



**RICHWAY INTERNATIONAL
TRADE LIMITED**

RICHWAY INTERNATIONAL TRADE LIMITED

CIN: L70102MH2011PLC220879

MALAD INDUSTRIAL ESTATE, GALA NO. D/G/50, RAMCHANDRA LANE
EXTINCT, KANCHANA DAY MALAD (W), MUMBAI-400064.

Email ID: info@richwayinternational.co; Website: <http://www.richwayinternational.co>

To,
The Shareholders,
RICHWAY INTERNATIONAL TRADE LIMITED

POSTAL BALLOT NOTICE

**[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]**

Notice is hereby given that, pursuant to section 110 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s), or re-enactment thereof for the time being in force and as may be enacted thereafter (the "Act") read with Rule 22 of the Companies (Management And Administration) Rules, 2014, (the "Rules") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015 as amended from time to time or as may be re-enacted hereafter ("SEBI ICDR Regulations") and the Listing Agreement entered into by the Company with BSE Institutional Trading Platform (ITP) (the "Stock Exchange") and pursuant to the board resolution dated 22nd February, 2017, the following resolutions are proposed to be passed as special resolution by way of Postal Ballot.

The proposed Special Resolution and the Explanatory Statement pertaining thereto setting out all the material facts concerning the resolution and the reasons thereof along with a Postal Ballot Form are appended below for the consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

The Company has, in compliance with Rule 22(5) of the Companies (Management And Administration) Rules, 2014, has appointed Ms. Urja Vishal Shah (C.P. No.14894) Proprietor of Urja V Shah and Associates, as the Scrutinizer who will be responsible for the fair and transparent conduct of the vote through the Postal Ballot voting process.

You are requested to read the instructions printed on the Postal Ballot Form carefully and return the Form in original, duly completed and signed in the attached self-addressed, pre-paid postage envelope, so as to reach the Scrutinizer on or before the close of business hours i.e. by 5 PM on Monday, 27th March, 2017.

After completion of the scrutiny, the Scrutinizer will submit the report to the Chairman and in his absence, to the Directors of the Company. The results of the Postal Ballot will be declared by the Chairman/Director on Thursday, 30th March, 2017 at 03:00 PM at the Registered Office of the Company at Malad Industrial Estate, Gala No. D/G/50, Ramchandra Lane Extinct, Kanchana Day Malad (W), Mumbai-400064 and the resolutions will be taken as passed effectively on the date of announcement of Result by the Chairman/Director. The Notice of the Postal Ballot has been placed on the website of the Company and the result of the Postal Ballot along with the Scrutinizer's Report will also be posted on the website of the Company (www.richwayinternational.co) besides communication to the Stock Exchange where the equity shares of the Company are presently listed.



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Approval for Voluntary Delisting of Equity Shares of the Company from BSE ITP:

To consider and, if thought fit, to pass through postal ballot, the following resolution as Special Resolutions:

"RESOLVED THAT subject to the provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, the Listing Agreement entered into by the Company with the Stock Exchange where the equity shares of the Company are listed, and in accordance with Regulation 106ZD(1)(a) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015, as may be amended from time to time or re-enactment thereof for the time being in force ("SEBI ICDR Regulations") and such other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchange, as may be necessary and subject to such conditions or modifications as may be prescribed or imposed by any authority, while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board"), to seek voluntary delisting of the equity shares of the Company from BSE Institutional trading Platform (ITP) where the equity shares of the Company are presently listed, in terms of the SEBI ICDR Regulations and other applicable provisions of Law."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including making applications to the Stock Exchanges for seeking their approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds, documents or writings as are necessary or expedient in the matter on behalf of the Company and to settle all questions, difficulties and doubts that may arise for giving effect to the above resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and/or officer(s)/ authorized representative(s) of the Company, to give effect to this resolution."

Place: Mumbai

Date: 22nd February, 2017

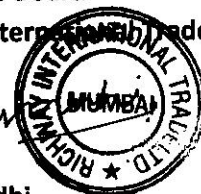
By Order of the Board

For Richway International Trade Limited

Shubham Gandhi

Shubham Gandhi

(Company Secretary)





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

Delisting of Equity Shares from the BSE Institutional Trading Platform (ITP)

The statement setting out the material facts relating to the resolution is given below:

The Company's Equity Shares are presently listed at BSE Institutional trading Platform (ITP). The Promoters / Promoter Group of the Company wish to increase their stake in the Company which will provide increased operational flexibility to support the Company's business. Promoter/Promoter Group have expressed their intention to the Board of Directors to make a voluntary delisting of the equity shares of the Company from BSE and also to provide an exit opportunity to all the public shareholders in compliance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2015. The Company can also save the cost and time for compliance with various clauses of the Listing Agreement.

Under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2015, a Company is permitted to delist its securities from all the Stock Exchanges where its securities are listed subject to the prior approval of the shareholders and provided an exit opportunity has been given to the investors. The Board of Directors in their meeting held on 22nd February 2017 has, subject to the approval of the members of the Company and such other approvals/ sanctions as may be required in this connection, approved the proposal for voluntary delisting of equity shares of the Company from the Stock Exchange.

The Company is therefore, seeking your approval as required under the provision of Regulation 106ZD (1)(a) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2015 by way of a Special Resolution passed through Postal Ballot.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company as the voluntary delisting by the Promoters will provide an exit opportunity to the public shareholders in accordance with the SEBI ICDR Regulations and hence, recommends the above resolution for your approval as a special resolution.

None of the Directors of the Company is, in any way, concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoter/ Promoter Group in the Company.

By Order of the Board
For Richway International Trade Limited

Shubham Gandhi



Shubham Gandhi
(Company Secretary)

Place: Mumbai

Date: 22nd February, 2017



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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the Resolution is annexed hereto. A Postal Ballot Form is also enclosed.
2. This notice is being dispatched to all members, whose names would appear in the Register of Members as on 24th February 2017.
3. The Board of Directors has appointed CS Urja Vishal Shah (C.P. No.14894) Proprietor of Urja V Shah & Associates, Company Secretaries, as scrutinizer to receive and scrutinize the completed Ballot Papers received from the Members in a fair and transparent manner. The postal ballot form and self addressed business reply envelope are enclosed for use of the members.
4. The Notice regarding dispatch of Postal Ballot Notice is also being published in Newspapers dated 27th February 2017.
5. A copy of all the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 11:00 AM to 6:00 PM on all working days excluding Sundays & holidays, till the last date of receipt of Postal Ballot Forms.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. **Kindly note that the shareholders can opt for only one mode of voting, i.e. physical postal ballot.**

Instructions for Voting:

1. A shareholder desirous of voting by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in original in the attached self-addressed envelope.
2. The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address of the Scrutinizer to which the duly completed postal ballot forms are to be sent.
3. Duly completed Postal Ballot Form should reach not later than 5.00 p.m. on Monday, 27th March 2017. All Postal Ballot Forms received thereafter will be strictly treated as if no reply from the shareholder has been received.
4. The Postal Ballot Form is to be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one (1) postal ballot form for every folio irrespective of the number of joint holder(s).
5. Unsigned Postal Ballot Form will be rejected.

By Order of the Board
For Richway International Trade Limited


Shubham Gandhi
(Company Secretary)



Place: Mumbai

Date: 22nd February, 2017



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Form No. MGT – 12

Poling paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr. No	Particulars	Details
1	Name and Registered Address of the Sole/First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number/DP ID No.* *(Applicable to Investors holding shares in dematerialized Form)	
4	Number of Share(s) held	
I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated February 25, 2017 as set out below to be passed by the means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (v) mark at the appropriate boxes below (tick in the both boxes will render the ballot invalid).		

Sr. No.	Description	Type of Resolution	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1	Voluntary Delisting of equity shares of the Company from The BSE Institutional trading Platform (ITP), (the "Stock Exchange")	Special			

Place:

Date:

(Signature of Shareholder)

Note: LAST DATE OF RECEIPT OF POSTAL BALLOT FORMS BY SCRUTINIZER: 27th March 2017



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INSTRUCTIONS FOR VOTING FORM:-

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Richway International Trade Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. 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 Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the power of attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/ client ID irrespective of the number of joint holders.
4. In the case of equity 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 letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (V) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 27th March 2017 before 5.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
9. The members whose name appears in the Register of members/Record of Depositories as on 24th February 2017 will be considered for voting.
10. The Postal Ballot shall not be exercised by a Proxy.



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11. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

12. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach Scrutinizer not later than the date specified under instruction 7 above.

13. A Member need not use all his votes nor cast all his votes in the same way.

14. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice.