

**Birla TransAsia  
Carpets Ltd.**

*Our Signature is your Guarantee*

ISO - 9001 : 2008

L17222UP1972PLC004772

Date: 21<sup>th</sup> July, 2017

To,  
The Secretary  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001

Scrip Code: BSE 503823

**Sub: - Notice for postal ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the Postal Ballot Notice (along with the specimen Posted Ballot form) of the Company for Assign and Transfer of leasehold land and building located near UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh - 203205.

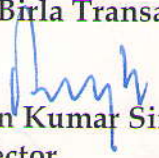
The Postal Ballot Notice along with all other documents as required, is being sent to members whose name appear in the Register of Members/Beneficiary Owners received from the Registrar and Share Transfer Agent.

Kindly take the same on your record and oblige.

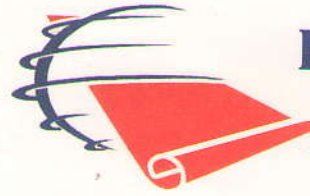
This is for your information and record.

Thanking you

For **Birla Transasia Carpets Limited**

  
Arun Kumar Singhi  
Director  
DIN- 00309207





**Birla TransAsia  
Carpets Ltd.**

*Our Signature is your Guarantee*

ISO - 9001 : 2008

L17222UP1972PLC004772

**Calendar of events in respect of Postal Ballot**

SN	Particulars	Proposed Date
1	Date on which consent is given by the Scrutinizer to act as Scrutinizer	21.07.2017 (Friday)
2	Date of the Board resolution authorizing any Director or Company Secretary to be responsible for the entire postal ballot process	21.07.2017 (Friday)
3	Date of Appointment of the Scrutinizer (Appointed at the Board meeting)	21.07.2017 (Friday)
4	Date of completion of dispatch of notice along with postal ballot forms	26.07.2017 (Wednesday)
5	Last date of receiving postal ballot forms by the Scrutinizer	26.08.2017 (Saturday)
6	Submission of report to the Chairman/ Managing Director by the Scrutinizer	28.08.2017 (Monday)
7	Date of declaration of results by the Chairman	29.08.2017 (Tuesday)
8	Date of signing the minutes by the Chairman	05.09.2017 (Tuesday)
9	Date of handing over the postal ballot forms to the Designated person	05.09.2017 (Tuesday)

For Birla Transasia Carpets Limited

  
Arun Singh  
Director  
DIN - 00309207



# BIRLA TRANSASIA CARPETS LIMITED

CIN - L17222UP1972PLC004772

Regd. Office: Plot No.3 & 4 Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh, 203205

Tel.: 05735-222382/222388, Fax.: 05735-222382,222342,

Website - [www.btclbyg.com](http://www.btclbyg.com), Email - [btclmumbai@rediffmail.com](mailto:btclmumbai@rediffmail.com)

## POSTAL BALLOT FORM

1. Name & Registered Address :  
of the sole/first named  
shareholder
2. Name(s) of the joint holder(s) :  
(If any)
3. Registered folio no. / :  
DP ID & Client ID
4. Number of equity shares held :
5. I/We hereby exercise my/our vote in respect of the Resolution (s) to be passed through Postal ballot for the businesses stated in the Notice of the Company by sending my /our assent/dissent to the said Resolution(s) by placing the tick mark(3) at the appropriate box below:

Item No.	PARTICULARS	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	<b>Special Resolution</b> for Assign and Transfer of leasehold land located near UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh – 203205 including land admeasuring, 1,24,164 Sq. mtrs. and building located thereon, including underground electrical cables, transformer with transformer panel (excluding plant & machinery and other equipments and electrical panels of plant and machinery) on “as is where is” and “as it is” basis.		

Place:

Date: \_\_\_\_\_

(Signature of Member)

- Note: 1) Please read the instructions printed overleaf carefully before exercising your vote.  
2) Last date of submission of this Form is Wednesday, 26th August, 2017.

## **INSTRUCTIONS**

1. A member desirous of exercising his/her vote by Postal Ballot should convey their assent or dissent in this Postal Ballot Form by placing the tick mark (3) at the appropriate box and complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer, M/S. Roy Jacob & Co., Practicing Company Secretary, in the enclosed postage pre-paid self addressed envelope which shall be properly sealed. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot if sent by courier at the expense of the Registered Member will also be accepted. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage prepaid self addressed envelope.
2. The assent or dissent received in any other form (i.e other than the Postal Ballot Form) or on a photocopy of the Postal Ballot Form shall be considered invalid.
3. The Postal Ballot forms are serially numbered and are required to be exercised by the addressee member/ shareholder only.
4. This Postal Ballot form must be completed and signed by the Member (as per the specimen signature registered with the Company or furnished by the Depositories, as the case may be). In case of joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named member. A member need not cast all his/her votes in the same manner. The Postal Ballot cannot be exercised by proxy.
5. In case of equity shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authorization together with the specimen signature(s) of the duly authorized signatories.
6. Unsigned, incomplete or incorrectly ticked Postal Ballot will be rejected. The scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. Duly completed Postal Ballot Form should reach the scrutinizer not later than close of working hours on Saturday, 26th August, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from the Members has not been received.
8. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholder on the date of dispatch of the Notice.
9. The members, who have not received Postal Ballot form, may apply to the Company mentioning the Folio No. /DP ID & Client ID & contact details, under the signature of the member, at the registered office of the Company addressed to the Company Secretary for issue of duplicate postal ballot form or alternatively send a scanned copy of such application by way of an email to [btclmumbai@rediffmail.com](mailto:btclmumbai@rediffmail.com). However, the duly filled in duplicate postal Ballot Form should reach the Scrutinizer not later than close of working hours on Saturday, 26th August, 2017.
10. The Board of Directors has appointed Shri Arun Singhi, Director (*DIN - 00309207*) and Shri Varindra Kumar, Manager of the Company as the persons responsible for the entire Postal Ballot voting process. Any queries pertaining to the Postal Ballot Process should be addressed to the Director/ Manager of the Company at the registered office of the Company or can be emailed at [btclmumbai@rediffmail.com](mailto:btclmumbai@rediffmail.com).

# BIRLA TRANSASIA CARPETS LIMITED

CIN - L17222UP1972PLC004772

Regd. Office: Plot No.3 & 4 Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh, 203205

Tel.: 05735-222382/222388, Fax.: 05735-222382,222342,

Website - [www.btclbyg.com](http://www.btclbyg.com), Email - [btclmumbai@rediffmail.com](mailto:btclmumbai@rediffmail.com)

## POSTAL BALLOT NOTICE

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

Dear Members(s)

**NOTICE** is hereby given that the resolution appended below relating to assign and transfer of the Company's leasehold land located near UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh – 203205 including land admeasuring, 1,24,164 Sq. mtrs. and building located thereon, including underground electrical cables, transformer with transformer panel (excluding plant & machinery and other equipments and electrical panels of plant and machinery) on “as is where is” and “as it is” basis (hereinafter referred to as “the said leasehold land”) is a proposed to be passed as an Special Resolution by way of Postal Ballot.

Pursuant to the Section 180 (1) (a) of the Companies Act, 2013 (“the Act”), sell, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking of the whole or substantially the whole of any such undertaking, requires the approval of the members by way of an Special Resolution. Further, pursuant to provisions of section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent/approval of the members for the above purpose is required to be obtained by way of Postal Ballot.

The Board of Directors of the Company has appointed Shri Roy Jacob (B.Com, FCS), M/s. Roy Jacob & Co. Practicing Company Secretary as scrutinizer for conducting the Postal Ballot process and e-voting process thereto in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17.00 Hours (IST) on Saturday, 26th August, 2017.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.'

The Scrutinizer will submit his report to Shri Arun Singhi, Director of the Company after completion of the scrutiny (including e-voting) of the Postal Ballots and the results thereof will be announced on Tuesday, 29th August, 2017 at 5.00pm at the registered office of the company at Plot No.3 & 4 Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh, 203205 and the said date of declaration of result of postal ballot will be taken to be the date of passing of the resolution on or before Resolution.

The results will also be communicated to the Stock Exchange (BSE Ltd) where the shares of the Company are listed, displayed on the Company's website at [www.btclbyg.com](http://www.btclbyg.com) and subsequently published in the newspaper.

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a), Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to compliance of all applicable laws and regulations and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may constitute for this purpose), to assign and transfer the Company's leasehold land located near UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh – 203205 including land admeasuring, 1,24,164 Sq. mtrs. and building located thereon, including underground electrical cables, transformer with transformer panel (excluding plant & machinery and other equipments and electrical panels of plant and machinery) on “as is where is” and “as it is” basis (hereinafter referred to as “the said undertaking”) to any person(s) and/or entity(ies) as may be determined by the Board, for a consideration of Rs. 16,00,00,000/- (Rupees Sixteen Crores only) or more, arrived on the basis of the independent valuation carried out by Govt. Registered Valuer and on such other terms and conditions as may be deemed fit.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the Members of the Company, including finalizing the suitable purchaser(s) of the said Undertaking, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing necessary documents including agreements, deeds of assignment/conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.”

**By Order of the Board of Directors**

**Place: Sikandrabad**

**Dated: 21st July, 2017**

**Arun Singhi**  
**Director**  
**DIN - 00309207**

**Registered Office:**

Plot No.3 & 4 Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh, 203205

**Notes:**

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Business as set out in above mentioned proposed Special Resolution is annexed hereto.
2. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically. The company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
3. Resolutions passed by the shareholders through postal ballot and remote E-voting is deemed to have been passed at a General Meeting of the Shareholders of the company.
4. In accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed business reply envelope.
5. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members / list of Beneficial Owners as the received from Registrar and Share Transfer Agent (RTA) as on 14th July, 2017 (closing business hours). The notice will be displayed on the website of the Company [www.btcllybg.com](http://www.btcllybg.com) and website of CDSL.
6. Shri. Roy Jacob, Practicing Company Secretary has been appointed as the Scrutinizer to conduct the postal ballot and remote E-voting process in fair and transparent manner.
7. Postal ballot form can also be downloaded from the website of the company i.e [www.btcllybg.com](http://www.btcllybg.com) or seek duplicate postal ballot form from the company.
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 on or before 5:00 P.M. on Saturday, 26th August, 2017. Any postal ballot form received after the said date and time period shall be treated Invalid.
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 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. A member cannot exercise his/her votes by proxy on postal ballot.
12. Members having any queries relevant to voting via postal ballot/E-voting may mail to Director [btclmumbai@rediffmail.com](mailto:btclmumbai@rediffmail.com) to call at LL.: 022-66168400.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with:
  - (a) Our Registrar Purva Sharegistry (I) Pvt Ltd or mail at [purvashr@gmail.com](mailto:purvashr@gmail.com) (If having shares in Physical Form)
  - (b) their respective depository Participant (If having shares in Demat Form) for receiving all future communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode
14. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their rights to vote electronically and the business, may be transacted through e-voting services provided by the Central Depository Services Limited (CDSL).

Procedure/Instructions for e-voting are as under:

  - (i) The voting period begins on Friday, 28th July, 2017 to Saturday, 26th August, 2017. 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 Friday, 14th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on Shareholders

- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>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 serial number 1 then enter RA00000001 in the PAN field.</p>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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.</p> <p>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 (iv).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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.

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) or call toll free no. 1800-200-5533.

## **ANNEXURE TO NOTICE**

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

The Company is presently engaged in business of manufacturers, importers and exporters, whole-sellers, retailers and dealers in all kinds of carpets including machine made, handmade, tufted, needle punched, pressed, bouckleys, cords, druggets and durries, rugs, mattings tiles and other floor covering material made wholly or partly of wool, shoddy, hair, silk, jute, hemp, coir, sisal, cotton, natural and other synthetic or man-made fibres at UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh – 203205. However, due to less demand in wool segment sector and cost pertaining to us due to old machinery as well as inadequate effluent treatment facility available for operation of plant at present place is unviable. Hence, Company is in process of finding new place set up and usable machinery will be shifted to new place and unused plant and machinery will be disposed off.

The consideration to be received on assign and transfer of the said leasehold land is proposed to be utilized in buying land & building, advanced machinery, new technology and setting up of new business. The said arrangement will enable the Company in improving the present conditions of the Company. Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said leasehold land. In view of the same, the Board of Directors at its meeting held on 21<sup>st</sup> July, 2017 has subject to the approval of Members of the Company and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to assign and transfer the leasehold land located near UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh – 203205 including land admeasuring, 1,24,164 Sq. mtrs. and building located thereon, including underground electrical cables, transformer with transformer panel (excluding plant & machinery and other equipments and electrical panels of plant and machinery) on "as is where is" and "as it is" basis (hereinafter referred to as "the said undertaking") to any person(s) and/or entity(ies) as may be determined by the Board, for a consideration of Rs. 16,00,00,000/- (Rupees Sixteen Crores only) or more, arrived on the basis of the independent valuation carried out by Govt. Registered Valuer and on such other terms and conditions as may be deemed fit.

The Valuation Report, carried out by Govt. Registered Valuer is open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays and Sundays) between 2.00 p.m. to 4.00 p.m. upto the last date of receipt of Postal Ballot form i.e. Saturday, 26th August, 2017.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interests of the Company and recommends the approval of the Members through Postal Ballot for passing the Special Resolution as set out in the above Notice.

None of the Directors is in any way interested or concerned in the passing of the said Resolution.

**By Order of the Board of Directors**

**Place: Sikandrabad**  
**Dated: 21st July, 2017**

**Arun Singhi**  
**Director**  
**DIN - 00309207**

**Registered Office:**  
Plot No.3 & 4 Industrial Area,  
Sikandrabad, Bulandshahar,  
Uttar Pradesh, 203205