



SANSTAR BIO-POLYMERS LIMITED

Registered Office: "Sanstar House" Nr. Parimal Under Bridge,
Opp. Suvidha Shopping Centre, Paldi, Ahmedabad-380007.
Email: md@sanstar.in **Website:** www.sanstar.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of Companies Act, 2013 and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)

Notice pursuant to section 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the rules") (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 8 read with Regulation 27 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations") as amended from time to time, to the members of Sanstar Bio-Polymers Limited (the "Company") to consider and if thought fit, pass the resolution herein below as 'Special Resolution' by postal ballot.

This is to inform you that the Company has received the requisition letter dated January 12, 2015 from the promoter of the Company, stating their intention to seek voluntary delisting of the Equity Shares of the Company from Ahmedabad Stock Exchange (ASE) (the "Stock Exchange") by offering to acquire the public shareholding.

Pursuant to the Regulation 8(1)(b) of the SEBI Delisting Regulations, approval of public shareholders of the Company by Special Resolution passed through Postal Ballot is essential for a Company seeking to voluntarily delist its equity shares from the Stock Exchange where the shares are listed.

The Resolution and Explanatory Statement containing all material facts are being sent herewith along with the postal ballot form (the "Form") and a self-addressed, postage pre-paid envelope, for your consideration and voting. Members are requested to read the instructions carefully before filling the Form and return the Form duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours at 05:00 P.M. hours on **March 7, 2015**. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

As per the provisions of the Companies (Management and Administration) Rules, 2014, the Board of Directors in their meeting held on January 16, 2015 has appointed Mr. Jatin Kapadia, Practicing Company Secretary, an Independent Person to act as a Scrutinizer for conducting the entire postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the designated Director(s) after completion of scrutiny of postal ballot forms received. The result of voting by postal ballot will be announced at 05:00 P.M. on March 10, 2015 at the Registered Office of the Company located at "Sanstar House" Nr. Parimal Under Bridge, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad-380007. The results would also be displayed on the website of the Company (<http://www.sanstar.in>), besides being communicated to the Stock Exchange where the equity shares of the Company are listed.

SPECIAL BUSINESS:

1. Voluntary Delisting of Equity Shares from Ahmedabad Stock Exchange (ASE).

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations") as amended from time to time, Securities Contracts (Regulation) Act, 1956 and all applicable laws, rules, regulations, notifications, clarifications and guidelines, including, but not limited to, Companies Act, 2013, Listing Agreement

entered into with the Ahmedabad Stock Exchange (ASE) (“the Exchange”), Securities and Exchange Board of India Act, 1992 and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) (including any statutory amendment(s) modification(s) and or re- enactment(s) thereof, for the time being in force) and subject to such other statutory and/ or contractual approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any relevant authority, including, but not limited to, Securities and Exchange Board of India (SEBI), ASE and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee constituted by the Board of Directors), the consent of the members of the Company be and is hereby accorded to the Board to seek Voluntary Delisting of its Equity Shares from Ahmedabad Stock Exchange (ASE) after providing an exit opportunity to the existing shareholders (other than promoter) in accordance with Regulation 27 of SEBI Delisting Regulations.

“**RESOLVED FURTHER THAT** the Board, including any Committee of the Board or any person represented by the committee thereof, if any, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary expedient, desirable or appropriate in the best interests of the company including signing of all necessary agreements, making application to the Stock Exchange seeking its in-principle and final approval for the proposed voluntary delisting of the Equity Shares of the Company and to settle all such questions, queries, doubts or difficulty which may arise with regard to Voluntary Delisting of the Equity Shares of the Company and filing of necessary documents for giving effect to this resolution.”

Date: January 30, 2015

Place: Ahmedabad

**By Order of the Board
For Sanstar Bio-Polymers Limited**

Sd/-

**Gautamchand S. Chowdhary
Managing Director**

Notes:

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited on January 23, 2015.
3. The Company has appointed Mr. Jatin Kapadia, Company Secretary, Ahmedabad as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mails IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and to others are being sent by post along with Postal Ballot Form. Shareholders 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 link <http://www.sanstar.in> or seek duplicate Postal Ballot Form from registered office of the Company, fill in the details and send the same to the Scrutinizer.
5. In compliance with provision of Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide e-voting facility to all the shareholders of the Company. For this purpose the Company has entered into an agreement with National Securities Depository Limited for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form, E-Voting is optional. The Shareholders who wish to vote by Postal Ballot Forms (instead of E-Voting) can download Postal Ballot Form from www.nsdl.co.in

Procedure for voting through electronic mode:

In case a Member receives an e-mail from NSDL:

- a) Open the e-mail and also open PDF file namely "sanstarchdelistinge-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- b) Launch Internet browsing by typing the following URL <https://www.evoting.nsd.com>.
- c) Click on Shareholder — Login.
- d) Put User ID and password as initial password noted in step (a) above. Click login.
- e) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or a combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Home page of 'e-voting' opens. Click on 'e-voting'- Active Voting Cycles.
- g) Select "EVEN" of Mercator Limited.
- h) Now you are ready for e-voting as "Cast Vote" page opens.
- i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when, prompted.
- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Votes once cast cannot be modified
- l) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csjatin@hotmail.com with a copy marked to evoting@nsdl.co.in

In case of shareholders' receiving Physical postal ballot. initial password is provided at the bottom of the separate form attached. Please follow all steps from Sl. No (b) to Sl. No (k) above , to cast vote,

If shareholder is already registered with NSDL for E-voting, then shareholder can use his existing user id and password for casting vote.

The voting period commences on Thursday, February 5, 2014 at 9:00 A.M. and ends on the close of day of Saturday, March 7, 2014 (6:00 P.M.). The e-voting module will be disabled for voting thereafter by NSDL.

In case of any queries, you may refer the frequently Asked Questions (FAQs) for shareholders and e-coting user manual for shareholders available at the "downloads "section of www.evoting.nsd.com or call on toll free no: 1800-222-990.

The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period shall submit his Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Results shall be declared on or after the March 10, 2015 of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sanstar.in and website of NSDL www.nsd.com within two(2) days of passing of the resolutions for the postal ballot of the Company and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Voluntary delisting of Equity Shares from Ahmedabad Stock Exchange (ASE).

The Equity Shares of the Company are presently listed at Ahmedabad Stock Exchange (ASE) (the "Stock Exchange") where there is no trading activity for many years. Neither the Company nor any shareholders are being benefited in any manner due to continued listing as aforesaid. Moreover, the Company is bearing unnecessary cost and is complying with stricter provisions of the Listing Agreement and various SEBI regulations.

According to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulations"), a Company may voluntarily delist its equity shares from the Stock Exchange where its shares are listed, subject to the compliance of the provisions mentioned therein.

Since there is no liquidity/ tradability in the equity shares of the Company for last many years, the public shareholders are not getting any exit opportunity and their Investments have been locked up and they find it difficult to dispose-off their shareholding. In this respect, the promoter believe that the proposed voluntary delisting is in the best interests of the public shareholders, as it provides them an exit opportunity.

Keeping the above in view, the Board of Directors of the Company at their Meeting held on January 16, 2015 approved the proposal of Voluntary Delisting of Equity Shares from Ahmedabad Stock Exchange (ASE) (the "Stock Exchange") after giving an exit option to all its shareholders other than promoter, in terms of provisions for the 'Small Companies' in the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

Further, since the Company falls under the ambit of Chapter VII (Special Provisions for Small Companies and Delisting by Operation of Law) of the SEBI Delisting Regulations which states that the Company may opt for voluntary delisting, if the public shareholders base in the Company is less than or equal to 300 and the paid-up value of the shares held by those public shareholders is up to Rs.1 Crore, by obtaining their approval through Postal Ballot and providing them an exit opportunity at a price to be determined in consultation with a SEBI registered Merchant Banker, without following the rigorous, lengthy and complicated procedure of Reverse Book Building etc. Accordingly, the said delisting of shares shall be carried out as per the provisions of Chapter VII.

None of the Directors of the Company is in anyway concerned or interested in the above resolution.

The Board of Directors therefore recommends the resolution for the approval of the shareholders.

Date: January 30, 2015

Place: Ahmedabad

**By Order of the Board
For, Sanstar Biopolymers Limited**

**Sd/-
Gautamchand S. Chowdhary
Managing Director**