

SHRI GURUDEV EN-TRADE LIMITED

CIN: L29224MH1984PLC217693

Regd. Off.: Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008.

Tel: (91) 22 2302 7900; Fax: (91) 22 2307 7231

Website: www.shrigurudevtrade.com

Email: cosec@shrigurudevtrade.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2009 INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF ('DELISTING REGULATIONS').

To,
The Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('Companies Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable provisions, if any, and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time to the members of Shri Gurudev En-Trade Limited ('the Company') and pursuant to the requisition letter dated 03.06.2019 received from M/s. Warden International Private Limited (One of the Promoter of the Company) and the resolution passed by the Board of Directors of the Company at its meeting held on 21.06.2019; to consider and if found fit, to pass the following resolution as a special resolution ('Special Resolution') through a postal ballot ('Postal Ballot') or, alternatively, through the e-voting facility offered by the Company in this regard.

The Special Resolution, the explanatory statement ('Explanatory Statement') containing all material facts and a postal ballot form ('Postal Ballot Form') along with details regarding electronic voting are enclosed with this Notice for your consideration. Also enclosed a self-addressed, postage prepaid envelope for your use. The Board of Directors of the Company has appointed Ms. Bhavna Pandya, of M/s. Bhavna N Pandya & Co., Practicing Chartered Accountant, (Membership No. 37225, FRN No. 137611W) as the scrutinizer ('Scrutinizer') for conducting Postal Ballot process in a fair and transparent manner.

The members holding Equity Shares of the Company have the options of voting i.e. either by e-voting or through Postal Ballot Form. Accordingly, the Company, in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, is pleased to provide the Members, whether holding shares in physical or dematerialized form, with the facility to exercise their right to vote on the matter set out in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited ("CDSL"). The e-voting period will commence on Friday, 28.06.2019 (09:00 A.M.) and end on Saturday, 27.07.2019 (5:00 P.M.). During this period, Members of the Company holding shares as on the cut-off date i.e., Friday, 21.06.2019, may cast their vote electronically. Please read carefully and follow the instructions for e-voting as set out in this Notice.

However, those Members, who do not have access to e-voting facility, can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Once the vote cast it cannot be changed subsequently. It is pertinent to note that the Member(s) can opt only one mode of voting i.e. either by e-voting or voting by physical mode through Postal Ballot. If Members are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Members cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Members are requested to carefully read the instructions printed on reverse of the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. (5.00 P.M.) on Saturday, 27.07.2019. The Ballot form received after the said date will be treated as if the reply from the concerned member has not been received.

The Scrutinizer will submit her report to the Chairman of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced at 04.30 P.M. on Monday, 29.07.2019 at the Registered Office of the Company. Additionally, the result will be communicated to The Metropolitan Stock Exchange of India Limited ('MSEI') where the equity shares of the Company are listed and shall be posted on the website of the Company and also on the Notice Board of the Company and the same shall also be published in the newspapers on 30.07.2019. The end date of e-voting and receipt of postal ballot i.e. Saturday, 27.07.2019 shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority by the public shareholders of the Company.

Members requiring any clarification on e-voting may contact Central Depository Services (India) Limited ("CDSL") by email at helpdesk.evoting@cdslindia.com or call on: 18002005533.

PROPOSED SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from The Metropolitan Stock Exchange of India Limited (“MSEI”) i.e., the only Stock Exchange where the equity shares of the Company is listed:-

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

“RESOLVED THAT subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and to the extent Rules notified, the Securities Contract (Regulation) Act, 1956, and the rules framed thereunder, the Listing Agreement entered with The Metropolitan Stock Exchange of India Limited (“MSEI”), Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time and subject to such approvals, permissions and sanctions, if any, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Metropolitan Stock Exchange of India Limited, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee of Directors/ persons authorized by the Board, the consent of the members of the Company be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from Metropolitan Stock Exchange of India Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the Voluntary Delisting (as defined in SEBI Delisting Regulations) the Board of Directors/a Committee of Directors/ persons authorized by the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard for delisting of the equity shares from Metropolitan Stock Exchange of India Limited.”

By Order of the Board
For **Shri Gurudev En-Trade Limited**

Sd/-
Sunil Surve
Director
DIN: 00065166

Date: June 21, 2019

Place: Mumbai

Registered Office:

Warden House, 340, J. J. Road,

Byculla, Mumbai - 400 008

Email: cosec@shrigurudevtrade.com

Website: www.shrigurudevtrade.com

NOTES:-

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, is annexed hereto along with a Postal Ballot Form for your consideration.
2. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the registered office of the Company during working day in office hours from 10.00 A.M. up to 5.00 P.M. upto last date of Postal Ballot or e-voting i.e. Saturday, 27.07.2019.
3. Ms. Bhavna Pandya, of M/s. Bhavna N Pandya & Co., Practicing Chartered Accountant, (Membership No. 37225, FRN No. 137611W) has been appointed as Scrutinizer for conducting the Postal Ballot Process.
4. Shareholders are requested to make all correspondences pertaining to shares of the Company to Mr. Sunil Surve, Director of the Company at Warden House, 340, J.J.Road, Byculla Mumbai 400008, Tel: (91) 22 2302 7900; Fax: (91) 22 2307 7231, Email: cosec@shrigurudevtrade.com
5. The Postal ballot Form together with self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the following instructions before exercising your vote and return the form duly completed, signifying your assent/ dissent, in the attached self-addressed, postage pre-paid envelope so as to reach the scrutinizer before the close of working hours on Saturday, 27.07.2019.
6. The notice is being sent to all the members, whose name appears in the register of members/ Record of Depositories as on Cut-off date i.e. 21.06.2019. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date.
7. In compliance with Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically. The Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions which form part of this Notice of Postal Ballot. Member can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of voting period, whichever is earlier.
8. The scrutinizer will submit her report after completion of the scrutiny, addressed to the chairman on Monday, 29.07.2019. The chairman will announce the result of voting by postal ballot and e-voting on Monday, 29.07.2019 at 4.30 P.M. at the Registered Office of the Company and the resolution will be taken as passed effectively from the end date of e-voting and/or receipt of postal ballot i.e. Saturday, 27.07.2019, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer's decision on the validity of the Postal Ballot shall be final.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Voluntary Delisting of the Equity Shares of the Company from Stock Exchange(s) as prescribed under SEBI (Delisting of Equity shares) Regulations, 2009 (“Delisting Regulations”).

The equity shares (“Shares”) of the Company are presently listed on the The Metropolitan Stock Exchange of India Limited (“MSEI”) only (Scrip Code: SGETL).

The Promoter group, collectively hold 8,00,550 equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each, constituting 74.40% of the paid-up equity share capital of the Company. The balance of 2,75,450 equity shares comprising 25.60% of the paid-up share capital of the Company are held by public shareholders.

The Company has received letters dated 03.06.2019 and 17.06.2019 from M/s. Warden International Private Limited, Acquirer/ Promoter, expressing intention to provide an exit opportunity to the public shareholders of the Company in accordance with the SEBI (Delisting of Equity shares) Regulations, 2009 (“**Delisting Regulations**”) and voluntarily delist the Shares from MSEI (“Delisting Proposal”).

The objective in making the Delisting Offer is to obtain full ownership of the Company which will provide the Promoters enhanced operational flexibility and the Promoters believe that the proposed Delisting Offer would provide an exit opportunity to the Public Shareholders. Additionally, it will save time and cost for compliances with various laws.

Further, since the Company falls under the ambit of Chapter VII (Special Provisions for Small Companies and Delisting by Operation of Law) of the SEBI Delisting Regulations which states that the Company may opt for voluntary delisting if;

- i. The company has a paid up capital not exceeding ten crore rupees and net Worth not exceeding twenty-five crore rupees as on the last date of preceding financial year;
- ii. the number of equity shares of the company traded on each such recognised stock exchange during the twelve calendar months immediately preceding the date of board meeting referred to in sub regulation (1B) of regulation 8 is less than ten per cent of the total number of shares of such company; and
- iii. the company has not been suspended by any of the recognised stock exchanges having nation-wide trading terminals for any non-compliance.

by obtaining their approval through Postal Ballot and providing them an exit opportunity at a price not less than the floor price determined in terms of sub-regulation (2) of regulation 15 of these regulations read with clause (e) of sub regulation (2) of regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, without following the rigorous, lengthy and complicated procedure of Reverse Book Building etc. Accordingly, the said delisting of shares shall be carried out as per the provisions of Chapter VII.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires the approval of the shareholders of the Company by way of a special resolution passed through a postal ballot. Further, as per Regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favour of the delisting proposal amount to at least 2 (two) times the number of votes cast by the public shareholders against it.

The Acquirers/Promoters in their letter dated 17.06.2019 stated that the exit price of the shares shall be the price determined in accordance with the provisions of the Regulation 15 of the Delisting Regulations. The promoter has indicated that the 'Floor Price' of Rs.8.30/- per equity share has been determined in terms of Regulation 15(2) of Delisting Regulation taking into consideration regulation 8 of SEBI (Substantial Acquisition of Shares & Takeover) Regulation 2011(Takeover Regulations). The Promoter intends to offer Rs.10.50 per equity share as the exit price which is above the floor price.

The Floor price has been calculated in the following manner:

The equity shares of the company are 'infrequently traded' as defined under Takeover Regulation; 'Floor Price' has been determined in terms of Regulation 8(2)(e) of Takeover Regulation considering parameters applicable for 'infrequently traded' equity shares & date of Board meeting for the purpose of calculation.

In terms of the Delisting Regulations, the delisting of equity shares of the company from Stock Exchange is subject to the Compliance of Regulation 8 and Chapter IV of the Delisting Regulations.

The Board at their meeting held on 21.06.2019 has authorised any Director or Company Secretary of the Company ("Authorised Representative") to take all steps necessary in connection with the proposed voluntary delisting of the Company including seeking approval of the Shareholders of the Company through Postal Ballot in accordance with section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, relating to passing of resolutions by postal ballot (the "Postal Ballot Rules"), pursuant further to the extant provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for the time being in force ("**Delisting Regulations**").

The Board of Directors while approving the proposal for delisting in their meeting held on 21.06.2019 have certified & taken into account the facts that:

- (i) the company is in compliance with the applicable provisions of securities laws;
- (ii) the acquirers /promoters & promoter group & their related entities, are in compliance with sub-regulation (5) of regulation 4 of Delisting Regulation.
- (iii) the delisting is in the interest of the shareholders.
- (iv) The proposed offer by the Promoter/Acquirer will provide exit opportunity to public shareholders.

In view of the above and Pursuant to the aforesaid letter received from M/s. Warden International Private Limited, Acquirer/ Promoter, the Board of Directors of the company at their meeting held on 21.06.2019 have resolved to recommend the special resolution for approving the delisting proposal by way of postal ballot to the shareholders in accordance with Companies (Management and Administration) Rules, 2014 read with Postal Ballot Rules.

The approval of the members is sought for the aforesaid special resolution, after which the Directors shall proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it be passed as a special resolution.

The documents referred to in this notice and explanatory statement are available for inspection from 10.00 A.M. up to 5.00 P.M. during working day (except Saturday, Sundays & Public Holidays) until 27.07.2019.

Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.

By Order of the Board
For **Shri Gurudev En-Trade Limited**

Sd/-
Sunil Surve
Director
DIN: 00065166

Date: June 21, 2019

Place: Mumbai

Registered Office:

Warden House, 340, J. J. Road,

Byculla, Mumbai - 400 008.

Email: cosec@shrigurudevtrade.com

Website: www.shrigurudevtrade.com

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING:

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.00 P.M.) on or before Saturday, 27.07.2019. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.
4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.
5. Incomplete/ Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/ authority as mention in point no. 6 above) along with the Postal ballot form in the enclosed self-addressed Business Reply Envelope addressed to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

8. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically through Postal Ballot, and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for members voting electronically are as under:

- (i) The voting period begins on Friday, 28.06.2019 at 09.00 A.M. and ends on Saturday, 27.07.2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares in Demat & Physical as on the cut-off date i.e. Friday, 21.06.2019, 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 during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL:
 - b. 16 digits beneficiary ID,
 - c. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - d. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (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:

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 with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above 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 relevant Company Name i.e. “Shri Gurudev En-Trade 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 Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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 or contact them at 1800 200 5533

- (xx) 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, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
9. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at bhavna_pandya2005@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before Saturday, 27.07.2019 upto 5:00 P.M. failing to which the vote shall not be treated as valid.
 10. 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, 21.06.2019.
 11. The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, 21.06.2019. The facility of e-voting would be provided for every folio / client id, irrespective of the number of joint holders.
 12. The Notice of Postal Ballot will be sent to all the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 21.06.2019. The Notice of the Postal Ballot will also be sent electronically to those members whose e-mail IDs are registered with the Company / Depository Participant(s).
 13. Ms. Bhavna Pandya, Practicing Chartered Accountants (Membership No. 37225) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through postal ballot in a fair and transparent manner. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 (two) 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.
 14. The Results shall be declared on Monday, 29.07.2019 at 04.30 P.M. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and that of Company at www.cdslindia.com and will be communicated to the Metropolitan Stock Exchange of India Limited ("MSEI") where shares are listed and shall be posted on the website of the Company at www.shrigurudevtrade.com and also on the Notice Board of the Company and the same shall also be published in the newspapers on 30.07.2019.

SHRI GURUDEV EN-TRADE LIMITED

CIN: L29224MH1984PLC217693

Regd. Off.: Warden House, 340, J. J. Road, Byculla, Mumbai - 400 008.

Tel: (91) 22 2302 7900; Fax: (91) 22 2307 7231

Website: www.shrigurudevtrade.com

Email: cosec@shrigurudevtrade.com

POSTAL BALLOT FORM

Pursuant to Section 110 of the Companies Act, 2013

Please read carefully the instructions attached with the Notice before completing this form
(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.:

- 1 Name of the Sole/ First Named Shareholder
- 2 Registered address of the sole/first named Shareholder

- 3 Name of the Joint Holder(s) if any
- 4 Registered Folio No. / DP ID & Client ID
- 5 No. of shares held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed by means of Postal Ballot for the business set out in the Notice dated 21.06.2019 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Items	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval for Voluntary Delisting of the Equity Shares of the Company from The Metropolitan Stock Exchange of India Limited ("MSEI") i.e., the only Stock Exchange where the equity shares of the Company is listed			

Date:

Place:

Signature of Shareholder(s)

Signature of the Shareholder/ Authorised Representative

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	Password / PIN
190624008		

Please refer to e-voting instructions mentioned in annexure attached
The e-voting facility will be available during the following voting period:
Commencement of e-voting: From <Friday, 28.06.2019 at 09:00 A.M.>
End of e-voting: Up to <Saturday, 27.07.2019 at 05:00 P.M.>

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 27.07.2019.

INSTRUCTIONS:

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/ her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.
2. Voting period commences on and from Friday, 28.06.2019 at 09:00 A.M. and ends on Saturday, 27.07.2019 at 05:00 P.M.
3. The results of the Postal Ballot and e-voting will be announced on Monday, 29.07.2019 at 04:30 P.M. at the Registered Office of the Company and be posted on the website of the Company and also on the Notice Board of the Company and the same shall also be published in the newspapers on 30.07.2019.
4. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as on cut-off date i.e. Friday, 21.06.2019.
5. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer (i.e., Ms. Bhavna Pandya, Practicing Chartered Accountant, (Membership No. 37225, FRN No. 137611W) appointed by the Company at B/18, 2nd Floor, Kastur Mahal, Sion Main Road, Sion, Mumbai – 400022; Mobile No.: 9892058359, E-mail: bhavna_pandya2005@yahoo.co.in so as to reach the Scrutinizer not later 5:00 P.M. on 27.07.2019. Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
8. A Member can apply for duplicate Postal Ballot Form through an email at cosec@shrigurudevtrade.com if so required. For any clarification(s), please contact Mr. Sunil Surve, at sunil_surve@wardengroup.com .
9. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
10. 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 paper is found, the same will be destroyed by the Scrutinizer.