

Symphony Limited

CIN - L32201GJ1988PLC010331

Regd. Office : Symphony House, 3rd Floor, FP12-TP50,
Bodakdev, Off S.G. Highway, Ahmedabad - 380 054, India
T: +91-79-66211111 F: +91-79-66211140

Email : corporate@symphonylimited.com Website: www.symphonylimited.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 Member(s),

NOTICE is hereby given that pursuant to Section 110 and/ or any other applicable provisions of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members are sought to pass a Special Resolution through Postal Ballot / remote e-voting for giving loan and/or providing guarantee and / or providing security in connection with a loan to any other body corporate or person and / or acquire by way of subscription, purchase or otherwise, the securities of body corporate in excess of prescribed limit under Section 186 of the Act. A Statement setting out material facts pursuant to Section 102(1) of the Act related to aforesaid resolution is appended to this Notice.

The Board of Directors at its meeting held on July 26, 2016 has appointed Mr. Ashwin Shah, Practicing Company Secretary (Membership No. FCS 1640) Ahmedabad, as a Scrutinizer to scrutinize the remote e-voting process and voting done through postal ballot in a fair and transparent manner.

Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has arranged remote e-voting facility through Karvy Computershare Private Limited for members to exercise their voting rights for aforesaid resolution. Any member who is desirous to vote through remote e-voting, is requested to carefully read instructions for 'Voting through Electronic Means' in Notes.

If any member, who is desirous to vote through Postal Ballot Form, is requested to carefully read the instructions printed on the Postal Ballot Form and return the same in original, duly completed, in the attached postage prepaid business reply envelope so as to reach the Scrutinizer before the closing hours (i.e. upto 5:00 p.m.) on Thursday, September 15, 2016. The envelope may also be deposited personally at the address given thereon. Postal Ballot Forms received after this date will not be considered.

The Scrutinizer shall submit his report, to the Chairman and in his absence to any other director of the Company authorised by the Chairman, after completion of the scrutiny of Postal Ballot Forms including remote e-voting. The Results of voting by postal ballot will be announced, by the Chairman or in his absence by the Director so authorised, on Saturday, September 17, 2016 at 11 a.m. at the Registered Office of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.symphonylimited.com and on Karvy's website :www.evoting.karvy.com immediately after result is declared and the same shall be communicated to the National Stock Exchange of India Limited, BSE Limited and Ahmedabad Stock Exchange Limited.

PROPOSED RESOLUTION**APPROVAL FOR INVESTMENTS/ LOANS/ GUARANTEES/ SECURITIES**

Item No. 1: To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the members 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, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to give loan and / or provide guarantee and / or provide security in connection with a loan to any other body corporate or person and / or acquire by way of subscription, purchase or otherwise, the securities of body corporate or person whether Indian or overseas as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company whichever is more, as prescribed under Section 186 of the Act from time to time, in one or more tranches, upto maximum amount of ₹ 1,000 crores (Rupees One Thousand Crores only)."

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all decisions including amount, time and any other terms and conditions for giving loan and / or providing guarantee and / or providing security in connection with a loan to any other body corporate or person and / or acquire by way of subscription, purchase or otherwise, the securities of body corporate and to execute the documents, deeds or writings as may be required and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in connection therewith.”

By Order of the Board
For **SYMPHONY LIMITED**

Place : Ahmedabad
Date : July 26, 2016

Mayur Barvadiya
Company Secretary

NOTES:

- a. The statement setting out material facts as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.
- b. Member can vote through only one mode i.e., either through remote e-voting or through Postal Ballot Form. In case, member casts his / her votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
- c. The Notice is being sent to all the members whose names appear in the register of members on Friday, August 12, 2016 as received from the depositories.
- d. The Postal Ballot Form and the postage pre-paid Business Reply Envelope are enclosed for use of members and it bears the address to which the duly completed Postal Ballot Form is to be sent.
- e. The Notice has also been uploaded on the website of the Company at www.symphonylimited.com and the website of the Karvy Computershare Private Limited www.evoting.karvy.com
- f. A copy of all the documents referred to in the accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and Holidays, between 11.00 a.m. to 1.00 p.m. upto the last date of receipt of postal ballot form specified in the accompanying Notice.
- g. The members are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form to record your assent (for) or dissent (against) therein and return the duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) in the attached postage prepaid business reply envelope so as to reach the Scrutinizer, C/o Karvy Computershare Pvt. Ltd., Unit: Symphony Limited, Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad - 500032 not later than the close of working hours at 05:00 p.m. on Thursday, September 15, 2016. The postage pre-paid Business Reply Envelope bears the address of the Scrutinizer. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of a Postal Ballot Form shall be final and binding.
- h. Duplicate copy of the Postal Ballot Form can be obtained on written request from Karvy Computershare Private Limited, the Registrar and Share Transfer Agents from their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad- 500032.
- i. **Voting through Electronic Means:**
In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, members are provided with the facility to cast their votes electronically, through e-voting services provided by Karvy Computershare Private Limited (Karvy) on resolution set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

1. The Remote e-voting period commences on August 17, 2016 (9.00 A.M. IST) and ends on September 15, 2016 (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 August 12, 2016, may cast their votes electronically. The Remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. August 12, 2016.
3. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 2582 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., ‘Symphony Limited’
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. August 12, 2016 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
 - xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email scrutinizer.aas@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”
4. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
 - i. E-Voting Event Number – 2582 (EVEN), User ID and Password is provided in the Postal Ballot Form.
 - ii. Please follow all steps from Sl. No. (i) to (xi) above to cast your vote by Remote e-voting.

5. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Anil Dalvi, Manager - RIS (Unit: Symphony Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
6. 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).
7. The Scrutiniser shall, immediately after the conclusion of voting period, first count the votes cast through Postal Ballot Form, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than 48 hours of the conclusion of voting period, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
8. For any clarifications related to postal ballot notice and e-voting, members may contact any one of the following:

For Company

Mr. Mayur Barvadiya, Company Secretary
Symphony House, FP12-TP50, Bodakdev, Off S.G Highway, Ahmedabad 380 054, Gujarat, India
P : +91-79-66211111, F. +91-79-66211140, Email : companysecretary@symphonylimited.com

For Remote e-voting

Mr. Anil Dalvi, Manager - RIS
Karvy Computershare Private Limited
Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032
P : +91-40-67161631, F: +91-40-23420814, Email : einward.ris@karvy.com

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

As per the provisions of Section 186 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, a Company, that proposes to give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquisition by way of subscription, purchase or otherwise the securities of any other body corporate in excess of 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher, is required to obtain the approval of the members by passing a special resolution.

Your Company is, from time to time, investing the surplus funds available with the Company in different tax free bonds of Government and securities of other Bodies Corporate and otherwise and also providing loans/ guarantees to subsidiaries, associates, joint venture companies and other bodies corporate. Your directors are of the view that as a measure of achieving greater financial flexibility and to enable optimal financing structure, the consent of the members needs to be accorded by way of a special resolution to enable the Company to invest/make loans/provide guarantees/securities for an amount not exceeding ₹ 1,000/- crores (Rupees One Thousand Crores only) under the provisions of Section 186 of the Companies Act, 2013.

None of the Directors, Manager, Key Managerial Personnel and their relatives are concerned or interested in the Resolution, except to the extent of their respective interest as the Member of the Company.

The Board recommends the aforesaid Special Resolution for approval of the Members.

By Order of the Board
For **SYMPHONY LIMITED**

Place : Ahmedabad
Date : July 26, 2016

Mayur Barvadiya
Company Secretary