

**Blue Circle Services Limited**

CIN - L74140MH1983PLC029378  
324, 3rd Floor, Building No. 9, Laxmi Plaza,  
Laxmi Industrial Estate, New Link Road,  
Andheri (W), Mumbai - 400 053.

T : +91-22-67982780  
F : +91-22-69969555

E : blue.circl@gmail.com  
W : www.bluecircleservices.com

**NOTICE OF POSTAL BALLOT**

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

Dear Members,

**NOTICE** is hereby given that pursuant to Section 110 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, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below is proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning the resolutions and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as Member of the Company is also enclosed. The Company has appointed M/s. G. S. Bhide & Associates, Practicing Company Secretary (ACS No. 31886, C. P. No. 11816), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e. 5.00 P.M.) on 3<sup>rd</sup> July, 2017.

In compliance with Listing Regulations (SEBI LODR Regulations, 2015) and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("**e-voting**") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of **Central Depository Services (India) Limited** to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e- voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit her report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him not later than the closing of working hours on Wednesday, the July 5, 2017 at the Registered Office of the company. The day on which the results of the Postal Ballot are announced by the Company would be the date on which the Special Resolution is passed. The said results would also be displayed at the notice board of the Registered Office of the Company, intimated to the BSE Limited where the Company's shares are listed and displayed on the Company's website viz. [www.bluecircleservices.com](http://www.bluecircleservices.com).

**By Order of the Board  
FOR BLUE CIRCLE SERVICES LIMITED**

S/d-

**ANIL KUMAR PUROHIT  
MANAGING DIRECTOR  
DIN : 00082942**

Place : Mumbai  
Date : 3<sup>rd</sup> June 2017

**PROPOSED RESOLUTIONS:**

**SPECIAL BUSINESS:**

**1. CHANGE IN NAME OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4(4), 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force and the rules framed there under, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai consent of the members of the Company be and is hereby accorded, for change of the name of the Company from **“Blue Circle Services Limited”** to **“Exotica Ventures Limited** or any other name to be approved by Registrar of Companies, Maharashtra, Mumbai;

**“RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted by the following;

The Name of the Company is **Exotica Ventures Limited** or such other name. “

**“RESOLVED FURTHER THAT** Clause 2 of the Articles of Association of the Company be substituted by the following;

“The Company” means **Exotica Ventures Limited** or such other name.”

**“RESOLVED FURTHER THAT** Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. CONSOLIDATION IN FACE VALUE OF EQUITY SHARES OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 61(1)(b) and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, and any other approval, consent, permission, sanction etc. as may be required from any government or other authority, consent of the Company be and is hereby accorded for consolidation of the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from Rs.1/- (Rupees One only) each to Rs. 10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of Rs.1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of Rs.10/- (Rupees Ten only) each.”

**“RESOLVED FURTHER THAT** upon consolidation of 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each into One Equity Share of Rs. 10/- (Rupees Ten Only) each the Board shall not issue any certificate or coupon in respect of such fractional shares. However, the total number of Equity Shares constituting such fractions shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional Equity Shareholders. The details of such fractional Equity Shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.”

**“RESOLVED FURTHER THAT** the consolidation of shares be determined on the basis of those shareholders whose names appear in the Register of Members as on the record date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the “Record Date”).

**RESOLVED FURTHER THAT:**

- A. in case of shares held in physical form, the existing share certificates issued to the holders of the equity shares of the Company be treated as cancelled from the Record Date, and fresh share certificates be issued in respect of the consolidated equity shares of the Company to such members in accordance with the provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.
- B. In case of shares held in dematerialised form, the respective beneficiary accounts of the members who hold the shares of the Company in dematerialized form be credited with consolidated equity shares in lieu of their existing shares.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters as they may in their absolute discretion deem necessary, expedient or desirable for completing the consolidation of shares of the Company and giving effect to the foregoing resolutions, including without limitation (i) consolidation of all fractional entitlements of shareholders of the Company and dealing with the same in accordance with the Articles of Association of the Company and taking all other actions to facilitate the process of consolidation, including the issue and transfer of new shares in lieu of fractional entitlements of members; (ii) settlement of any questions, difficulties or doubts with respect to the foregoing resolution and / or delegation of any of their powers to such person, committee etc. as may be authorized by the Board.”

### **3. ALTERATION TO CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Section 13, Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company, the existing Clause IV of the Memorandum of Association of the Company be deleted and substituted by the following:

“The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000/- (Two Crore Fifty Lacs) shares of Rs. 10/- (Rupees Ten only) each.”

**“RESOLVED FURTHER THAT** the amendment to the Memorandum of Association as aforesaid shall take effect upon, and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from Rs.1/- (Rupees One only) per share to Rs. 10/- (Rupees Ten only) per share. “

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

### **4. ALTERATION TO CAPITAL CLAUSE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Section 14 and other applicable provisions if any, of the Companies Act, 2013 and the rules, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company, the existing Share Capital Clause in the Articles of Association of the Company be deleted and substituted by the following:

“The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (One Crore Fifty Lacs) Equity shares of Rs. 10/- (Rs. Ten only) each with power to increase and reduce the Capital, to divide the share in the Capital for the time being into several classes and respectively such preferential, or Special rights thereto attach privileges and conditions as may be determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company and consolidate or sub-divide the shares and issue shares of higher denomination.”

**“RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

**By Order of the Board  
FOR BLUE CIRCLE SERVICES LIMITED**

S/d-

**ANIL KUMAR PUROHIT  
MANAGING DIRECTOR  
DIN : 00082942**

Place : Mumbai  
Date : 3<sup>rd</sup> June 2017

## NOTES

1. Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 2<sup>nd</sup> June 2017.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules and applicable Regulations of SEBI LODR Regulations, 2015, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting. Please note that e-voting is optional.
4. The Board of Directors of the Company has appointed M/s. G. S. Bhide & Associates, Practicing Company Secretary (ACS No. 31886, C. P. No. 11816), as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Managing Director and in his absence by the Company Secretary, if the result of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot will be declared at the Registered Office of the Company not later than the closing of working hours on Wednesday, the July 5, 2017. After declaration, the result of the Postal Ballot shall also be posted on the Company's website [www.bluecircleservices.com](http://www.bluecircleservices.com) besides communicating the same to the BSE Limited where the shares of the Company are listed.
6. A copy of the document (more specifically Memorandum of Association and Articles of Association of the Company along with the proposed drafts amendments) referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving physical Postal Ballot Forms by the Scrutinizer i.e. 3<sup>rd</sup> July, 2017.
7. The Postal Ballot Form and the prepaid self-addressed business reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. Voting rights shall be reckoned in proportion to the paid-up Equity Shares registered in the name of the Member as on 2<sup>nd</sup> June 2017.

## 9. GENERAL INFORMATION

- i There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- ii Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- iii Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

## 10. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- i Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, M/s. G. S. Bhide & Associates, Practicing Company Secretary ((ACS No. 31886, C. P. No. 11816), at the Company's Registered Office at 324, 3rd Floor, Building No. 9, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai-400 053, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

- ii In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- iii In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (i.e) duly attested.
- iv The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- v Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 3<sup>rd</sup> July 2017 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.
- vi Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- vii A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to M/s. Purva Sharegistry (India) Pvt. Ltd., 9, Shiv Shakti Ind.Estt., J R Boricha Marg, Lower Parel East, Mumbai 400 011, Email: [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in), Phone: +91-022-2301 8261, Fax: +91-022-2301 2517 or to the e-mail ID [blue.circl@gmail.com](mailto:blue.circl@gmail.com). Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 3<sup>rd</sup> July 2017 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.
- viii Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

**11. VOTING THROUGH ELECTRONIC MEANS**

- a. The remote e-voting period Commences on Monday, 5<sup>th</sup> June, 2017 (09.00 AM. IST) and ends on Tuesday, 4<sup>th</sup> July, 2017 (5.00 PM. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 2<sup>nd</sup> June, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- b. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) .
- c. Click on "Shareholders" tab.
- 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](http://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:

| Particulars | For Members holding shares in Demat Form and Physical Form   |
|-------------|--|
| PAN         | <ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number</li> </ul> |



|  |   |
|--|---|
|  | 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.   |
| Dividend Bank Details<br>OR<br>Date of Birth (DOB) | <ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>If both 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 (s).</li> </ul> |

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN: **170603003** for the relevant Company Name i.e. Blue Circle Services Limited for 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 "RESOLUTIONS 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. **Note for Institutional Shareholders and Custodians**
- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

## Blue Circle Services Limited

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- t. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
12. 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 [blue.circl@gmail.com](mailto:blue.circl@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), [evoting@cdslindia.com](mailto:evoting@cdslindia.com) on or before 4<sup>th</sup> July, 2017 up to 5:00 pm without which the vote shall not be treated as valid.
  13. 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 i.e., 2<sup>nd</sup> June, 2017.
  14. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e., 2<sup>nd</sup> June, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  15. M/s. G. S. Bhide & Associates, Practicing Company Secretary (ACS No. 31886, C. P. No. 11816), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a reasonable period of time a period not exceeding one (1) working days from the conclusion of the e- voting period unblocks the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

#### ITEM NO. 1

The Board of Director of the company at the meeting held on 3<sup>rd</sup> June 2017, decided to change the name of the company from "**Blue Circle Services Limited**" to "**Exotica Ventures Limited** or **Global Technomedia Ventures Limited**" and the subsequently said name was also reserved by the Registrar of Companies, Maharashtra, Mumbai.

At present, the Company is not providing any kind of services and is only into the business of investments in shares and securities and/or Mutual Funds, thus the current name "**Blue Circle Services Limited**" will not depict a true and fair view of the nature of business activity of the company. Thus to bring the name in line with the objects of the company it is proposed to change the name of the company from "**Blue Circle Services Limited**" to "**Exotica Ventures Limited**."

The Directors, therefore, recommend the adoption of the said Resolution as an Ordinary Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

#### ITEM NO. 2, 3 & 4

Due to large number of shareholders, the compliance and administrative activities of the Company have also increased manifold and every corporate action takes its own time to implement due to the procedural requirements which are otherwise mandated for companies with a much larger shareholder base. In view of this and in the best interests of the small public shareholders of the Company, it is being proposed to re-organise the Company's share capital by way of a share consolidation by increasing the nominal value of each share of the Company from Rs.1/- to Rs.10/- per share. Consolidation of shares of the Company is expected to be beneficial for all parties involved.

The Company will benefit from significant savings in costs, reduction in administrative and procedural work and legal compliances, and general efficiency in corporate decision making. In light of the above, it is proposed to consolidate the entire authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from Rs.1/- (Rupees One only) per share to Rs.10/- (Rupees Ten only) per share so that every 10 (Ten) equity shares with nominal value of Rs. 1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of Rs.10/- (Rupees Ten only) each with effect from the Record Date determined for this purpose. In this connection, capital clause in the Memorandum and Articles of Association of the Company will also have to be suitably amended to reflect the revised consolidated share capital of the Company.

## Blue Circle Services Limited

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### Fractional entitlements

Any fractions arising from such consolidation will be aggregated into whole shares and the number of whole shares so arising shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional Equity Shareholders. The details of such fractional Equity Shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses."

In case of non-resident shareholders, the payment of consideration in lieu of fractional entitlements would be subject to the provisions of Foreign Exchange Management Act, 1999 and any approvals from the Reserve Bank of India etc. as may be required.

As on date, the authorized share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 25,00,00,000 (Twenty Five Crore) shares of nominal value of Rs.1/- (Rupees One only) each. The Company proposes to consolidate the authorised, issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from Rs.1/- (Rupees One only) each to Rs.10/- (Rupees Ten only) each so that every 10 (Ten) equity shares with nominal value of Rs.1/- (Rupees One only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of Rs.10/- (Rupees Ten only) each, in the manner specified in resolution under Item No. (2) above, read with Explanatory Statement thereto. This would necessitate amendment of Clause V of Memorandum of Association of the Company, which specifies the authorized share capital of the Company.

Resolution (3) & (4) seeks shareholder approval to alter capital clause in the Memorandum and Articles of Association to consolidate the Company's issued, subscribed and paid - up capital by consolidating every ten existing Shares into one new Share ("Consolidation"). The purpose of the Consolidation is to provide the Company with a more appropriate capital structure for a company of its size and nature. The Company currently has 20,34,70,000 Equity Shares. The Board considers that having such a large number of Shares subjects the Company to a number of disadvantages including:

- additional share price volatility arising from the fact that a change in the price of the Shares represents a higher percentage of the Share price than it would if the Company had a greater Share price;
- In comparison to other companies listed on the BSE Limited ("BSE"), Company currently has a large number of shares on issue when considered in relation to the Company's market capitalisation. The consequence of this is that the market price per share traded on the BSE Limited ("BSE") is relatively low.; and
- negative perceptions associated with a low share price.

Further Issue of Shares, Consolidation of Face Value, Alteration to Capital Clause in the Memorandum and Articles of Association of the Company as proposed herein above requires the approval of the members. The Board recommends the passing of the resolution as an Ordinary/Special Resolution.

The Directors, therefore, recommend the adoption of the said Resolution as a Special Resolution.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested in the passing of the resolutions, except to the extent of their shareholding in the Company, if any.

**By Order of the Board**  
**FOR BLUE CIRCLE SERVICES LIMITED**  
S/d-

**ANIL KUMAR PUROHIT**  
**MANAGING DIRECTOR**  
**DIN : 00082942**

Place : Mumbai  
Date : 3<sup>rd</sup> June 2017



**Blue Circle Services Limited**

CIN - L74140MH1983PLC029378  
 324, 3rd Floor, Building No. 9, Laxmi Plaza,  
 Laxmi Industrial Estate, New Link Road,  
 Andheri (W), Mumbai - 400 053.

T : +91-22-67982780  
 F : +91-22-69969555

E : blue.circl@gmail.com  
 W : www.bluecircleservices.com

**POSTAL BALLOT FORM**

(Please read the instructions overleaf carefully before completing this form)

**BALLOT FORM NO. :** \_\_\_\_\_

|   |   |
|---|---|
| Name and Registered Address of the Sole/First named Shareholder : |   |
| Name(s) of Joint Holder(s) (if any) :                             |   |
| Registered Folio No. / DP ID No. and Client ID No. :              |   |
| Number of Share(s) held   |   |
| EVSN (E-voting Sequence Number) :                                 | <b>170603003</b>  |
| User ID :   | As per e-voting instructions mentioned in the Note no. 11 of the Notice |
| Password :  | As per e-voting instructions mentioned in the Note no. 11 of the Notice |

I/We, hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the businesses set out in the Notice by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

| Item No. | RESOLUTIONS  | No. of Shares held | For                           | Against                        |
|----------|--|--------------------|-------------------------------|--------------------------------|
|          |  |                    | I/We assent to the Resolution | I/We dissent to the Resolution |
| 1.       | Ordinary Resolution - For change of name of the company.   |                    |                               |                                |
| 2.       | Special Resolution – For Consolidation in face of Equity Shares of the Company                         |                    |                               |                                |
| 3.       | Ordinary Resolution – For Alteration to Capital Clause in the Memorandum of Association of the Company |                    |                               |                                |
| 4.       | Ordinary Resolution – For Alteration to Capital Clause in the Article of Association of the Company    |                    |                               |                                |

Place:

Date:

\_\_\_\_\_  
 (Signature of Sole/First Shareholder)

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

## Blue Circle Services Limited

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### INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the registered office of the Company where the Scrutinizer who has been appointed by the Board of Directors of the Company shall receive the duly filled in ballot form.
3. This postal ballot form should be filled up 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. Unsigned postal ballot forms will be rejected.
5. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. A Shareholder need not use all his votes or needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 3<sup>rd</sup> July 2017. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder 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 item 7 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date 2<sup>nd</sup> June 2017.
10. Shareholders 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.
11. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to members to exercise their right to vote for the resolution proposed to be passed through postal ballot vide electronic means and the voting may be done through e-voting services provided by Central Depository Services (India) Limited. However, the e-voting is optional for the members.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 2<sup>nd</sup> June 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. M/s. G. S. Bhide & Associates, Practicing Company Secretary (ACS No. 31886, C. P. No. 11816) has been appointed as the Scrutinizer to conduct the entire postal ballot process in a fair and transparent manner.
14. Members are informed that the votes casted electronically shall be treated as final, in case, votes are casted by any member through both the modes, i.e., electronically as well as by exercising the votes vide postal ballot forms.
15. The Scrutinizer's decision on the validity of the vote shall be final and binding.