

SINGER INDIA LIMITED

CIN : L52109DL1977PLC025405

Regd. Office : A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi-110044

E-mail : secretarial@singerindia.net, mail@singerindia.net

Website : www.singerindia.net, Phone : +91-11-40617777

POSTAL BALLOT NOTICE

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

Dear Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the “**Act**”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions of SINGER INDIA LIMITED (hereinafter referred to as the “**Company**”) appended herein below for Sub-division of Equity Shares, consequential amendments to the existing Capital Clause of the Memorandum of Association, adoption of new set of Memorandum of Association to align with the Companies Act 2013 and regularize the Increase in the remuneration of the Managing Director, Mr. Rajeev Bajaj by way of special resolution in place of ordinary resolution approved in the last Annual General Meeting of the Company are proposed to be passed by the Members through Postal Ballot/ remote electronic voting (“**Notice**”).

Resolution 1:

Sub-division of 1 (one) Equity Share of face value of Rs 10/-each fully paid up into 5 Equity Shares of Rs. 2/- each fully paid up

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

“**RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory and regulatory authority(ies) or bodies, approval of the Members of the Company be and is hereby accorded for sub-division of Equity Share of the Company having a face value of 1 (one) Equity Share Rs 10 (Rupees Ten only) each fully paid up into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf) for this purpose (hereinafter referred to as “**Record Date**”).

RESOLVED FURTHER THAT pursuant to sub-division of Equity Shares of the Company, the authorized, issued, subscribed and paid-up Equity Share Capital of 1(one) equity share of the face value of Rs 10 (Rupees Ten only) each shall stand sub-divided into 5 (Five) Equity Shares of face value of 2/- (Rupees Two only) each from the Record Date and shall rank *pari - passu* in all respects with and carry the same rights as to the existing fully paid-up Equity Share of Rs 10 (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT on sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs 10 (Rupees Ten only) each held in physical form shall be deemed to have been automatically stand cancelled and to be of no effect on and from the Record Date of sub-division and the Company may without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) within the prescribed time period as per the applicable provisions of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolutions.”

Resolution 2:

Alteration of Capital Clause of Memorandum of Association

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory and Regulatory authority(ies), approval of the Members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association of the Company relating to Capital by substituting with the following Clause V:

- V. The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 7,50,00,000 Equity Shares of Rs. 2/- (Rupees Two) each and 5,00,000 redeemable preference shares of Rs 100/- (Rupee Hundred) each with power to the Company to increase or reduce such capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or

restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the power herein contained.

The minimum paid up share capital of the Company shall be Rs.5,00,000.

RESOLVED FURTHER THAT the Board of Directors of the Company (*hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf*), be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Resolution : 3

Adoption of new set of Memorandum of Association as per the Companies Act, 2013 ("the Act")

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

To consider and if thought fit to pass with or without modification(s) the following resolution which will be proposed as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 13, and all the other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to substitute existing Memorandum of Association with new set of Memorandum of Association.

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary be and are hereby authorized on behalf of the Company to do all acts, deeds, matters and things whichever is necessary and to sign and file forms/returns, applications, make any statement and submit other documents to all authorities of giving effect on the aforesaid resolution"

Resolution 4:

To Regularize the Increase in remuneration of Managing Director, Mr. Rajeev Bajaj (DIN: 02284467)

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

RESOLVED THAT subject to the approval of the Central Government, if any, and in accordance with the applicable provisions of Section 197 of Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the rules, regulations or guidelines thereunder, this meeting hereby approves the variation of terms and condition of the Remuneration of the Mr. Rajeev Bajaj, Managing Director (DIN:02284467) and the present terms and conditions are set out in the explanatory statement annexed hereto including the remuneration paid or payable to Mr. Rajeev Bajaj as the Managing Director of the Company and approve to give increments every year with effect from 1st day of July, 2017 and thereafter to cover the annual increments as they may decide based on the performance of Mr. Bajaj .

RESOLVED FURTHER THAT if the Company has no profit or inadequate profits, the remuneration as set out in the explanatory statement annexed hereto shall also be the minimum remuneration payable to Mr. Rajeev Bajaj, pursuant to the applicable provisions of the Section 197 of the Companies Act, 2013 read with Schedule V and any other enabling provisions of the Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines thereunder.

Place : Delhi
Date : November 06, 2017

By Order of the Board
sd/-
Richin Sangwan
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 A.M. to 12.00 noon on all working days of the Company from the date hereof up to **Friday, 22nd December, 2017**.
3. The Board of Directors has appointed **Mr. Hari Om Gulati Practicing Company Secretary**, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depositories Limited (NSDL) / Central Depository Services (India) Limited ("CDSL") as on **Friday, 10th November, 2017**.
5. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "**Listing Regulations**") as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed Central Depository Services (India) Ltd. (hereinafter referred to as "**CDSL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the "**Remote e-voting**") instead of dispatching Postal Ballot Form. Please note E-voting is optional.
6. This Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (in respect of shares held in dematerialized

form) and made available to the Company by the respective Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.singerindia.net seek duplicate Postal Ballot Form from MCS Share Transfer Agent Ltd. F-65, 1st, Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020, fill in the details and send the same to the Scrutinizer.

7. Kindly note that the Members can opt for only one mode of voting i.e., either by physical postal ballot Form or remote e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case Members cast their vote both via physical postal ballot and e-voting, then voting done through e-voting shall prevail and vote cast through physical postal ballot will be treated as invalid.
8. If the Members are voting through Postal Ballot Form in Physical mode, Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed along with assent (**FOR**) or dissent (**AGAINST**), in the attached postage pre-paid self-addressed business reply envelope (hereinafter referred to as "**BRE**") so as to reach the Scrutinizer on or before 05:00 PM on Friday, 22nd December, 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or delivered by the Member in person at his expense at the address as mentioned in the BRE will also be accepted. **Assent/ Dissent received after 05:00 P.M. on Friday, 22nd December, 2017 would be strictly treated as if reply from the Member(s) has not been received. No other form or photocopy thereof is permitted.**

The instructions and other information relating to e-voting are as under:

In case a Member receives e-mail:

- (i) The voting period begins on Thursday, 23rd November, 2017 at 9.00 a.m. and ends on Friday, 22nd December 2017 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th November, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted through remote e-voting would not be entitled to vote through physical ballot.
- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders / Members
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 and as well as physical shareholders) Members who have not updated their PAN with the Company/Depositories participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field, sequence number is printed on Annual Report's envelop. In case the sequence number is less than 8 digits enter the applicable number of '0' before the number after the first two characters of the name is CAPITAL letters e.g. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	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 If both the details are not recorded with the depository or company please enter the member ID/folio number in the Dividend Bank details as mentioned in instruction (v).

- (ix) After entering the details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly to 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 the password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the notice.

- (xii) Click on the EVSN for Singer India Limited on which you choose to wait.
- (xiii) 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.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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 the vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking "Click here to print" option on the Voting page.

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.

For Institutional Shareholders

- 1) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc) are required to log on to www.evotingindia.com and register themselves as Corporates.
- 2) They should submit a scanned copy of the Registration Form bearing the stamp and sign to the entity to helpdesk.evoting@cdslindia.com.
- 3) 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.
- 4) 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.
- 5) 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 scrutinizer to verify the same.
- (xviii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 10th November, 2017 may follow the same instructions as mentioned above for e-Voting.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

B. In case of Members receiving Postal Ballot Form by Post

[for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- (i) User ID and initial password as provided in the Postal Ballot Form.
 - (ii) Please follow all steps from Sr.No. (i) to (xviii) as mentioned in (A) above, to cast your vote.
2. The e-voting period commences on **Thursday, 23rd November, 2017** and ends on **Friday, 22nd December, 2017**. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **10th November, 2017**, may cast their vote by electronic means in the manner and process set out herein above. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 3. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 10th November, 2017.
 4. The Scrutinizer will submit the results to the Managing Director after completion of the scrutiny of the Postal Ballot Forms and e-voting, and the results of the voting by Postal Ballot will be announced on or before Monday, 25th December, 2017 at the Registered Office of the Company at A- 26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi-110044.
 6. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.singerindia.net and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
 7. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. **Friday, 22nd December, 2017**
 8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1 & 2:

The Equity Shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage wider participation of small investors and to enhance the liquidity of the equity shares at the stock market the Board of Directors at its Meeting held on 06th November, 2017 considered and approved the sub-division of 1 (one) Equity Share of the Company having a face value of Rs

10/- (Rupees Ten only) each into 5 (Five) Equity Shares of face value of Rs 2- (Rupees Two only) each fully paid up subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed by the Company.

Presently, the authorised Share Capital of your Company is Rs 20,00,00,000 (Rupees Twenty Crores only) divided into 1,50,00,000 equity shares of Rs 10 (Rupees Ten) each and 5,00,000 preference shares of Rs 100 (Rupees Hundred) each and the paid-up share capital of the Company is Rs 10,74,31,350 divided into 1,07,43,135 (One Crore seven lacs forty three thousand one hundred and thirty five only) equity shares of Rs 10 (Rupees Ten only) each fully paid-up.

There will not be any change in the amount of authorized and paid-up share capital on account of sub-division of Equity Shares, but the number of equity shares will change to 7,50,00,000 and 5,37,15,675 equity Shares in the authorised and paid-up equity share capital of the Company, respectively. However, the paid-up equity share capital may change as on the record date due to allotment of shares before the record date. The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 2 of the Postal Ballot Notice to reflect the change in face value of each Equity Share of the Company from existing Rs 10 (Rupees Ten only) each to proposed Rs. 2/- (Rupees Two only) each. As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

Your Board of Directors, therefore, recommend the resolutions at item Nos. 1 & 2 of this Notice seeking approval of shareholders by way of Ordinary Resolutions for sub-division of equity shares of the Company and consequential amendment to the Capital Clause of the MOA of the Company in pursuance of the provisions of the Companies Act, 2013 and other applicable rules, regulations and laws.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 1 and 2 of this Notice, except to the extent of their shareholding.

Item No. 3

The Memorandum of Association ("MoA") of the Company, presently in force, is in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('Act'). The new Act is largely in force and substantive sections of the Act which deal with the general working of Companies stand notified and accordingly it is considered expedient to wholly replace the existing Memorandum of Association by a new set of Memorandum of Association.

Hence the Board of Directors has decided to adopt new set of Memorandum of Association in place of the exiting Memorandum of Association of the Company and seek shareholders' approval for the same.

In terms of section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Memorandum of Association of the Company. Therefore, your approval is sought by way of Special Resolution in terms of the provisions of inter-alia, Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Memorandum of Association of the Company are attached with this notice (**Annexure A**) and would also be available for inspection for the members at the Registered office of the Company during the office hours on any working day, except Saturdays, between 11:00 am to 05:00 p.m. till the date of meeting.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

The Board in their meeting held on 06th November, 2017 have already approved and recommended the resolution for approval by the Members by passing the Special Resolution.

Item No 4.

The variation of the terms of the remuneration of Mr Rajeev Bajaj was approved by the shareholders in the last Annual General Meeting of the Company on 20th July, 2017 by passing ordinary resolution instead of Special resolution as required. This is sought now to be regularised by way of a Special resolution.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee in its meeting held on 20th July 2017 approved the increase in the remuneration of Mr Bajaj. The annual increase is due every year on 1st July, 2017. The members are requested to give their consent regarding the same.

The current salary structure w.e.f 1st July, 2017 of Mr. Bajaj is as follows:

1. Basic Salary : Rs. 22,00,000/- p.a. payable on monthly basis.
2. All Perquisites and allowances: Rs. 46,96,368/- p.a. payable on monthly basis.
3. Contribution to Gratuity and: Rs. 3,69,816/- p.a. payable on Provident Fund monthly basic
4. Executive Bonus or Annual Performance Award: As decided by the Board from time to time upto 120% of the base salary. The base salary for this purpose would mean 50 % of the Cost to the Company (CTC) of Mr. Bajaj excluding Executive Bonus (APA)
5. Company's maintained Car with chauffer, fuel, insurance and maintenance on actual.

The Board of Directors, therefore, recommends the resolution for your approval. No Director of the Company other than Mr. Bajaj is concerned or interested in the said resolution. The above statement and the terms and conditions as stated above may be regarded as an abstract of the terms and condition and memorandum of interest under section 190 of the Companies Act, 2013.

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013 for item no 5 is given as under:

I. General Information:

1. Nature of Industry : Sewing Machines & other Consumer durable
2. Date of Commencement of business : 13th March 1978

3. In case of new companies, expected date of commencement of activities Not applicable
4. Financial performance: During the Financial year ended on 31.03.2017, the Company recorded a turnover of Rs.372.70 crores and made a profit of Rs. 11.91 crores before tax. The profit after tax for the year under review was Rs. 7.99 crores.
5. Export performance and net foreign exchange: Rs 8.50 crores
6. Foreign investments or collaborations: Singer (India) B V, the Netherlands is the promoter Company and holds 72.40 % of the paid up equity share capital of the Company as on 31.03.2017.

II Information about the appointee:

1. Background details: Mr. Rajeev Bajaj is a Fellow member of the Institute of Chartered Accountants of India as well as Fellow member of the Institute of Company Secretaries of India with over 33 years of experience in the field of Finance, Accounts, Taxation, and Legal & Secretarial.

Mr. Bajaj was earlier working in Steel Authority of India Limited. Thereafter he joined Singer India Limited as Senior Officer in 1986 and was subsequently appointed as Company Secretary in February 1999 to October 2005. In October 2005 Mr. Bajaj joined Brand Trading (India) Private Limited as a Company Secretary & G.M Commercial. From October 2008 he is working with Singer India Limited.

2. Past Remuneration : Singer India Limited - Rs 80.15 lacs for the year ended 31.03.2017.
3. Recognition or awards : Nil
4. Job profile and his suitability : Mr. Bajaj will be looking after substantially the whole of the affairs of the Company subject to the control and superintendence of the Chairman. He has over 33 years of rich experience in overall financial management of companies.
4. Remuneration proposed : As per details set out in the explanatory statement attached with the notice of meeting.
5. Comparative remuneration In line with the Industry
Profile w.r.t. industry size
of the Company, profile
of the position and person.

III Other information:

1. Reasons of loss or inadequate profits: N. A.
2. Steps taken or proposed to be taken for improvement. : N.A.
3. Expected increase in productivity and profits in measurable terms.

The Company expects that volumes will grow by 8 to 10 % annually in the respective businesses.

IV Disclosures

Remuneration package of the managerial person: Remuneration package of Mr. Rajeev Bajaj is as given in the resolution and explanatory statement annexed with the Notice to the members

The Board of Directors, therefore, recommends the resolution as Special resolution for your approval.

No Director of the Company other than Mr. Rajeev Bajaj is concerned or interested in the said resolution.

The above statement and the terms and conditions as stated above may be regarded as an abstract of the terms and condition and memorandum of interest under section 190 of the Companies Act, 2013.

Place : Delhi
Date : November 06, 2017

By Order of the Board
sd/-
Richin Sangwan
Company Secretary

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

COMPANY NO. 55-25405/

In the Office of the Registrar of Companies, Delhi & Haryana
(under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF INDIAN SEWING MACHINE COMPANY LIMITED

I hereby certify that INDIAN SEWING MACHINE COMPANY LIMITED

....., which was originally incorporated on NINETEENTH
day of OCTOBER..... One Thousand Nine Hundred and Seventy Seven.....

under the Companies Act, 1956 (Act 1 of 1956) under the name INDIAN SEWING MACHINE
COMPANY LIMITED.....

..... having duly passed the necessary resolution in
terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government
signified in writing having been accorded thereto under Section 21 read with Government of
India, Department of Company Affairs Notification No, G.S.R. 507(E) dated 24-6-1985 by
Registrar of Companies, Delhi & Haryana, New Delhi vide letter No. 21/55-25405/969

dated 27.4.93..... the name of the said Company is this day changed to SINGER INDIA
LIMITED.....

..... and this Certificate
is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this 3rd

day of APRIL 1993..... One Thousand Nine Hundred and Ninety THREE



V.S. GARGALI
(V.S. GARGALI)

REGISTRAR OF COMPANIES,
DELHI AND HARYANA



Company No. 19925.

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसरण में
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि.....

जो कम्पनी अधिनियम, 1956 के अधीन सार्वजनिक.....को नियमित की गई थी और जिसने आज विहित प्रारूप में सम्यक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (घ) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the **INDIAN SEWING MACHINE COMPANY LIMITED**

which was incorporated under the Companies Act, 1956, on the **NINETEENTH** day of **OCTOBER** 19 **77**, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149(1) (a) to (d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह सार्वजनिक.....को दे दिया गया।

Given under my hand at **BOMBAY** this **THIRTEENTH** day of **MARCH** One thousand nine hundred and **SEVENTY-EIGHT**



(Signature)
(D. J. BISWAS)
कम्पनियों का रजिस्ट्रार
Registrar of Companies

सं. एस्. सी-10
J. S. C-10.
प्रशासनिक—269-19 जनरल एडमिनिस्ट्रेशन—76-77—सूचना—(सि-275)—29-7-76—7,000.
MGIPTC—269-19 Genl. Adm'n/76—77—78—29-7-76—7,000.



सत्यमेव जयते

CERTIFICATE OF INCORPORATION

No. 19925 of 1977-78.

I hereby certify that **INDIAN SEWING MACHINE COMPANY LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at BOMBAY this NINETEENTH day of OCTOBER One thousand nine hundred and SEVENTY-SEVEN.



Sd/
(D. J. BISWAS)
Registrar of Companies
Maharashtra

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION OF
SINGER INDIA LIMITED

- I. The Name of the Company is: **SINGER INDIA LIMITED.**
- II. The Registered Office of the Company is situated in the **National Capital Territory of Delhi.**
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
- (1) To purchase or acquire by amalgamation merger or otherwise the whole or any part of the undertaking and business carried on in India by Singer Sewing Machine Company, a Corporation duly organized and existing under the laws of the State of New Jersey in the United State of America and having its principal place of business in India at 207, Dr. Dada bhoy Naroji Road, Bombay-400 001 and all or any of the property and assets and all or any of the debts and liabilities and engagements thereof as a going concern and to pay for the same either in cash or in shares or partly in cash and partly in share and to take all such steps to carry the same into effect as may be deemed necessary or expedient.
 - (2) To carry on the business of mechanical engineers, designers manufacturers, producers, assemblers, repairers, reconditioners, importers, exporters, buyers of and dealers in sewing machines (including domestic, industrial and other sewing machines for other uses in allied trades and industries) knitting machines, book- binding machines and machines pertaining to the manufacture of linens, garments, furnishing fabrics, art and decorative work and the parts and accessories of such machines, sewing machine needles, hand sewing needles and needles of all other types, dynamos, motors, armatures, controls, control gears, insulators, lubricants, insulating materials, tools, application, cabinets, materials, fittings and accessories of every description and the components and parts of the foregoing, and cases, containers and stands therefore and all machinery, apparatus, implements, equipments, articles and things used in the manufacture, maintenance, sale, letting on hire, servicing or distribution of all or any of the foregoing and any other suitable substance, article, product or combination of products, capable of being used for the purpose of the abovementioned businesses or any of them or likely to be required by the customers of the Company.
 - (3) To carry on all or any of the businesses of designers, manufacturers, producers, assemblers, installers, repairers, maintainers, reconditioners, importers, exporters, buyers of or dealers in all kinds of consumer durables and household appliances including but not restricted to, furniture, electric fans, air-coolers, air-conditioners, refrigerators, audio and video products including televisions, washing machines, water coolers, water filters, air filters, power tools, ovens, toasters, grills, microwave ovens, mixers, grinders, food processors, rice cookers, ironing presses, flour-care appliances and dynomos, motors, armetures, control gear, meters, timers, insulators, and insulating material, switch boards, stores and generally other fittings and accessories of every description and the components and parts of all the foregoing and cases, cabinets, containers, tools and stands for all the foregoing, furniture relating to all the foregoing and of all machinery, apparatus, implements, equipment, articles and things used in the manufacture, maintenance, sale, letting on hire, servicing or distribution of all the foregoing and any other suitable substance, article, product or combination of products capable of being used for the purposes of the above mentioned businesses or any of them or likely to be required by the customers of the Company.
- (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:-**
- (1) To buy, sell, let on hire, repair, alter and deal in machinery, component parts, accessories and fittings of all articles and things referred to herein above or used in, or capable of being used in connection with the manufacture, maintenance and working thereof.
 - (2) To act as technical advisers, consultants, markets, surveyors, administrators, receivers, agents (whether as selling agent, purchase agent, or otherwise) and rendering of technical know-how, management and financial consultancy and other services to any firm, company, body corporate, undertaking, person, institution, association, departments and agencies of the Government, public or local authorities, trusts and set up scientific research and development centres in India or abroad and to undertake, aid, promote and coordinate project studies, arrange collaborations, prepare schemes, project reports, market research and studies, arrange technical, financial, legal and management agreements and arrangements, provide management personnel, supervise and set up production techniques, assist in finding markets for goods of every description of Indian or foreign origin, assist in securing sound investment of foreign capital in Indian undertakings and enterprises and Indian capital in foreign undertakings and enterprises, promote technical training schemes and generally to act, undertake and execute all types of projects, turn-key jobs and other works in India and abroad and give to new entrepreneurs of industry as well as to those who are already established in industries of various kinds, suggestions for improving the techniques and methods of production, utilization of plant and machinery to the best advantage ,costing methods and procedures and stores and management accounting scheme.
 - (3) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

- (4) To carry on business as importers, exporters, buyers and sellers and merchants and dealers in and manufacturers of merchandise, goods, materials and machinery spare parts, accessories and equipments relating to any of the businesses of the Company.
- (5) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the businesses of the Company or which it may be advisable to undertake with a view directly or indirectly to developing, rendering, valuable, prospecting or turning to account or rendering profitable any property, real or personal, or rights belonging to the Company, or in which the Company may be interested.
- (6) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the businesses or processes of the Company usually deal in by persons engaged in the like businesses or processes.
- (7) To refine, import, export and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company.
- (8) To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company
- (9) To undertake the custody of merchandise, goods and materials warehouse for the attainment of its objects.
- (10) To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of any subsidiary Company or Companies and to organize, promote and incorporate such subsidiary Company or Companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, including power at any time and either temporally or permanently to close any such branch or business.
- (11) To appoint or nominate Directors or Managers of any subsidiary company or of any other company in which this company is or may be interested.
- (12) To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and, in particular, any land, buildings, easements, machinery, plant and stock-in-trade; and either to retain any property, so acquired for the purposes of the Company's business or to turn the account as may seem expedient.
- (13) To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories, works, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated, directly or indirectly, to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
- (14) To finance or assist in financing the sale of goods, articles or commodities which the Company is authorised to produce or deal in by way of hire purchase or deferred payment, or similar transactions, and to institute, enter into, carry on, subsidise, finance or assist in subsidising or financing the sale and maintenance of such goods, articles or commodities upon any terms whatsoever, to acquire and discount hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and to import, export, buy sell, barter, exchange, pledge, make advances upon, and otherwise deal in such goods, produce, articles and merchandise.
- (15) To enter into arrangements with companies, firms, governments, local authorities, and government agencies, for promoting and increasing the manufacture, sale and purchase and maintenance of goods articles or commodities of all and every kind and description, either by buying, selling, letting on hire, hire purchase or easy payment systems, or by financing or assisting such other companies firms or persons to do all or any of such last mentioned acts, transactions and things, and in such manner as may be necessary or expedient and in connection with or for any these purposes, to purchase agreements, advance money, give guarantees or security on such terms and in such manner as may be desirable or expedient.
- (16) To guarantee the payment or performance of any debts contracts or obligations, or become security for any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others, and generally to give guarantees and indemnities.
- (17) To sell, lease, grant, licences, easement and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.
- (18) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- (19) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (20) To underwrite, acquire, subscribe, take-up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed, by any company constituted or carrying on business in India or in any foreign country; and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise whether at home or abroad.
- (21) To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations, or securities by original subscription, contract, tender purchase, exchange or otherwise and whether or not fully paid up underwriting, participation in syndicates and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (22) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.
- (23) To enter into any arrangement with any Government, or authority, supreme, municipal local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licences, and concession which the Company may think fit and desirable to obtain and to carry out, exercise and company therewith.
- (24) To apply for, promote and obtain any Act, charter, order, regulation, privilege, concession, licence, or other authorisation or enactment of any Government, State or Municipality for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution or for any other purposes which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceedings on applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
- (25) To apply for, purchase, or otherwise acquire, and project, prolong and renew in any part of the world any patents, patent rights, brevets d' invention, copyrights, trade-marks, formulas, designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired, and to expend money in experimenting upon and testing or improving any such patents, inventions or rights.
- (26) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research development and experiments and to undertake and carry on with all scientific and technical researches experiments, and tests of all kinds and to promote scientific and technical studies and research investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote, and reward, studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
- (27) To make donations to such persons or institution and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company: and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, general or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities, bonuses and other termination benefits either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident benefit pension or superannuation funds or for such persons.
- (28) To refer or agree to refer any claim, demand dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- (29) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the

formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

- (30) To pay all preliminary expenses of any company promoted by the Company or any Company in which this Company is or may contemplate being interested, including any such preliminary expenses or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (31) To pay any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company, or in or about the formation or promotion of the Company, or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures or other securities of the Company, credited as paid up in full or in part or otherwise.
- (32) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (33) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money rent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
- (34) To take or hold mortgages, liens, and charges to secure payment of the purchase price; or any unpaid balance of the purchase price of any part of the company's property of whatsoever kind sold by the company, or any money due to the Company from purchasers and others.
- (35) To invest and deal with the moneys of the Company not immediately required for the business of the Company, including investment in Fixed Deposits with Companies, firms or any organisation, in such manner as may from time to time be determined.
- (36) To receive money on deposit or loan and borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the company or any person or company as the case may be; and to purchase redeem or pay off any such securities.
- (37) To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.
- (38) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (39) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of turn to account, or otherwise deal with all or any part of the undertaking property or rights of the Company for the time being.
- (40) Subject to the provisions of the Companies Act currently in force and the Rules made thereunder, to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company.
- (41) To insure the whole or any part of the property of the Company either fully or partially; to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
- (42) To carry out in any part of the world all or any part of the objects of the Company and do all or any of the above things and either as principal, agent, factor, trustee, contractor, or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others
- (43) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all of its states territories, possessions and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
- (44) To procure the Company to be registered or recognized in any part of the world, and
- (45) To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of Union of India.

- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 7,50,00,000 Equity Shares of Rs. 2/- (Rupees Two) each and 5,00,000 redeemable preference shares of Rs 100/- (Rupee Hundred) each with power to the Company to increase or reduce such capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the power herein contained

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respective agree, to take the number of shares in the capital of the Company set opposite to our respective names.

Name Address description and occupation of each subscriber	Number of shares taken by each subscriber	Name, Address, description and occupation of witness
HOMI KAIKHUSHRU BILPODIWALA 6 C, Crystal 36, Altamount Road, Bombay 400 026 S/o Kaikhushru Hormasji Bilpodiwala Chartered Accountant (sd) H. K. Bilpodiwala	One Equity Share (1)	KOCHIKAR KESHAVRAYA PAI 4, Tapovan, Mogal Lane, Bombay 400 016 S/o. Kochikar Vasudev Pai Chartered Accountant
DARA PHIROZESHAW MEHTA 100, Wodehouse Road, Bombay 400 005 S/o Phirozeshaw Muncherjee Mehta Advocate & Solicitor (sd) D. P. Mehta	One Equity Share (1)	-do-
TAHILRAMANEY POORAN White House, Gamadia Road, Bombay 400 026 S/o Gokal Tahilramaney Solicitor & Advocate (sd) T. Pooran	One Equity Share (1)	-do-
BALAKRISHNA RAMA PRABHU 20 (12), Dutt Kutir R. A. Kidwal Road, Wadala Bombay 400 031 S/o Mitball Rama Prabhu Chartered Accountant (sd) B. R. Prabhu	One Equity Share (1)	-do-
HIRANAND ALIMCHAND SUJAN 11, C. C. I. Chambors, D Vacha Road Bombay 400 020 S/o Alimchand Nandiram Export Consultant (sd) H. A. Sujan	One Equity Share (1)	-do-
FRANK ROZARIO Belmont, Nepean Sea Road, Bombay 400 006 S/o Franklin Rozario Business Executive (sd) F. Rozario	One Equity Share (1)	-do-
RAGHU DILIP KOTHARE Kusum Villa 14, Alexandra Road, Bombay 400 007 S/o Dilip Kothare Advocate & Solicitor (sd) R. D. Kothare	One Equity Share (1)	-do-
TOTAL	(7) Seven Equity Shares	

Dated this 14th October 1977.

SINGER INDIA LIMITED

CIN : L52109DL1977PLC025405

Regd. Office : A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi-110044

E-mail : secretarial@singerindia.net, mail@singerindia.net

Website : www.singerindia.net, Phone : +91-11-40617777

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this Postal Ballot Form)

Serial No.

- Name & address of the Sole/ First-named Shareholder as registered with the Company
- Name(s) of the joint Shareholders : if any, registered with the Company
- Registered Folio No./ DPID No. & Client ID No.* (*applicable to shareholders holding shares in electronic form)
- No. of shares held
- I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, by conveying my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description of the Resolution	No. of Equity Shares	I/we Assent To The Resolution (FOR)	I/we Dissent To The Resolution (AGAINST)
1.	Ordinary resolution for the sub division of 1 (one) equity shares of face value of Rs 10/- each fully paid up into 5 (five) Equity Shares of Rs 2/- each fully paid up.			
2.	Ordinary resolution for the alteration of capital clause of Memorandum of Association			
3.	Special Resolution for Adoption of new set of Memorandum of Association as per the Companies Act, 2013 ("the Act")			
4.	Special Resolution for the regularizing the increase in the remuneration of Managing Director, Mr. Rajeev Bajaj			

Place : _____
Date : _____ (Signature of Sole/First Joint Shareholder)

Email address : _____
to be provided by the Members holding equity shares in physical form.

Note : Members are requested to read carefully the instructions printed overleaf before exercising the vote.

Members holding shares in electronic form who have not registered their email Id with depository Participant(DP) may update their email IDs with respective DP

P.T.O.

INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM

- A member desiring to exercise vote by Postal Ballot may complete and sign this Postal Ballot form and send it to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope ("BRE"). Postage charges will be borne and paid by the Company. However, envelopes, containing Postal Ballot Form (s), if deposited in the person or sent by courier or registered / speed post at the expense of the member will also be accepted.
- The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered as invalid.
- The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, Postal ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named member.
- The signature of the member in the Postal Ballot form should be as per the specimen signature furnished by National Securities Depositories Limited (NSDL)/ Central Depository Service Limited (CDSL) or registered with the Company/Registrar and Transfer Agent, in respect of shares held in Dematerialized form or physical form respectively.
- A member can request for duplicate Postal Ballot Form. However, duly completed Postal Ballot form should reach the Scrutinizer at the address mention below not later than **05:00 P.M. on Friday, 22nd December, 2017.** All Postal ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

Shri. Hari Om Gulati
Scrutinizer of Postal Ballot of Singer India Limited
Practicing Company Secretary
6/28, Double Story, Jang Pura Extension, New Delhi-110014
- There will be only one Postal ballot form for every folio/DP Id / Client Id irrespective of the number of joint holder(s). Postal Ballot form cannot be exercised by a proxy.
- In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the Relevant Board Resolution/ appropriate authorization along with the specimen signature(s) of the authorized signatory (ies) certified/ attested.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed BRE, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- A member need not use all the votes or cast all the votes in the same way. The voting rights of the members shall be in proportion to their shares in the total paid – up equity share capital of the Company.
- Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Form will be rejected. The scrutinizer's decision on the validity of Postal Ballot Form will be final and binding.
- The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure of e-voting system has been enumerated in the Notes to the Postal Ballot Notice dated **06th November, 2017.** A member can exercise either of the two options. In case a member exercises both the options then the votes cast through remote e-voting shall prevail.
- The result of Postal Ballot shall be declared on or before **Monday, 25th December, 2017** at the registered office of the Company. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on last date of voting i.e. **Friday, 23rd December, 2017.**