



# Aseem Global Ltd.

Regd. Office : 5476, South Basti Harphool Singh, Sadar Bazar, Delhi-110006

## Notice pursuant to Section 192A of the Companies Act, 1956:

Notice is hereby given pursuant to section 192A of the Companies Act, 1956 & the Companies Act, 2013, as applicable & in force, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolutions appended below are proposed to be passed as Special resolutions by way of Postal Ballot. Member's consent is requested for the proposals contained in the Special Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form.

### I. Increase in borrowing limits

To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** in supersession of the resolution passed earlier, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 & the Companies Act, 1956, as applicable & in force, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), is hereby authorised to borrow from time to time as it may think fit, by way of loans from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 75 crores or the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

### II. Creation of charges in respect of borrowings

To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act 2013 & the Companies Act, 1956, as applicable & in force, (including any amendment thereto or re-enactment thereof) consent of the shareholders of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to charge/mortgage/hypothecation any of its movable and / or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off 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(s) and to create a charge/mortgage/hypothecation, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount at any time not exceeding Rs. 75 crores or the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher."

**"RESOLVED FURTHER THAT** the securities to be created by the Company aforesaid may rank prior/pari-passu/subservient with/to the charge/mortgage/hypothecation already created or to be created by the company as may be agreed to between the concerned parties".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

By Order of the Board  
For ASEEM GLOBAL LIMITED

Place: Delhi  
Date: 10.12.2013

Registered Office:  
Aseem Global Limited  
5476, South Basti Harphool Singh,  
Sadar Bazar, Delhi - 110006

Sd/-  
Pallavi Agarwal  
(Company Secretary)

**NOTES:**

1. The relative Explanatory Statement pursuant to Sections 102 of Companies Act, 2013 and 192(a) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Ashish Sharma, Company Secretary as scrutinizer for conducting the voting through postal ballot in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. The Postal ballot form and the self addressed postage pre-paid business reply envelope are enclosed for use of members.
3. You are requested to carefully read the instructions printed in the Postal Ballot form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot form is permitted) duly completed with the assent (for) or dissent (against) in the attached self addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of working hours on or before 14th January, 2014, to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member.
4. The scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the results of the voting on the resolutions will be declared at the registered office of the Company on 16th January, 2014. The result of the Postal Ballot will be posted on the website of the Company.
5. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Saturday and Sundays up to 14th January, 2014.

**ANNEXURE TO NOTICE**

**Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013 & the Companies Act, 1956, as applicable & in force:**

In order to address various growth opportunities, the Company would need to raise funds. In view thereof, the Board, at its meeting held on 10<sup>th</sup> December, 2013, has approved in principle the increase in the borrowing powers of the Company, subject to shareholders' approval.

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, as amended, the consent of the shareholders is required to authorize the Board to borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of its paid-up capital and free reserves.

The resolution as set out at item no. 1 of the notice is placed for your approval for enhancing the limits of borrowings by the Board up to an amount not exceeding Rs. 75 crores or the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

Further, the proposed borrowings of the Company may, if necessary, be secured by way of charge/mortgage/hypothecation on the Company's assets in favour of the lenders/holders of securities/trustees for the holders of the said securities as mentioned in the Resolution at Item No. 2. As the documents to be executed between the lenders/holders of securities/trustees for the holders of the said securities and the Company may contain provisions under section 180(1)(a) of the Companies Act, 2013, for creation of charges/mortgages/hypothecations thereon for amount at any time not exceeding Rs. 75 crores or the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

The Board accordingly recommends the resolution as set out in item no. 1 and 2 of the accompanying notice for the approval of the shareholders by way of special resolutions.

None of the Director(s) and Key Managerial Personnel of the Company and their relative(s) is, in any way, concerned or interested in the aforesaid resolutions.

**By Order of the Board  
For ASEEM GLOBAL LIMITED**

**Sd/-  
Pallavi Agarwal  
(Company Secretary)**

**Place: Delhi  
Date: 10.12.2013**

**Registered Office:  
Aseem Global Limited  
5476, South Basti Harphool Singh,  
Sadar Bazar, Delhi - 110006**