

CROWN TOURS LIMITED

CIN: L63040RJ1989PLC004942

Regd. Office: Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006, Rajasthan
Email id: finance@crownjaipur.org, Website: www.crownjaipur.org, Tel: +0141-4156032

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of The Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

DEAR MEMBERS,

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the “Rules”) that the resolution appended below is proposed to be passed by way of Postal Ballot including remote e-Voting. The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts concerning the item and the reason thereof along with Postal Ballot Form is annexed herewith. The Board of Directors (the “Board”) has appointed Mr. Pradeep Pincha, Practicing Company Secretary (FCS 5369, CP No. 4426) as the Scrutinizer for conducting the Postal Ballot including remote e- Voting process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and the Notice and return the completed and duly signed Postal Ballot Form in the enclosed self-addressed Business Envelope, so as to reach the Scrutinizer. The Company is also offering remote e-voting facility to all the shareholders of the Company. You have the option to vote either by Postal Ballot or through e-voting, the procedure for which is set out in the Postal Ballot Notice.

Based on the scrutinizers report the result of the Postal Ballot including remote E-voting will be declared by the Director or the Company Secretary of the Company on at 04:00 p.m. on Saturday, 10th September, 2016 at the Registered Office of the Company i.e. Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006, Rajasthan. Such Results, along with the Scrutinizer Report will be available on the Company’s website www.crownjaipur.org and will be forwarded to the Stock Exchanges where the shares of the Company are listed. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results.

Special Business:

ITEM NO: 1- ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and 110 read with rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Clause III. A - *Main Objects* of the Memorandum of Association of the Company be altered by inserting the following Clause(s) after the existing Clause iii and the Memorandum of Association of the company be altered in the following manner:

- iv. To carry on the trades or business of manufacturing, making, buying, selling, importing, exporting and dealing in ornaments, and jewelleries of all kinds whether of Gold, Silver, Platinum, rolled gold and other metals and alloys, handicrafts, carpets, precious/semi precious stones like diamonds, rubies, emeralds, pearls any other substances and to establish and maintain factories and workshops for manufacturing and making such ornaments and jewelleries and other articles.
- v. To purchase, sell, develop, take in exchange, or on lease or hire or otherwise acquire any real estate including lands, mines, buildings, factories, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or

partly in one way and partly in the other or for any other consideration and to develop land either alone or jointly with one or more persons for industrial, commercial as well as residential purpose including Apartments, Commercial & Residential Townships, Smart cities, Special Economic Zones, Malls, Industrial Park, Offices, Godowns, Hotels, Hospitals and to sell ,lease and otherwise dispose of the same and to acquire by purchase, exchange, or otherwise any apartments, flats, offices, godowns, showrooms to be used or let out by the company or allotted or made available to members for their own use or to be let out by them to others.

- vi. To carry on the business as online-shopping, E-commerce, make deliveries, secure payments exporters, importers, buyers, purchase, sellers, traders, distributors, stockiest, franchise, commission agents and all type of marketing and services, brokers, C and F agents, education, jewellery items, agency business industrial and consumer goods, provisions and foodstuffs, cow precuts (products made by cow's milk, urin, mud etc.) spiritual books, incense, attar ,perfume, folding mosquito net, accupressure products like massager etc., herbal cosmetics, agro products like wheat grass powder etc, ayurvedic products, soy and whey protein powder, milk products, grocery like ready mix masala, and other ready mix food products ceramic and ceramic items, glass ,china wares, porcelain wares, crockery wares, pottery, tableware, hotel wares, glass wares, saintarywares, sanitary systems, decorative wares, garden ware, earth ware, cement glaze, ceramic glaze tiles, FMCG, dryfruits, pharmaceutical, stationary, gift items, handicraft, handmade paper and paper products, paintings, computers, ceramics, sanitary items, medicine, books, optical items, readymade garments, woolen suits, men and women wear, kids wear, textiles, fabrics, hosiery goods, handicrafts, cotton, scarves, sarees, woollen items, pillow cover, bed cover, fibers of textile material whether agriculture or animal or natural products of man made and other synthetic fibers and filaments and all kinds of textile machines, textile substances, handloom and powerloom products, carpet, floorcovering, furnishings, fabrics, durries all kinds of precious and semi precious stones, marbles, granites, glass, plywood, furniture, wood and wooden items, cement, steel, pipes, gem and jewellery, curious, plastic and plastic products, toys, leather and leather goods, rice and other food grains and processed and preserved food, freshfood, plant seed dry fruits, eatable, all kinds of edible and non-edible oils, oil seeds and their products, vegetables, vegetables products, dairy products, brewer, horticultural products, flowers, marine products and sea foods, tea, tobacco and tobacco products, all kinds of electrical and electronic products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, software, hardware, all kinds of cosmetic and toiletries items, all kinds of shoe, chhapal, ladies sandal, foot wears, all kinds of iron, scrap salt and chemicals.

“RESOLVED FURTHER THAT Mr. Bharat Raj Bhandari, Managing Director and Mr. Kamlesh Bhandari, Whole Time Director be and are hereby severally authorized to make necessary changes in clause III A of Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

Place: 08.08.2016
Date: Jaipur

By order of the Board
For **Crown Tours Limited**

Sd/-
Abhinav Gautam
(Company Secretary)
Mem. No.:- A34108

Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 in respect to business set out above is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names would appear in the Register of Members/Record of Depositories as on the close of business hours on Friday, 5th August, 2016 (Cut-off date). Accordingly the Members whose names appear on the Registrar of Members/ List of Beneficial Owners (received from the NSDL and CDSL) as on Friday, 5th August, 2016 (Cut-off date) will be considered for the purpose of voting.
3. The Board of Directors of the Company has appointed Mr. Pradeep Pincha, Practicing Company Secretary, (FCS NO5369, CP No. 4426) to act as the Scrutinizer for conducting the Postal Ballot including remote e-voting process in a fair and transparent manner.
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting remote e-voting is being sent electronically to all the members whose email Id's are registered with the Company/RTA/Depository (ies). For members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through permitted mode.
5. In Compliance with provisions of Section 110 of the Act read with rules made there under, since the business is to be transacted through postal ballot which includes remote e-voting, the Company is offering remote e-voting facility to all its members to enable them to cast their votes electronically instead of voting through postal ballot. Please note that remote e-voting is optional. In case Members has voted through remote e-voting as well as through postal ballot, the voting through remote e-voting shall be considered and voting through postal ballot shall be ignored. NSDL/CDSL will be facilitating remote e-voting to enable the members to cast their votes electronically.
6. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send e-mail to finance@crownjaipur.org or download the same from our website www.crownjaipur.org. The company shall forward the same along with self-addressed Business Reply Envelope to the Member.
7. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during the office hours on all working days from the date of dispatch of the Notice till Friday, 9th September, 2016 till 5.00 pm. The dispatch of Postal Ballot Notice and Explanatory Statement is being published in Rajasthan State (Hindi) and The Financial Express (English), newspapers having a wide circulation in Jaipur, in which the registered office of the Company is situated.
8. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 05th August, 2016 and a person who is not a Member as on the date mentioned above should treat this Notice for information purposes only.
9. Voting rights in the Postal Ballot cannot be exercised by proxy.
10. In case the shares are jointly held, the postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member.
11. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/attested by Authorized Signatory (ies).
12. The Notice is being sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, 5th August, 2016 i.e. on cutoff date.
13. Postal Ballot Forms received after Friday, 9th September, 2016 will be considered as invalid.
14. The voting through postal ballot/e-voting will start on Thursday, 11th August, 2016 at 9.00 am and will end on Friday, 9th September, 2016 at 5.00 pm.
15. Resolutions passed by the members through postal ballot/e-voting are deemed to have been passed effectively at the general meeting of the members.
16. Members having any grievances may contact Mr. Abhinav Gautam, Company Secretary at the Registered Office of the Company situated at Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006 or through email at "finance@crownjaipur.org"

17. Instructions for Voting:-

A. Voting through Physical Postal Ballot Form

i. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered/speed post or delivers it in person at his expense, such Postal Ballots will also be accepted.

ii. The Postal Ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 9th September, 2016 at 5.00 pm. Any Postal Ballot Form received after the said date and time shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the postal ballot form will be permitted/ accepted.

B. Voting through Electronic Mode

(A) The instructions for members for voting electronically are as under:-

- (i) For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.
- (ii) The voting period begins on Thursday, 11th, August, 2016 at 9.00 a.m. and will end on Friday, 9th, September, 2016 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now select the “CROWN TOURS LIMITED” from the drop down menu and click on “SUBMIT”
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN field.
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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>
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- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) 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.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same and also should be e-mailed to the scrutinizer at ppincha@pincha.com.
- (xxi) 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

(B) The results of Postal Ballot & e-voting shall be declared on Saturday, 10th September, 2016. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website: www.crownjaipur.org and on the website of CDSL and the same be communicated to the Stock Exchange(s).

(C) The term Members has been used to denote Shareholders of “Crown Tours Limited”.

Explanatory Statement:

Item No 1

Your Board has to consider from time to time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company, which is presently restricted in scope, required to be modified as to cover a wide range of activities to enable your company to consider embarking upon new projects and activities. Your directors have been considering various proposals for diversifying the company activities into activities like dealing and developing of real estate's related activities, dealing in jewellery, handicrafts etc. and e-Commerce activities.

The alteration in the object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical & efficiently and the proposed activities can be, under existing circumstance, conveniently and advantageously combined with the present activities of the company. This will enlarge the area of operations of the company.

The draft copy of Memorandum of Association of company is available for inspection at the registered office of the company during the Business Hours on any working day, except Sundays, between 10.00 a.m. and 6.00 p.m. upto 9th September, 2016.

Pursuant to section 13 of the Companies Act, 2013 read with rules framed there under, the above said proposal requires consent of member by way of special resolution. Hence the Board recommends the above resolution set out at item No. 1 of the Notice by way of Special Resolution.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

Place:08.08.2016
Date: Jaipur

By order of the Board
For **Crown Tours Limited**

Sd/-
Abhinav Gautam
(**Company Secretary**)
Mem. No.:- A34108

CROWN TOURS LIMITED

CIN: L63040RJ1989PLC004942

Registered Office: Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006.

Tel. No.: 0141-4156032, E-mail Id: finance@crownjaipur.org / Website: www.crownjaipur.org

POSTAL BALLOT FORM

Name and Registered Address of the Sole / First named shareholder	
Name(s) of the Joint Holder(s), if any, (in BLOCK LETTER)	
Registered folio No. / *Client ID No./DP ID No. (*Applicable to investors holding shares in dematerialized form)	
Number of Share held	

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the notice dated 8th August, 2016 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below. (A tick (✓) mark shall be placed in relevant box)

Sr. No	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, under Sections 4, 13 and other applicable provisions of the Companies Act, 2013 approving alteration of main objects of the Memorandum of Association			

Place:

Date:

Signature of Member

Note: Please read instructions printed overleaf carefully before exercising your vote and for e-voting,
Last Day for the receipt of Postal Ballot Forms by Scrutinizer is 9th September, 2016

Following Particulars to be used only in case Member opts for e-voting

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Sequence Number (EVSN)	User ID	*Default PAN
160808005		

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in PAN field.

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (1700 hrs) on Friday, 9th September, 2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 9th September, 2016 providing sufficient time for postal transit.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 05th August, 2016.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 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.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Corporate Office of the Company on Saturday, 10th September, 2016. The results will be informed to the stock exchanges and hosted on the Company's website www.crownjaipur.org on the very day itself.
14. **The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Postal Ballot Notice.**
15. 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 through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
16. The items of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to The Company Secretary, Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur - 302006. Tel No. +91-141-4156032, Email: finance@crowajaipur.org.