

CROWN TOURS LIMITED

Registered Office: Opp. Rajputana Sheraton Hotel, Palace Road, Jaipur-302006, **Tel.** 0141-4156032
CIN: L63040RJ1989PLC004942: **Website:** www.crownjaipur.org, **E-mail:** finance@crownjaipur.org

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) that the resolution appended below are proposed to be passed as Special Resolutions by way of postal ballot including e-voting by giving their assent/dissent.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached 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 Friday, 11th September, 2015.

PROPOSED RESOLUTION

SPECIAL BUSINESS:

Item No. 1: Approval for sale of the whole or substantially the whole of the undertaking of the Company-

To consider and, if thought fit, to give assent / dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions, if any, read with rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to sale, lease or otherwise dispose-off whole or part of Company`s undertaking comprising of its own fleet of vehicles in such form and manner as the Board of Directors of the company may consider fit to use such sale proceed to undertake the Business Activities in the best interest of the Company."

"RESOLVED FURTHER THAT Mr. Bharat Raj Bhandari, Managing Director and Mr. Kamlesh Bhandari, Whole-Time Director of the Company be and are hereby jointly or severally authorized to take all such steps as may be necessary, proper or expedient to give effect to above resolution"

By order of the Board of Directors

Date: 22.07.2015
Place: Jaipur

Sd/-
Bharat Raj Bhandari
Managing Director
DIN: 00131015

Notes:

1. An explanatory statement pursuant to section 102(1) of the Companies Act 2013 in respect of the proposed special business at Item No. 1 is annexed hereto.
2. The Notice is being sent to the shareholders who have registered their email ids with the Company / RTA through email and to all other shareholders through post along with the Postal Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form.
3. The Notice is being sent to all the Members whose names appear in the Register of Members/Record of Depositories as on Friday, 7th August, 2015 i.e. on cutoff date.
4. The Notice is being published in Rajasthan State (Hindi) and The Financial Express (English) newspaper and will also be available on the website of the Company “www.crownjaipur.org”.
5. 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 have not received the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. The Board of Directors has appointed Mr. Pradeep Pincha, Proprietor of M/s P. Pincha & Associates, Practicing Company Secretary to scrutinize the Postal Ballot including remote e-Voting process in a fair and transparent manner.
8. The scrutinizer will submit his report after completion of the scrutiny of ballot forms and the result of the voting by Postal Ballot will be announced in accordance with the provisions of Sec on 110 and other applicable provisions (if any) of the Companies Act 2013 on Tuesday, 15th September, 2015.
9. Postal Ballot Forms received after Friday, 11th September, 2015 will be considered as invalid.
10. The date of declaration on of the results of the Postal Ballot will be taken to be the date of passing of the said special resolution by the Members of the Company.
11. 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”

INSTRUCTIONS FOR VOTING**A. Voting through Physical Postal Ballot Form**

1. 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 then closed self-addressed prepaid postage 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 post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Friday, 11th September, 2015.
Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted/accepted.

B. Voting through remote e-Voting:

In compliance with the Clause 35B of the Listing Agreement, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Crown Tours Limited (“the Company”) is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with of Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice. The Scrutinizer will submit his report to the Managing Director of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on Tuesday, 15th September, 2015 at the Registered Office of the Company. The result of the postal ballot along with scrutinizer’s report will be posted on the Company’s website www.crownjaipur.org and website of CDSL besides communicating the same to the BSE Limited.

The instructions for shareholders 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, 13th August, 2015 at 10.00 a.m. and ends on Friday, 11th September, 2015 at 05.00 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 (record date) of Friday, 7th September, 2015, 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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).

- (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
- a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. 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.
 - e. 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.
- (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.

By order of the Board of Directors

Date: 22.07.2015
Place: Jaipur

Sd/-
Bharat Raj Bhandari
Managing Director
DIN: 00131015

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item No. 1: Approval for sale of the whole or substantially the whole of an undertaking of the company

The Company's owned vehicles have become old and their performance is deteriorating continuously affecting adversely the operating efficiency and resulting in higher operating cost. To avoid such adverse effect on the operating efficiency and profitability of the Company, your Company is planning to get its Business Activities of tourism done by the hired vehicles instead of its owned vehicles. The cost benefit analysis also supports the running of business with the hired vehicles instead of owned vehicles. This will result in better operational results with availability of latest vehicles on hire from the market and also resultant cost savings as compared to operations through own vehicles.

To carry on its business activities with the existing vehicles is not sustainable in normal course of business. It is, therefore, considered prudent to sale in phases the existing fleet of vehicles (business undertaking) of the Company. This would enable Company to restructure its business operations as per available resources from the market in the best interest of all stakeholders.

This resolution has been proposed under Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions, if any, read with rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof, for the time being in force) which require passing of a special resolution through Postal Ballot to sale, lease or otherwise dispose-of part of Company's Undertaking.

The Board of Directors accordingly recommends the resolution as set out in item no.1 of this notice for your approval as Special Resolution.

None of the Directors, Key Managerial Person of the company or their relatives are concerned or interested financially or otherwise in the aforesaid resolution as Special Resolution.

By order of the Board of Directors

Date: 22.07.2015
Place: Jaipur

Sd/-
Bharat Raj Bhandari
Managing Director
DIN: 00131015

CROWN TOURS LIMITED

CIN: L63040RJ1989PLC004942

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

Tel. No.: 0141-4156030, 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 **22nd July, 2015** of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (v) mark at the appropriate box below. (A tick (v) 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 u/s Section 180 (1)(a) of Companies Act 2013 for Approval for sale of the whole or substantially the whole of an undertaking of the company.			

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 11th September, 2015

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

ELECTRONIC VOTING PARTICULARS		
EVSN	User ID	*Default PAN
150807019		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the 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, 11th September, 2015. 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 11th September, 2015 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 07th August, 2015.
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 Tuesday, 15th September, 2015. 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.