

NOTICE OF POSTAL BALLOT



Registered Office

Agarwal House, 1st floor,
5, Yeshwant colony,
Indore - 452003 (M.P.) INDIA
Phone No. + 91 731 4080808
email : contact@pkwl.in
Website : www.pkwl.in

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of Companies Act, 2013 and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)

Notice pursuant to section 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the rules") (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 8 read with Regulation 27 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations") as amended from time to time, to the members of P.K Worldwide Limited (the "Company") to consider and if thought fit, pass the resolution herein below as 'special resolution' by postal ballot.

This is to inform you that the Company has received the requisition letter dated 5th August, 2014 from the promoter group of the Company, stating their intention to seek voluntary delisting of the Equity Shares of the Company from Madras Stock Exchange (MSE) and Madhya Pradesh Stock Exchange (MPSE) (the "Stock Exchanges") by offering to acquire the public shareholding.

Pursuant to the Regulation 8(1)(b) of the SEBI Delisting Regulations, approval of public shareholders of the Company by Special Resolution passed through Postal Ballot is essential for a Company seeking to voluntarily delist its equity shares from the Stock Exchanges where the shares are listed.

The Resolution and Explanatory Statement containing all material facts are being sent herewith along with the postal ballot form (the "Form") and a self-addressed, postage pre-paid envelope, for your consideration and voting. Members are requested to read the instructions carefully before filling the Form and return the Form duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours at 05:00 P.M. hours on 01st October, 2014. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

As per the provisions of the Companies (Management and Administration) Rules, 2014, the Board of Directors in their meeting held on 8th August, 2014 has appointed Ms. Neha Seth, Practicing Company Secretary, an Independent Person to act as a Scrutinizer for conducting the entire postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the designated Director(s) after completion of scrutiny of postal ballot forms received. The result of voting by postal ballot will be announced at 05:00 P.M. on 06th October, 2014 at the Registered Office of the Company located at Agarwal House, 1st Floor, No. 5, Yeshwant Colony, Indore- 452003 (Madhya Pradesh). The results would also be displayed on the website of the Company (<http://www.pkwl.in>), besides being communicated to the Stock Exchanges where the equity shares of the Company are listed.

SPECIAL BUSINESS:

1. Voluntary Delisting of Equity Shares from and Madras Stock Exchange (MSE) & Madhya Pradesh Stock Exchange (MPSE)

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the “SEBI Delisting Regulations”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 and all applicable laws, rules, regulations, notifications, clarifications and guidelines, including, but not limited, to Companies Act, 2013, Listing Agreement entered into with the Madras Stock Exchange (MSE) and Madhya Pradesh Stock Exchange (MPSE) (“the Exchanges”), Securities and Exchange Board of India Act, 1992 and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) (including any statutory amendment(s) modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to such other statutory and/or contractual approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any relevant authority, including, but not limited to, Securities and Exchange Board of India (SEBI), MSE, MPSE and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee constituted by the Board of Directors), the consent of the members of the Company be and is hereby accorded to the Board to seek Voluntary Delisting of its Equity Shares from Madras Stock Exchange (MSE) and Madhya Pradesh Stock Exchange (MPSE) after providing an exit opportunity to the existing shareholders (other than promoters) in accordance with Regulation 27 of SEBI Delisting Regulations.

RESOLVED FURTHER THAT the Board, including any Committee of the Board or any person represented by the committee thereof, if any, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary expedient, desirable or appropriate in the best interests of the company including signing of all necessary agreements, making application to the Stock Exchange seeking its in-principle and final approval for the proposed voluntary delisting of the Equity Shares of the Company and to settle all such questions, queries, doubts or difficulty which may arise with regard to Voluntary Delisting of the Equity Shares of the Company and filing of necessary documents for giving effect to this resolution.”

**By Order of the Board
For P. K Worldwide Limited**

Date: August 29, 2014

Place: Indore

**Sd/-
Prashant Agarwal
Director**

Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. In terms of Regulation 8(1)(b) read with Regulation 27 of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 read with Section 110 of Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the item of business mentioned above is sought to be passed through postal ballot.
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. Voting rights of every member shall be reckoned on the paid- up value of the equity shares whose names shall appear in Register of Members as on 22nd August, 2014 (cut-off date), and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. The shareholders 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. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is being provided by the Company.

5. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the shareholders of the Company as an alternate to dispatch the Postal Ballot Form. If a shareholder has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form.
6. E-voting: In compliance with the provisions of Section 110 of Companies Act, 2013 read with the Rules and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically. Please note that e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for e-voting, then he/she/it should not vote by postal ballot and vice-versa. However, in case shareholder(s) cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail, notwithstanding whichever option is exercised first.
7. Members can cast their vote online from 01st September, 2014 to 01st October, 2014 as the e-voting module shall be disabled for voting by CDSL thereafter. During this period, shareholders’ of the Company as on the cut-off date i.e., on 22nd August, 2014 may cast their vote electronically. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. by 05:00 P.M. on 01st October, 2014. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Every member having a registered email address with the Company shall be provided with the Login ID/User ID and password details at the registered email address;
9. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;
10. Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
11. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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, to the Scrutinizer through e-mail on csnehaseth@gmail.com, with a copy marked to helpdesk.evoting@cdslindia.com or before 01st October, 2014. The file containing the said documents should be named as "Member's name_ (EVSN)".

12. Ms. Neha Seth, Practicing Company Secretary has been appointed as the scrutinizer to the electronic voting process who shall prepare and submit her report of the votes cast in favour or not in favour/ against, to the Chairman on 06th October, 2014;
13. The results declared along with the scrutinizer's report shall be placed on the website of the Company and on the website of CDSL.
14. Members may contact Ms. Neha Seth at +91 9871903449 and at email csnehaseth@gmail.com for any information or queries pertaining to electronic voting;
15. Notice of the meeting is also displayed at www.pkwl.in
16. In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organized through CDSL, such members may send a request to the Company at its Registered Office for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot by 01st October, 2014.
17. User Manual for electronic voting is available at <https://www.cdslindia.com>
18. The instructions for members for voting electronically are as under:
 - I. In case of members receiving e-mail:
 - a. Log on to the e-voting website www.evotingindia.com
 - b. Click on "shareholders" tab
 - c. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - d. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e. Next enter the Image Verification as displayed and click on Login.
 - f. 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.
 - g. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and physical Form
Permanent Account Number(PAN)	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department</p> <p>(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 last 8 digits of the demat account/folio number in the PAN Field.</p> <p>In case the folio number is less than 8 digits the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For Example: If your name is Ramesh Kumar with folio number 100 then letter RA00000100 in the PAN Field.</p>
Date of Birth (DOB)	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.
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> <p>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 number of shares held by you as on the cut - off date in the Dividend Bank details field.</p>

- h. After entering these details appropriately, click on "SUBMIT" tab
- i. 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 that 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 utmost care to keep your password confidential.

- j. For Members holding shares in Physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- k. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l. 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.
- m. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- n. 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.
- o. Once you” CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- q. 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.
 - ✓ Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <http://www.evoting.co.in> and register themselves as Corporates.
 - ✓ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - ✓ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - ✓ The list of accounts they should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ✓ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- II. In case of members receiving the physical copy
 - a. Please follow all steps from sl.no. (a) to sl. no. (q) above to cast vote;
 - b. The e-Voting period commences on 01st September, 2014 and ends on 01st October, 2014. During this period, Members of the Company, holding shares either in physical form or dematerialized form, 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 Member, he shall not be allowed to change it subsequently.
 - c. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

19. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website <http://www.pkwl.in> and on the website of CDSL www.evoting.com.
20. The date of dispatch of notice will be published through newspaper advertisement.
21. Postal ballot and self-addressed postage pre-paid envelopes are enclosed.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Voluntary delisting of Equity Shares from Madras Stock Exchange (MSE) and Madhya Pradesh Stock Exchange (MPSE)

The Equity Shares of the Company are presently listed at Madras Stock Exchange (MSE) and Madhya Pradesh Stock Exchange (MPSE) where there is no trading activity for many years. Neither the Company nor any shareholders are being benefited in any manner due to continued listing as aforesaid. Moreover, the Company is bearing unnecessary cost and is complying with stricter provisions of the Listing Agreement and various SEBI regulations.

According to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations"), a Company may voluntarily delist its equity shares from the Stock Exchange where its shares are listed, subject to the compliance of the provisions mentioned therein.

Since there is no liquidity/ tradability in the equity shares of the Company for last many years, the public shareholders are not getting any exit opportunity and their

investments have been locked up and they find it difficult to dispose-off their shareholding. In this respect, the promoters believe that the proposed voluntary delisting is in the best interests of the public shareholders, as it provides them an exit opportunity.

Keeping the above in view, the Board of Directors of the Company at their Meeting held on 8th August, 2014 approved the proposal of Voluntary Delisting of Equity Shares from Madras Stock Exchange (MSE) and Madhya Pradesh Stock Exchange (MPSE) after giving an exit option to all its shareholders other than promoters, in terms of provisions for the 'Small Companies' in the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

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 the public shareholders base in the Company is less than or equal to 300 and the paid-up value of the shares held by those public shareholders is up to Rs.1 Crore, by obtaining their approval through Postal Ballot and providing them an exit opportunity at a price to be determined in consultation with a SEBI registered Merchant Banker, 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. None of the Directors of the Company is in anyway concerned or interested in the above resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders.

**By Order of the Board
For P. K Worldwide Limited**

Date: August 29, 2014

Place: Indore

**Sd/-
Prashant Agarwal
Director**

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Serial No. _____

**POSTAL BALLOT FORM
FOR EQUITY SHAREHOLDERS OF Rs.10/- EACH**

1.	Name & Registered Address of the sole/first named Shareholder		
2.	Name(s) of the joint Shareholder(s), if any.		
3.	Registered folio No.		
4.	Number of Shares held		
5.	I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 29 th August, 2014 by sending my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.		
	Item	No. of Shares	Please tick (✓) in the appropriate box below
1.	Special Resolution for the Delisting of the Equity Shares from the Stock Exchanges where the equity shares of the company are listed.	I/We assent to the Resolution	
		I/We dissent to the Resolution	

Signature of the Shareholder

(Refer Instruction No.3 overleaf)

Date:

Place:

Note: Please read carefully the instructions printed overleaf before exercising your vote.

Instructions:

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
4. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
5. The Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
7. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
8. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on 01st October, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.
9. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on the date of dispatch of the Notice.
10. 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 the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Postal Ballot form received by fax will be rejected and it will be deemed as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period
13. The Scrutinizer will submit the report, to the Board of Directors of the Company, after completion of the Scrutiny and result of the Postal Ballot will be announced by the Chairman of the Board on 06th October, 2014 at 05:00 P.M. hours at the Registered Office of the Company.