



EVEREST KANTO CYLINDER LIMITED

Registered Office: 204, Raheja Centre, Free Press Journal Marg, 214, Nariman Point, Mumbai 400021
CIN: L29200MH1978PLC020434
Email: investors@ekc.in;
Tel Numbers: 022 3026 8300/01 Fax: 022 2287 0720
Website: www.everestkanto.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

TOTHE MEMBERS OF EVEREST KANTO CYLINDER LIMITED

NOTICE IS HEREBY GIVEN pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the following Special Business to be transacted by the Members of the Company by passing the following Resolution through Postal Ballot:

notice in writing from a Member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the effective date of the Resolution.”

By **Order of the Board of Directors**

To appoint Mr. Krishen Dev as an Independent Director :

To consider and, if thought fit, to pass, with or without modification, if any, the following resolution as an **Ordinary Resolution**:

Mumbai
February 21, 2015

P. K. Khurana
Chairman & Managing Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), and the applicable provisions of the Listing Agreements, Mr. Krishen Dev (DIN: 00001534), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a

Registered Office

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Notes:

1. Electronic copy of the Notice of the aforesaid Postal Ballot of the Company, *inter alia*, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company / Depository Participants (s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the aforesaid Postal Ballot of the Company, *inter alia*, indicating the process and manner of e-voting is being sent in the permitted mode.
2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
3. **VOTING THROUGH ELECTRONIC MEANS**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the

Company is pleased to provide Members, the facility to exercise their right to vote on the Postal Ballot by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:

- (i) The voting period begins on Wednesday, February 25, 2015 at 10:00 am and ends on Thursday, March 26, 2015 at 06:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 20, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

The instructions for e-voting are as under:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 in the PAN field. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the EVEREST KANTO CYLINDER LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(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 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.
- 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 should be mailed to 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. If you are already registered with CDSL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The e-voting period commences on Wednesday, February 25, 2015 at 10:00 a.m. and ends on Thursday, March 26, 2015 at 06:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 20, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, February 20, 2015.
4. Mr. Aashish K. Bhatt, Practicing Company Secretary (Membership No. 19639 and Certificate of Practice No. 7023) has been appointed as the Scrutinizer to scrutinize the e-voting and Postal Ballot process in a fair and transparent manner.
 5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who has been authorised to receive the Report from Scrutinizer.
 6. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer on the below mentioned address so as to reach the Scrutinizer not later than close of working hours on March 26, 2015 to be eligible for being considered, failing which, it will strictly be treated as if no reply has been received from the Member:
Mr. Aashish K. Bhatt
Scrutinizer
C/O : LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Phone No.: (022) 2596 3838
Fax No.: (022) 2594 6969

7. The Scrutinizer will submit his Report to the Chairman of the Company after completion of the scrutiny. Thereafter, the result of the Postal Ballot will be declared by the Chairman on or before March 30, 2015 at the Registered Office of the Company. The Resolution, if approved, will be taken as passed effectively on the date of declaration of the result.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.everestkanto.com and on the website of CDSL within two (2) days of declaration of the Results of Postal Ballot of the Company and communicated to BSE Limited and National Stock Exchange of India Limited. The result will also be intimated through a press release in the newspapers viz. Free Press Journal and Navshakti.
9. In case Members cast their vote by both physical Postal Ballot and e-voting, it may be noted that votes cast by them through valid Postal Ballot shall prevail and votes cast by e-voting will be treated as invalid.
10. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent(R & T Agent) at the following address:
LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai - 400 078
Phone No.: (022) 2596 3838
Fax No.: (022) 2594 6969
Email: rnt.helpdesk@linkintime.co.in
11. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days between Monday and Friday of every week, up to and including the date of the declaration of result of Postal Ballot of the Company.

Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated February 21, 2015.

The Ministry of Corporate Affairs vide its Circular dated June 9, 2014 has stipulated that those Directors who were Independent Director under the Listing Agreement as on March 31, 2014 shall be reappointed under section 149 (10)/(11) read with Schedule IV of the Companies Act, 2013 within one year from April 1, 2014 i.e. up to March 31, 2015, subject to compliance with eligibility and other prescribed conditions.

The Company fulfils the requirement under Section 149(4) of the Act, having 4 independent directors out of total number of 8 Directors, namely (1) Mr. Krishen Dev (2) Mr. Mohan Jayakar (3) Mr. Vyomesh Shah and (4) Mr. Naresh Oberoi.

Mr. Mohan Jayakar and Mr. Naresh Oberoi, who were liable to retire by rotation at the last Annual General Meeting under the provisions of the erstwhile Companies Act, 1956, were appointed as Independent Directors for a term of up to five consecutive years

till March 31, 2019 on the approval of Shareholders at the Annual General Meeting held on August 2, 2014.

Mr. Krishen Dev and Mr. Vyomesh Shah, the other two Independent Directors, who did not complete their terms at the last Annual General Meeting, continued to serve the terms that was determined at the time of their appointments as per the resolutions pursuant to which they were appointed under the Companies Act, 1956, and are eligible for re-appointment for a fixed term in accordance with the Companies Act, 2013.

In accordance with abovementioned Circular, appointment of Mr. Krishen Dev as an Independent Director under the Companies Act, 2013, is proposed to be done for a fixed term up to five consecutive years on or before March 31, 2015.

Accordingly, it is proposed to seek approval of the Members to appoint Mr. Krishen Dev as an Independent Director of the Company under Section 149 of the Act and Clause 49 of the Listing Agreements, for a term up to five consecutive years as set out in the accompanying Notice.

As required under Section 160 of the Act, the Company has received a notice in writing from a Member along with the requisite amount of deposit proposing the candidature of Mr. Krishen Dev for the office of Director of the Company.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Mr. Krishen Dev as an Independent Director.

Mr. Krishen Dev is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Krishen Dev has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and the Rules made there under. In the opinion of the Board, Mr. Krishen Dev fulfils the conditions specified in the Act and the Rules framed thereunder for his appointment as an Independent Director and that he is independent of the Management.

The Company has received from Mr. Krishen Dev (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act.

Brief profile of Mr. Krishen Dev: Mr. Krishen Dev has more than 50 years of business and management experience, particularly in the field of Manmade Fibres. He had a long tenure with Century Enka Ltd. and headed it as CEO from 1993 to 2000. He was President (Business Development) in Reliance Industries Ltd. between July, 2000 and December, 2001.

Mr. Krishen Dev holds directorship in the following company in India:

1.	Powerica Limited	Director
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Approval of the Members is accordingly sought for the appointment of Mr. Krishen Dev as an Independent Director, as set out in the Resolution of the accompanying Notice.

In the opinion of the Board of Directors, Mr. Krishen Dev, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and is independent of the Management. A copy of the draft letter for the appointment of Mr. Krishen Dev as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working days up to the declaration of results of this Postal Ballot.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Krishen Dev as an Independent Director.

Mr. Krishen Dev is interested in the Resolution set out in the Notice with regards to his appointment.

The relatives of Mr. Krishen Dev may be deemed to be interested in the Resolution set out in the Notice, to the extent of his equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreements with the Stock Exchanges.

The Board accordingly recommends the Ordinary Resolution set out in the accompanying Notice for approval of the Members.

By **Order of the Board of Directors**

Mumbai
February 21, 2015

P. K. Khurana
Chairman & Managing Director

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