ballot forms received after this date will be strictly treated as of reply from such shareholder has not been received.
5. In case of shares held by Companies, trusts, societies etc, the duly completed Postal Ballot form should be accompanied by a certified true copy of Board Resolution / Authority.
6. Members holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their banker / Depository Participant (DP Signatures should be verified by the Manager of the concerned Bank /DP by affixing a rubber stamp / seal mentioning name and address of the Bank / DP and name, stamp and signature of the Manager).
7. The Postal Ballot shall not be exercised by a Proxy.
8. Voting rights shall be reckoned on the number of shares and paid-up value of the shares registered in the name of the Members on the cut-off date i.e. 06.05.2017.
9. A shareholder may request for the duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot form should reach the Company not later than the date specified at item No.4 above.
10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. Members are requested not to send any other document along with the Postal Ballot form in the enclosed self addressed envelope as all such envelopes will be sent to the Scrutinizer and any other document found in such envelope would be destroyed by the Scrutinizer.