

AMBITION MICA LIMITED

CIN: L25202GJ2010PLC059931

Shop No.10, Ground Floor, Raghav Residency, Opp. Naroda G.E.B., Dehgam Road,
Naroda, Ahmedabad-382330

Phone: 079- 29292629 Website: www.ambitionmica.com , Email: investor@ambitionmica.com,

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 the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended herewith be passed by the Members through postal ballot or electronic voting (e-voting).

The explanatory statement pertaining to the appended resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed Mr. Vijay B. Patel, Proprietor of V. B. Patel & Co., Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope.

Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 5:00 p.m. on February 11, 2018, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice also include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company on February 12, 2018. The result of postal ballot and e-voting shall be announced on or before February 13, 2018 and communicated to the stock exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.ambitionmica.com.

RESOLUTIONS:

Item No. 1 –Migration from BSE SME Platform to BSE Main Board

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

Note:

In accordance with the regulation 106U(1) of ICDR regulations, the below mentioned resolution shall be acted upon if and only if the votes cast by shareholders, other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders, other than promoters shareholders against the proposal.

“RESOLVED THAT pursuant to Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, SEBI Circular dated May 18, 2010, Circular issued by BSE Limited dated November 26, 2012, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, BSE and other applicable regulations notified and applicable in this behalf and, as amended from time to time, to give effect to the above said resolution.

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any Director or Directors of the Company be and is/ are hereby authorized jointly and/ or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Registered office :

Shop No.10, Ground Floor,
Raghav Residency, Opp. Naroda G.E.B.,
Dehgam Road, Naroda, Ahmedabad-382330
Tel: 079 - 29292629
Email: investor@ambitionmica.com
Website: www.ambitionmica.com

By order of the Board of Directors

For Ambition Mica Limited

Sd/-
Govindbhai V. Patel
Managing Director
(DIN - 02927165)

Date: 05.01.2018
Place: Ahmedabad

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. Mr. Vijay B. Patel, Proprietor of V. B. Patel & Co., Practicing Company Secretary has been appointed as Scrutinizer for Conducting the Postal Ballot in accordance with the law in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on January 05, 2018 . The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on January 05, 2018 will be considered for the purpose of voting.
5. The postal ballot period commences on January 12, 2018 (9:00 AM) to February 11, 2018 (5:00 PM).
6. In case shares held by Companies, trusts, societies etc. the duly completed postal ballot should be accompanied by a certified copy of the board resolution authority and preferably attested specimen signature (s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the postal ballot form.
7. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
8. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor@ambitionmica.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on January 05, 2018.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Karvy Computershare Private Limited. The instructions for electronic voting are annexed to this Notice.

12. A Member cannot exercise his vote by proxy on postal ballot.
13. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in this notice and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 PM) on February 11, 2018. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after (i.e. 05:00 PM) on February 11, 2018, it will be considered that no reply from the Member has been received.
14. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on February 12, 2018 at the registered office and will also be displayed on the website of the Company (www.ambitionmica.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
15. The Scrutinizer shall after the receipt of assent or dissent of the Members in writing or by electronic means on February 11, 2018, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on February 12, 2018. The Result shall be announced by the Chairman of the Company on receipt of the same from Scrutinizer at Company's Registered Office situated at Shop No.10, Ground Floor, Raghav Residency, Opp. Naroda G.E.B., Dehgam Road, Naroda, Ahmedabad-382330 IN and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. on February 11, 2018, will be taken to be date of passing the resolution.
16. During the voting period, members can login to Karvy e-voting platform. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
17. The e-voting period commences on 12th January, 2018 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on 11th February, 2018. During this period, members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date, that is, January 05, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
18. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.
19. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
20. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

PROCEDURE FOR REMOTE E-VOTING:

1. Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from any place ('Remote e-voting').

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 3660 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company', "AMBITION MICA LIMITED".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s)

of the duly authorised representative(s), to the Scrutinizer at email vijaypatel.cs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “ **Corporate Name_Event No.**”

- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – 3660 (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mrs. Varlakshmi/Mr. Vasanth, (Unit: Ambition Mica) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on January 12, 2018 (9.00 A.M. IST) and ends on February 11, 2018 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 05, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. January 05, 2018.
- e. The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses not in the employment of the Company and make consolidated scrutinizer’s report of the votes cast in favour or against.
- f. Results will be declared at the Registered office of the Company on or before 12th day of February, 2018 and after declaration of results, the same shall be placed along with the Scrutinizer’s Report on the Company’s website www.ambitionmica.com and on the website of Karvy at <https://evoting.karvy.com>, and communicated to BSE Limited, where the shares of the company are listed for placing the same on their website.

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

ITEM NO.1

According to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 An issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than ten crore rupees and up to twenty five crore rupees, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid up Capital of the company as on date is Rs. 14,92,20,000/- and Company is also listed on SME platform of BSE for more than 2 Years. i.e. from July 14, 2015 till date, in compliance of BSE circular dated 26th November, 2012, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

The Directors of the Company propose the resolution for your approval. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Registered office :

Shop No.10, Ground Floor,
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Tel: 079 - 29292629
Email: investor@ambitionmica.com
Website: www.ambitionmica.com

By order of the Board of Directors

For Ambition Mica Limited

Sd/-
Govindbhai V. Patel
Managing Director
(DIN - 02927165)

Date: 05.01.2018

Place: Ahmedabad

GENERAL INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
4. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
5. The Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
7. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than on February 11, 2018, (05.00 PM). All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.
9. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on the date of dispatch of the Notice.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Postal Ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
13. The votes should be casted either in favour or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
14. The Scrutinizer will submit the report to the Chairman cum Managing Director of the Company, after completion of the Scrutiny and result of the Postal Ballot will be announced by the said Chairman Cum Managing Director of the Company on receipt of the same from Scrutinizer, at Corporate Office of the Company.

AMBITION MICA LIMITED

CIN: L25202GJ2010PLC059931

Regd. Office: Shop No.10, Ground Floor, Raghav Residency, Opp. Naroda G.E.B., Dehgam Road,
Naroda, Ahmedabad - 382230, Gujarat,

Tel. No. : 079 - 29292629, Website: www.ambitionmica.com, E-mail: investor@ambitionmica.com

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1.	Registered Folio/ DP ID & Client ID	
2.	Name and address of the Shareholder(s) with Joint holders, if any (In Block Letters)	
3.	Registered Address of the Sole/ First named shareholders:	
4.	No. of Share held	

I/ We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent / dissent to the said Resolutions by placing the tick mark (√) at the appropriate boxes below:

Sr. No.	Brief Particulars of the Resolution	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
1	Migration of the Company from SME platform of BSE Limited to Main board of BSE Limited.			

Signature of the Shareholder/ Authorized representative

Place:

Date:

Notes:

1. Please return duly filled and signed postal ballot form in the envelope enclosed.
2. Last date for receipt of Postal Ballot Form is February 11, 2018, till close of business hours i.e. 05:00 P.M to the Scrutinizer.
- 3 The e-voting facility will be available during the following voting period.

E-VOTING INFORMATION

EVEN (E-Voting Event Number)	User ID	Password
3660		