Blue Circle Services Limited

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CIN : L74140MH1983PLC029378
Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053
Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.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

To The Members of M/s. Blue Circle Services Limited

NOTICE is hereby given pursuant to the provisions of Section 110 (1) of the Companies Act,2013 ("Act") and all other applicable provisions, if any, read with Rule 22 of the Companies(Management and Administration) Rules, 2014 ("the Postal Ballot Rules") and any other applicable regulation, as amended from time to time, to the members of Blue Circle Services Limited (the "Company") to pass the resolution given below as an Ordinary Resolution through postal ballot ("Postal Ballot") including remote e-voting.

SPECIAL BUSINESS

Appointment of Auditors of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an "Ordinary Resolution" by way of Postal Ballot:

"**RESOLVED THAT** pursuant to the provisions of Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata, M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office with effect from 11th November 2017 up to the conclusion of the 40th Annual General Meeting at a remuneration as may be decided by the Board of Directors of the Company."

"**RESOLVED FURTHER THAT** any of the Directors of the Company be and is severally authorized to sign necessary documents on behalf of the Company and to file necessary forms with MCA, Mumbai, Maharashtra and to do all such acts, things, deeds and matters as may be deemed necessary for giving effect to this resolution."

By Order of the Board of Directors
For **Blue Circle Services Limited**
S/d-
Anil Kumar Purohit
DIN : 00082942
Managing Director

Place : Mumbai
Date : 14th February 2018

NOTES :

1. An explanatory statement pursuant to Section 102 read with section 110 of the Act, and other applicable provisions, if any, of the Act along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto.
2. In terms of the provisions of Section 110 of the Act read with Rule 22 of the Postal Ballot Rules, the business set out in the Notice above is sought to be passed by Postal Ballot.
3. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. The notice is being sent to all the members, whose names appears in the register of members/ list of Beneficial owners, received from Central Depository Services (India) Limited ("CDSL') and the National Securities Depository Limited ('NSDL") as on the cutoff date being Friday, the February 9, 2018.

4. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company.

5. Details of dispatch of notice and postal ballot paper to the members will be published in one (1) English and one (1) Marathi language newspaper circulating in the State of Maharashtra, in which the Registered Office of the company is situated.

6. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the self-addressed postage prepaid envelope to the scrutinizer on or before the close of business hours on Friday, the March 16, 2018. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

7. The postage will be born and paid by the Company; however envelopes containing Postal Ballot Form, if sent by Registered Post at the expense of the members will also be accepted. The envelopes may also be deposited either personally by the shareholder or through any other person at the address of the scrutinizer given therein. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to scrutinizers.

8. In accordance with the provisions of Section 110 of the Act and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members who have registered their e-mail ids with the depositories or with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by Registered Post or Speed Post. Shareholders who have received the Postal ballot Notice by email and who wish to vote through Physical Ballot Form can download the Postal Ballot Form from the link www.blurcircleservices.com or seek duplicate Postal Ballot Form by sending an email to M/s. Purva Sharegistry (India) Private Limited, Registrar and Transfer Agents email id - purvashr@mtnl.net.in, fill in the relevant details and send it to the Scrutinizer.

   Please note that Postal Ballot Form received after the close of working hours on Friday, the March 16, 2018 will be treated as not having been received.

9. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed resolution(s).

10. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form or through duplicate copy as provided by Purva Sharegistry (India) Private Limited, the Registrar Transfer Agent (RTA). No other form or photocopy of the form is permitted.

11. All relevant documents referred in the Explanatory Statement shall be open for inspection at the registered office of the company on all working days (Monday to Friday) between 11.00 AM to 1.00 PM upto the date of declaration of the result of Postal Ballot.

12. The Company has appointed Mrs. Gayatri Phatak, Practicing Company Secretary (COP No. 11816) to act as the Scrutinizer, for conducting the postal ballot process including the remote e-voting in a fair and transparent manner.

13. The Scrutinizer will submit her report to the Managing Director of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received and the result of the Postal Ballot shall be declared by the Managing Director or any other person authorized by him not later than the closing of working hours on Monday, the March 19, 2018 at the Registered Office of the company at Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053. The day on which the results of the Postal Ballot are announced by the Company would be the date on which the Ordinary Resolution is passed.

14. The results of the postal ballot along with the scrutinizers report will also be displayed on the notice board of the registered office of the Company and also on the Company's website www.bluecircleservices.com and shall be communicated to the BSE Limited, where the shares of the Company are listed.

15. Facility of e-voting has been provided to the members through remote e-voting or postal ballot. A member can opt for only one mode of voting, i.e. either through remote e-voting or through postal ballot. If a member casts votes by both the modes, voting done through remote e-voting shall prevail and the votes cast through postal ballot mode shall be treated as invalid.

16. Instructions for casting votes using the Postal Ballot form are furnished on the reverse of the postal ballot form.

ELECTRONIC VOTING

In accordance with Regulation 44(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("remote 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 CDSL to provide remote e-voting facility.

The details for voting electronically are as under -

a) Date and time of commencement of voting through electronic means: **Friday, February 16, 2018 at 9.00 A.M.**

b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Sunday, March 18, 2018 at 5.00 P.M.**

c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **February 9**, **2018** may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. The e-voting module shall be disabled by CDSL for voting thereafter.

d) Details of Website: www.evotingindia.com

e) Details of Scrutinizer: Gayatri Phatak, Practicing Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatribhideandco@gmail.com.

f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.

The instructions for Members for e-voting are as under:

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

i. The shareholders should log on to the e-voting website on www.evotingindia.com during the voting period.

ii. Click on "Shareholders" tab

iii. Now, select the BLUE CIRCLE SERVICES LIMITED from the drop down menu and click on "SUBMIT"

iv. 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.

v. Next enter the Image Verification as displayed and Click on Login.

vi. 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.

vii. 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 (Applicable for both demat shareholders as well as physical shareholders) • 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 last 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. e.g. 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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • Please enter the DOB or Dividend Bank details in order to login. If 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 the instructions (iv).

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

ix. Members holding shares in physical form will then directly reach to 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.

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

xi. Click on the EVSN **180214001** for BLUE CIRCLE SERVICES LIMITED on which you choose to vote.

xii. 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.

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

xiv. 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.

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

xvi. You can also take out the print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. 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.

xviii. Note for Non – Individual Shareholders and Custodians

- Non-Individualshareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- 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 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.

xix. 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.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013

Existing Auditors M/s Deepak Acharya & Associates, Chartered Accountants, Kolkata have resigned as Statutory Auditors of the Company w.e.f. 10^{th} November 2017 due to their personal reasons. In place of existing Auditors, the Audit Committee recommended M/s B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E) for appointment to audit the accounts of the Company w.e.f. 11^{th} November 2017 up to the conclusion of the 40^{th} Annual General Meeting. As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 from M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata; that they are eligible for appointment as auditors, and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949, or the rules and regulations made there-under.

The proposed appointment is as per the term and within the limits laid down by or under the authority of the Companies Act, 2013 and that there are no proceedings pending against them or any of their partners with respect to professional conduct.

None of the Promoters, Directors, Key Managerial Personnel or their relatives, either directly or indirectly, is in anyway concerned or interested in the above resolution.

By Order of the Board of Directors
For **Blue Circle Services Limited**
S/d-
Anil Kumar Purohit
DIN : 00082942
Managing Director

Place : Mumbai
Date : 14th February 2018

Blue Circle Services Limited

CIN : L74140MH1983PLC029378

Regd. Office : Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053

Tel : +91 22 69969555, Email : blue.circl@gmail.com; Website : www.bluecircleservices.com

POSTAL BALLOT FORM

(Pursuant to the section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration), 2014)

Name of the Member ____

Name of the Joint Holder ____

Registered Address ____

Folio No. / DP/Client ID ______________________ No. of Share held ______________

I/We hereby exercise my/our vote in respect of the 'Ordinary Resolution' to be passed through postal ballot for the special business stated in the notice dated November 11, 2017 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said 'Ordinary resolution' by placing the tick mark ( ) in the appropriate box below:

Special Business :		**For**	**Against**
1.	**Ordinary Resolution** Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E) as Statutory Auditors of the company, up to the conclusion of 40th Annual General Meeting.		

Place ________________

Date ________________

Sign.of Shareholder ____________________

Note: Please read the instructions printed overleaf and the notes forming part of the Postal Ballot Notice carefully before exercising the vote.

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	**(2) USER ID**	**(3) PAN /Password**	**(4) Bank Account No.**
180214001			(See Note No.1)

Notes:

1. Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
2. Please read the Instructions printed under the Item No. 16 to the accompanied Notice. The e-Voting period starts from 9.00 A.M. on 16.02.2018 and ends at 5.00 P.M. on 18.03.2018, the e-voting module shall be disabled by CDSL for voting thereafter.

INSTRUCTIONS (On Reverse of Postal Ballot Form)

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted. It is however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

2. The self-addressed stamped envelope bears the address of the 'scrutinizer' appointed by the Board of Directors of the Company.

3. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column 'AGAINST" by placing a tick mark ( ) in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.

4. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.

5. The Postal ballot vote shall not be exercised by a proxy.

6. A member neither needs to use all his/her/its votes nor cast his/her/its votes in thesame way.

7. Duly completed Postal Ballot Form should be sent so as to reach Mrs. Gayatri S. Phatak, Practicing Company Secretary, Unit No. 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 on or before 17.00 hours of Friday, the March 16, 2018. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.

8. In case of shares held by companies, trust, societies etc., the duly completed PostalBallot Form should be accompanied by a certified true copy of board resolution/authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.

9. Members are requested not to send extraneous 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 not be taken cognizance of and shall be destroyed by the Scrutinizer.

10. There will be one Postal Ballot Form for every Registered Folio/Client ID, irrespective of the number of joint holders.

11. A member may request for a duplicate Postal Ballot Form, if so required by sending an email to blue.circl@gmail.com. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and datespecified above.

12. 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. Friday, the February 9, 2018. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

13. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.