

**RING PLUS AQUA LIMITED**

CIN: U99999MH1986PLC040885

**Registered Office:** D-3/4, Sinnar Taluka Audyogik Vasahat Maryadit, Village Musalgaon, Taluka Sinnar,  
District, Nasik - 422 112.

**Email:** atul.dharap@raymond.in **Website:** www.ringplusaqua.com **Tel:** 02551-228009

**POSTAL BALLOT NOTICE**

Dear Member(s),

**Notice pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder.**

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 ("the Rules") (including any statutory modifications, re-enactments or amendments thereto for the time being in force), that Ring Plus Aqua Limited (hereinafter referred to as "RPAL" or "the Company") proposes to sell, lease (including operating lease), transfer, assign or otherwise dispose of its Forging Division, whole or substantially the whole (herein after referred to as "the Division") by way of slump sale as a going concern.

The Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot. The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said Resolution setting out the material facts concerning the item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

Shri V.B.Dalal, Proprietor, M/s. V.B.Dalal & Co., Practicing Chartered Accountants, Mumbai has been appointed as the Scrutinizer to scrutinize the Postal Ballot process in fair and a transparent manner.

You are requested to read the instructions printed on the accompanying Postal Ballot Form carefully and record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than **5:00 p.m. on Monday, October 12, 2015.**

Upon completion of the Scrutiny of Forms, the scrutinizer will submit his report to the Chairman/ Director. The result of the Postal Ballot would be announced by Shri H. Sunder, Director or the Company Secretary of the Company on or before **Monday, October 19, 2015 at 5.00 p.m.** at the Registered Office of the Company. The said result would be displayed along with Scrutinizers report on the Company's website viz. [www.ringplusaqua.com](http://www.ringplusaqua.com).

**Special Business:**

**Item No. 1. Transfer of the Forging Division (erstwhile Trinity India) of the Company, whole or substantially the whole, as a going concern on slump sale basis.**

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

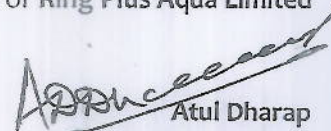
"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and subject to the necessary consents, approvals, permissions and sanctions from the concerned Authorities and such terms and conditions as may be imposed by them, the Members of the Company hereby accords their consent to the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include the Committee of Directors of the Company or



Director(s) or official(s) of the Company for the time being authorised by the Board to exercise the powers conferred on the Board by this resolution), to transfer by way of sell, lease (including operating lease), transfer, assign or otherwise dispose of as a going concern the undertaking of the Company's Forging Division, whole or substantially the whole, details mentioned in the Explanatory Statement, together with its infrastructure, licenses, permits, consents and approvals whatsoever and all the rights and benefits attached thereto and the related liabilities on such terms and conditions including the consideration therefor as the Board may deem fit in the best interest of the Company;

RESOLVED FUTHER THAT the Board (including any Committee of Directors) be and is hereby authorised to do and perform all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, desirable or appropriate and execute all such deeds, agreements, documents and writing as it may consider necessary, usual, requisite or proper for the purpose of giving effect to this Resolution."

By Order of the Board  
For Ring Plus Aqua Limited

  
Atul Dharap  
Company Secretary

**REGISTERED OFFICE:**

D-3, 4 Sinnar Taluka Audyogik  
Sahakari Vasahat Maryadit  
Village Musalgaon, Taluka Sinnar  
District Nasik - 422 112, Maharashtra

Date: September 10, 2015

Place: Mumbai

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the items of business set out in the Notice above is sought to be passed through Postal Ballot.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on September 4, 2015.
4. Postal Ballot Notice and Form is being sent through e-mail to the Members whose e-mail addresses are registered with the Company.
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital of the Company as on September 4, 2015. A person who is not a Member as on record date should treat this notice for information purpose only.
6. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website viz. [www.ringplusaqua.com](http://www.ringplusaqua.com).
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. The resolution shall be taken as passed effectively on the last date (October 12, 2015) of receipt of duly completed postal ballot Form(s). The result of the Postal Ballot will be posted on the website of the Company.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. up to October 12, 2015.



## EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

The Forging Division (erstwhile Trinity India) of the Company has continued to be in stress because of tepid / challenging market conditions. Considering the challenges with respect to management of this business and other commitments your Board proposes the restructuring exercise of the Company. Your Company is negotiating with prospective buyers(s) to sell, lease (including operating lease), transfer, assign or otherwise dispose-off as a going concern, the Forging Division of the Company whole or substantially the whole, details mentioned below, for such consideration and on such terms and conditions, as may be deemed fit by the Board of Directors including the Committee of Directors in the best interest of the Company.

The details of the units / Flat are as below:

Manufacturing Units /Flat	Village	Taluka	District	Area
Gat No. 1425/2	Shikrapur	Shirur	Pune	12140 sq mtrs
Plot No. J-5, S Block, MIDC	Bhosari	Haveli	Pune	3600 sq mtrs
Plot No. 150, S Block, MIDC	Bhosari	Haveli	Pune	1000 sq mtrs
Plot No. 151, S Block, MIDC	Bhosari	Haveli	Pune	1000 sq mtrs
Plot No. 152, S Block, MIDC	Bhosari	Haveli	Pune	1000 sq mtrs
Flat No. 606, Building No. E, Surya Vihar Apartment	Dundahera	Gurgaon	Gurgaon	2 BHK Flat, 1130 sq. ft

The proposed sale of the said Forging Division is also subject to such approvals, sanctions and permissions as may be necessary. The Company will take steps to obtain such approvals at the relevant time.

Your Directors proposes to pass this enabling Resolution to select the prospective suitable buyer and finalize the slump sale at an early date.

Pursuant to Section 180(1)(a) of the Act, your approval is being sought through postal ballot in compliance with Section 110 and other applicable provisions of the Act, if any, read together with the Companies (Management and Administrative) Rules, 2014, is required to be obtained before the sale or disposal of the whole or substantially the whole of any undertaking of the Company.

The Special Resolution and the Explanatory Statement is being sent to the members/ shareholders along with a Postal Ballot Form to obtain their assent/dissent to this Resolution.

The Board of Directors of the Company recommends passing of this Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise in the said resolution.

The name of the entity to whom the said Forging Division is transferred and the consideration thereof shall be displayed on the Company's website viz. [www.ringplusaqua.com](http://www.ringplusaqua.com) immediately after the Committee of Directors or the Board of Directors take the decision and the necessary agreement(s) are executed by the Company.

By Order of the Board  
For Ring Plus Aqua Limited

  
Atul Dharap  
Company Secretary

**REGISTERED OFFICE:**

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Sahakari Vasahat Maryadit  
Village Musalgaon, Taluka Sinnar  
District Nasik - 422 112, Maharashtra

Date: September 10, 2015

Place: Mumbai

Encl:

1. Postal Ballot Form
2. Self-addressed and pre-paid postage envelop