

International Resources Limited

CIN - U52110DL1985PLC019801

Regd. Off.: 9/14 (First Floor), East Patel Nagar, New Delhi-110008

Phone: 011-41412139; Email: info@Internationalresources.co.in

www.Internationalresources.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

Notice is hereby given 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 the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification or re-enactment thereof for the time being in force, to accord their approval for shifting registered office of the company from "National Capital Territory of Delhi" to the "State of Uttar Pradesh" by way of passing Special Resolution through Postal Ballot.

In order to get the approval of the members of the company in line with the requirement of Section 12 of the Companies Act, 2013 and rules, regulations made thereunder, the Special Resolution along with Explanatory Statement for the aforesaid proposal is being sent to you along with Postal Ballot Form ("the Form") for your consideration.

The Board of Directors ("the Board") in its meeting held on **Tuesday, February 28, 2017** has appointed Mr. Avi Sangal (Mem. No. A31713), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read the instructions printed on the Form carefully, record your assent (for) or dissent (against) therein and return the same in original duly completed 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. 05.00 PM on **Monday, April 10, 2017**. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman of the Company on **Wednesday, April 12, 2017 at 02.00 PM**, at the present Registered Office of the Company i.e. 9/14, First Floor, East Patel Nagar, New Delhi- 110008. The said result would be displayed at the Registered Office of the Company, and also on the Company's website viz. www.Internationalresources.co.in along with the Scrutinizer's report.

Items of special business requiring consent of members through Postal Ballot: -

- 1. To change the situation of Registered Office of the company from National Capital Territory of Delhi to State of Uttar Pradesh.**

To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, and subject to the approval of the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, the consent of the members of the company be and are hereby accorded to change the Registered Office of the Company from the "National Capital Territory of Delhi" to the "State of Uttar Pradesh" and the existing Clause II of the Memorandum of Association be substituted by the following Clause -

'II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.'

“RESOLVED FURTHER THAT Ms. Deepa Nanda (DIN: 06535258), Director of the Company along with all other directors be and are hereby severally authorised to execute, verify, sign, affirm and/or present the petitions, affidavits and other statements forming part of the petition on behalf of the Company to the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, including to make corrections or to give explanations or to submit any statement, appoint and authorize Practicing Company Secretaries and/or Lawyers as authorised representatives, filing of Form(s) to Registrar of Companies, Central Government Regional Director and to take all the necessary steps required on behalf of the Company for the purpose of shifting Registered Office of the Company from “National Capital Territory of Delhi” to the “State of Uttar Pradesh””.

By order of the Board
For International Resources Limited

Place: New Delhi
Date: 28.02.2017

Deepa Nanda
Director
(DIN: 06535258)

Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the proposed resolution as above is annexed hereto.
2. Notice of the Postal Ballot/e-voting is also displayed at www.Internationalresources.co.in.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members as on **Monday, March 06, 2017** (cut-off date).
4. In Compliances with Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 & 22 of Companies (Management & Administration) Rules 2014, (including any amendment or modification for time being in force) the Company is pleased to provide facility to the Members to exercise their votes electronically through electronic mean. The e-voting service facility will be provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are given at point no. 13 & 14.
5. Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot/e-voting. Voting rights of every member shall be reckoned on the paid-up value of the equity shares, whose names shall appear in Register of Members as on **Monday, March 06, 2017** (cut-off date), and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
6. The members are requested to exercise their voting rights by using any one mode i.e. either by the attached Postal Ballot Form or e-voting. No other mode, Form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. No proxy allowed in case of Postal ballot/e-voting. In case member cast their vote through both modes, only vote cast through e-voting will be considered and vote through Postal Ballot Form would be rejected.
7. Members who desiring to vote through Postal Ballot, are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. by 05:00 PM on **Monday, April 10, 2017**. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.
8. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently.
9. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.Internationalresources.co.in

10. In case of any queries/grievances relating to Postal Ballot, members may contact to Ms. Deepa Nanda at Telephone no.: 011-41412139 or mail: info@Internationalresources.co.in or internationalresourcesltd@gmail.com.
11. In the event the special resolution, as set out above, is assented to by requisite majority of members by means of Postal Ballot/e-voting, the date of declaration of results of the Postal Ballot/e-voting i.e. April 12, 2017 shall be considered to be the date of passing of the said Special Resolution.
12. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
13. E-voting period will starts at 9:00 AM on **Wednesday, March 15, 2017** and ends at 5:00 PM on **Monday, April 10, 2017**. The voting module shall be disabled by CDSL for voting thereafter.

14. instructions for electronic voting by members:

- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
- (b) Click on Shareholders.
- (c) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) 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.
- (f) 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 Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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. |
| | |

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) 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.
- (i) Select the EVSN of [International Resources Limited](http://www.internationalresources.com).
- (j) On the voting page, you will see "RESOLUTION DESCRIPTION" and the option "YES/NO" for voting. The option YES implies that you assent and option NO implies that you dissent to the Resolution.
- (k) After selecting the resolution, you have decided to vote on, enter your no of shares under YES/NO.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.
- (l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (n) 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.
- (o) Institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy(PDF) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer through email at avisangal01@gmail.com and CDSL at helpdesk.evoting@cdslindia.com.
- (r) 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

15. **Inspection of Documents:** A copy of documents referred in the notice and Explanatory Statement would be available for inspection to the desirous Members on any working day during 11:00 AM to 05:00 PM at the registered office of the Company.

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice.

Item No.1.

The Board of Directors in their meeting held at the Registered Office on **Tuesday, February 28, 2017** decided to change the Registered Office of the Company from “National Capital Territory of Delhi” to the “State of Uttar Pradesh” for the administrative purpose and to enable the Board of Directors to expand its business in the state of Uttar Pradesh in future. Hence, they felt the need to shift the Registered Office to the State of Uttar Pradesh.

Shifting of Registered Office outside the State requires approval of the Regional Director, Northern Region, Ministry of Corporate Affairs, as per the Companies Act, 2013. Hence the matter is placed before the members for passing a special resolution. After the resolution is passed, necessary application will be submitted to the Northern Region, Ministry of Corporate Affairs, New Delhi for his approval.

Pursuant to Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 if a company is having more than 200 members it needs to pass the resolution of shifting of registered office from one state to another i.e. the item covered in this Notice through the mode of Postal Ballot and also as per section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014(including any amendment or modification for time being in force), a company having more than 1000 members also provide e-voting facility to its members.

None of the Directors of the company are concerned or interested in the above resolution. Board recommends the resolution for your approval.

By order of the Board
For International Resources Limited

Place: New Delhi
Date: 28.02.2017

Deepa Nanda
Director
(DIN: 06535258)

Registered office:
9/14(First Floor), East Patel Nagar
New Delhi-110008

Enclosures:

1. Postal Ballot Form
2. Postage pre-paid self-addressed envelope.