

Alfred Herbert (India) Limited
(CIN: L74999WB1919PLC003516)
Regd. Office: 13/3, Strand Road, Kolkata 700 001.
Tel: +91 3322268619 Fax: +91 3322299124
Website: www.alfredherbert.co.in Email: Kolkata@alfredherbert.com

NOTICE OF POSTAL BALLOT

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

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with Rule 22 and other provisions of the Companies (Management and Administration) Rules, 2014 (the "**Postal Ballot Rules**") and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the resolutions appended below are proposed to be passed by the members of Alfred Herbert (India) Limited (the "**Company**"), Postal Ballot / remote Electronic voting ("e-voting").

The proposed resolutions along with the explanatory statements thereto setting out the material facts and reasons thereof are enclosed for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope (if posted in India).

The Board of Directors of the Company, in compliance with Rule 22(5) of the Management Rules has appointed **Mr. Abhijeet Jain** (Membership No. FCS 4975), a Practicing Company Secretary (Certificate of Practice No.3426), Kolkata as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed, in the attached postage pre-paid envelope so as to reach the scrutinizer not later than close of working hours on Saturday, March 30, 2019, the last date of receipt of postal ballot forms. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Section 108 and Section 110 of the Act read with the Rules, the Company is pleased to offer facility of e-voting facility as an alternate mode of voting to its Members to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form.. Members desiring to opt for e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given there under for e-voting purpose.

The Company has engaged the services of Central Depository Securities Limited ("CDSL") as its agency for providing E-voting facility to the Members of the Company. The period of voting through physical Ballot and e-voting starts on Friday, 1st March, 2019 at 9.00 a.m. IST and ends on Saturday, 30th March, 2019 at 5.00 p.m. IST. The e-voting shall not be allowed beyond 5.00 p.m. on 30th March, 2019.

The scrutinizer will submit his report to the Chairman or any authorized by him after completion of the scrutiny, of postal ballot (including e-voting). The result of the voting by postal ballot will be declared by the Chairman or in his absence, by any other person authorised by him on Monday, April 1st, 2019 at 10 a.m. at the registered office of the Company at 13/3, Strand Road, Kolkata-700001. The results of the postal ballot along with the scrutinizer's report will be displayed on the Company's website www.alfredherbert.co.in and will be communicated to the BSE Limited, where the equity shares of the Company are listed.

SPECIAL BUSINESS

ITEM NO. 1- Re-appointment of Mr. Sardul Singh Jain (DIN-00013732) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendations of Nomination and Remuneration Committee, provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015, as amended by the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2018, approval of the Members of the Company be and is hereby accorded for re-appointment/continuation of Mr. Sardul Singh Jain (DIN-00013732), who has attained the age of seventy-five years, as an Independent Director of the Company for second term of five (5) consecutive years with effect from April 01, 2019 to March 31, 2024 and that he shall not be liable to retire by rotation.”

ITEM NO. 2- Re-appointment of Mr. Ramesh Chandra Tapuriah (DIN-00395997) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015, as amended by the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), 2018, approval of the Members of the Company be and is hereby accorded for re-appointment/continuation of Mr. Ramesh Chandra Tapuriah (DIN- 00395997), who has attained the age of seventy-five years, as an Independent Director of the Company for second term of five (5) consecutive years with effect from April 01, 2019 to March 31, 2024 and that he shall not be liable to retire by rotation.”

By Order of the Board
For **Alfred Herbert (India) Limited**

Place: Kolkata
Date: February 25, 2019

Shobhana Sethi
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014 (‘the Rules’),in respect of the Special Resolutions are annexed hereto.
2. The postal ballot facility (including e-voting) is being provided to the members.

3. The Notice is being sent to all the members by the prescribed mode under the Rules (and also electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being **Friday, February 22, 2019**. A person who is not a member as on the cut-off date should treat this notice for information purpose only. Notice shall also be available on the website of the Company i.e. www.alfredherbert.co.in.

4. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in Demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). Further, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered / speed post or courier), along with a postage-prepaid self-addressed Business Reply Envelope to all the members of the Company.

5. Documents referred to in the Notice will be available for inspection by the shareholders at the Company's Registered Office at 13/3, Strand Road, Kolkata - 700001 on any working day excluding Saturdays, Sundays and Bank holidays between 11:00 AM and 1:00 PM up to the date of declaration of the results of voting by Postal Ballot and e-voting.

6. The dispatch of the Postal Ballot Notice, along with the Explanatory Statement and the Postal Ballot Form will be announced through advertisement in at least one English newspaper having country wide circulation and one Bengali newspaper with wide circulation in the state of West Bengal where the Registered Office of the Company is situated, and published on the website of the Company.

7. For voting by Postal Ballot, the Members are requested to carefully read the instructions printed on the separately enclosed Postal Ballot Form. The duly completed and signed Postal Ballot Form should be posted in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 PM on **Saturday, March 30, 2019**.

8. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide remote e-voting facility ("**e-voting**") as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Ltd (**CDSL**), to provide e-voting facilities. It may be noted that e-voting is optional. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. The e-voting facility will be available at the link www.evotingindia.com during the voting period mentioned below. In case a member is desirous of obtaining a printed Postal Ballot form, kindly send an email to kolkata@alfredherbert.com or letter at the registered office of the Company.

9. The voting period will commence on **Friday, March 1, 2019 from 9.A.M.** and will end on **Saturday, March, 30, 2019 at 5.00 P.M.**

E-voting shall not be allowed **beyond 5.00 P.M on March 30, 2019**. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on February 22, 2019 may cast their vote electronically.

10. Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail

11. The member(s) whose email ID is not registered with the Company / Depository Participant(s) and not having user ID and Password may follow instruction no.(v) of the instructions for e-voting given below.

12. The instructions for shareholders voting electronically are as under:

The voting period begins on Friday, March 1, 2019 at 9.00 a.m. and ends on Saturday, March 30, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 22, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders should log on to the e-voting website www.evotingindia.com.

(i) Click on Shareholders/Members

(ii) 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.

(iii) Next enter the Image Verification as displayed and Click on Login.

(iv) 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. (v) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot /Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (ii).</p>

vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of **ALFRED HERBERT (INDIA) LTD** on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 01st March, 2019. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) 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

13. Mr. Abhijeet Jain, Proprietor, M/s. AJ& Associates, Practicing Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process and voting through Ballot Paper, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot and E-Voting shall be final.

14. The Results of voting by Postal Ballot and E-Voting will be announced by Monday, April 1, 2019 at the registered office of the Company and will be posted on the website of the Company www.alfredherbert.co.in and service providers' website (www.evotingindia.com) besides being communicated to the Stock Exchanges

By Order of the Board

For Alfred Herbert (India) Limited

Kolkata
February 25, 2019

Shobhana Sethi
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1& 2

Section 149 of the Companies Act, 2013 ("Act") and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations") inter alia prescribe that an Independent Director of the Company shall meet the criteria of Independence as provided in Section 149(10) of the Act which provides that an Independent Director shall hold office for a term of five consecutive years on the board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board report.

The Members of the Company on July 30, 2014 appointed Mr. Sardul Singh Jain (holding DIN 00013732) & Mr. Ramesh Chandra Tapuriah (holding DIN 00013732) as an Independent Director on the Board of the Company for a term of five years ending on March 31, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of Directors of a Company, but shall be eligible for reappointment for another term of upto five consecutive years with the approval of shareholders obtained by way of passing a special Resolution by the Company.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI - LODR), a person who has attained the age of seventy five years may be appointed/continue as a Non-Executive Director of a Listed Company subject to approval of its shareholders by way of a special resolution. Regulation 17(1A) of the SEBI - LODR will come into effect from April 01, 2019.

Based on the performance evaluation of Independent Directors and recommendation of Nomination and Remuneration Committee, the Board of Directors has vide circulation on February 14, 2019, subject to approval of shareholders, re-appointed Mr. Sardul Singh Jain and Mr. Ramesh Chandra Tapuriah, who has attained the age of seventy-five years, as an Independent Director for second term of five (5) years with effect from April 01, 2019 upto March 31, 2024.

Mr. Sardul Singh Jain (B.Com, LL.B) aged about 84 years and Mr. Ramesh Chandra Tapuriah (DIN – 00395977), Commerce Graduate aged about 77 years has been on the Company's Board of Directors for a period of several years. Both the Independent Directors have vast Professional Expertise and experience in Finance, Taxation, Legal and Management for over 5 decades. The disclosures under Regulation 36(3) of SEBI-LODR and Standards on General Meetings SS-2 of ICSI are appended.

Mr. Sardul Singh Jain and Mr. R.C Tapuriah are persons of high repute, integrity and has rich experience in the field of finance and taxation. Both the Directors have deep understanding of the regulation and supervision aspects of the finances and legal issues. In the opinion of the Board, both of them fulfil the conditions for re-appointment as an Independent Director as specified in the Act and SEBI-LODR. They are independent of the management. The Board considers that their continued association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders. It is in the interest of the Company to continue to avail the benefits of their knowledge, expertise and vast experience. The Nomination and Remuneration Committee and the Board of Directors recommend passing of the resolution as set out in Item no. 1& 2 of this Notice. A copy of the draft letter of appointment of Mr. Sardul Singh Jain and Mr. Ramesh Chandra Tapuriah as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company.

Except Mr. Sardul Singh Jain and Mr. Ramesh Chandra Tapuriah, being an appointee, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

Disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards on General Meetings SS-2 of ICSI:

1. Mr. Sardul Singh Jain:

Name of Director	SARDUL SINGH JAIN
Date of Birth and Age	16.02.1935, Age - 84 Years
DIN	00013732
Expertise in specific functional areas	Professional Expertise and experience in Finance, taxation, Legal and management
Qualifications	B.com and LL.B
Directorships held in other companies	RTS POWER CORPORATION LTD EITA INDIA LIMITED ALLIANCE UDYOG LTD. OMNI HOLDINGS LTD ALLIANCE MILLS SOUTH PVT LTD GWALIOR WEBBING CO. PVT. LTD. JALAN CHEMICAL INDUSTRIES PVT LTD ALFRED HERBERT LIMITED BARODA AGENTS AND TRADING CO. PRIVATE LIMITED PARAKH PROJECTS PRIVATE LIMITED ANNAPURNA SAVINGS & FINANCE CO PRIVATE LTD SUNGRACE FINVEST PVT LTD LODHA CAPITAL MARKETS LTD
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	EITA INDIA LIMITED RTS POWER CORPORATION LIMITED ALLIANCE UDYOG LIMITED OMNI HOLDINGS LIMITED RGF CAPITAL MARKETS LIMITED
Shareholdings in the Company	NIL
Disclosure of relationships between directors inter-se.	No Relation
Remuneration received from the Company in the F.Y.2017-18	Sitting Fees- 70,000
Terms and conditions of re-appointment alongwith details of remuneration sought to be paid	Only sitting fees as applicable will be paid
Date of first appointment on the Board	30.10.2004
The number of Meetings of the Board attended during the F.Y. 2017-18	4 (Four)
Performance Evaluation Report	Excellent

Mr. Ramesh Chandra Tapuriah:

Name of Director	Ramesh Chandra Tapuriah
Date of Birth and Age	15.06.1942, Age - 77 Years
DIN	00395997
Expertise in specific functional areas	Professional Expertise and experience in Finance and taxation.
Qualifications	B.com
Directorships held in other companies	RAJEETA DETERMINED TRADERS PRIVATE LIMITED HESTIA HOSPITALITY PRIVATE LIMITED RAJGARH INDUSTRIES PRIVATE LIMITED AWADH MAINTENANCE PRIVATE LIMITED T T COMMERCIAL CO PVT LTD THE UNITED INVESTMENT CO. LTD. T.T. INVESTMENTS PVT. LTD. LEWIS & TYLOR PVT LTD MOHTA CARBIDE AND CHEMICALS LIMITED TFD FROM HP TO DELHI MAXWORTH INDUSTRIAL SERVICES LTD BIRLA CABLE LIMITED VINDHYA TELELINKS LIMITED NEW INDIA RETAILING & INVESTMENT LIMITED
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders Relationship Committee)	BIRLA CABLE LTD. NEW INDIA RETAILING & INVESTMENT LTD. VINDHYA TELELINKS LTD.
Shareholdings in the Company	132 Shares
Disclosure of relationships between directors inter-se.	No Relation
Remuneration received from the Company in the F.Y. 2017-18	Sitting Fees –Rs. 75,000
Terms and conditions of re-appointment alongwith details of remuneration sought to be paid	Only sitting fees as applicable will be paid.
Date of first appointment on the Board	25.07.1984
The number of Meetings of the Board attended during the F.Y. 2017-18	4 (Four)
Performance Evaluation Report	Excellent