

OJAS ASSET RECONSTRUCTION COMPANY LIMITED

Regd. Office: G-29, Sej Plaza, Near Nutan School, Marve Road, Malad (West), Mumbai-400064
CIN: L74899MH1985PLC285384/ Tel: 022 60602489/ Email: ojasassetltd@gmail.com/website: www.ojasltd.com

POSTAL BALLOT NOTICE

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

Dear Member,

Notice is hereby given pursuant to 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 or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof, as required in terms of section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the same and the reasons thereof is annexed hereto. A Postal Ballot Form is also annexed hereto for your consideration and voting. The Postal Ballot Notice along with the Postal Ballot Form shall be uploaded on the website of the Company.

As required under Rule 20(3)(v) and Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and SS-2, advertisement for dispatch of notice and e-voting will be published in the newspapers specifying the relevant matters therein.

The Board of Directors of the Company (the "Board") has appointed Mr. Rajesh Soni, Practicing Chartered Accountant as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if

PROPOSED RESOLUTIONS:

- 1. Change the Name of the Company from "OJAS ASSET RECONSTRUCTION COMPANY LIMITED" To "TOYAM INDUSTRIES LIMITED"**

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies

posted in India) The Postal Ballot Form(s) may also be deposited personally at the registered office of the scrutinizer i.e 1509, Ghanshyam Enclave , Link Road, Near Lalji Pada Police Chowki ,Kandivali -West , 400 067 so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on 11th day of December 2016.

In compliance with the Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Director of the company.

The result of the voting conducted through postal ballot would be announced by the Director of the Company at its board meeting to be held on Tuesday, 13th December, 2016 at G-29, Sej Plaza, Near Nutan School, Marve Road, Malad (West), Mumbai-400064

The said result would be intimated to the Bombay Stock Exchange Limited, where the Company's shares are listed, published in the one English language National daily newspaper circulating in the whole or substantially the whole of India and one Regional language (Marathi) daily newspaper and displayed on the Company's website viz. www.ojasltd.com and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com>, along with the Scrutinizer's report.

(Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from "Ojas Asset Reconstruction Company Limited" To "Toyam Industries Limited"

“RESOLVED FURTHER THAT the name **“Ojas Asset Reconstruction Company Limited”** wherever it occurs/appears in the Memorandum and Articles of Association of the Company be substituted by the name **“Toyam Industries Limited”**

“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

2. To Change the Main object of the Company, adoption of new Ancillary Objects and deletion of existing other objects of the Company.

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, Clause III of the Memorandum of Association, in relation to the main objects, be and is hereby amended and replaced to read as under:

- i. Sub clause 1 Clause III A of the Memorandum of Association of the Company be and is hereby deleted and substituted for the following new clause:

To carry on in India or elsewhere the business of manufacturer, trader, buyer, seller, reseller, dealer, producer, processor, printer, designer, distributor, importer, exporter, wholesaler, retailer, improver, jobworker, agent, broker, factor, stockiest, consultant, collaborator, commission agents in all kinds of textile goods, allied products, by products and substitute for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural and fibre glass into materials like cloth, tapes, ropes, yarns, twines and such other articles as may be conveniently produced or manufactured including decorative hand and machine-made readymade garments and all other articles and to trade and invest in agricultural products and byproducts, homemade products and services, precious metals, stones, Jewellery and real estate activates and to trade, invest deal, manufacturing and distribution in any manner in all kinds of Commodities, Stock in trade, goods, services, shares, securities and chattels, to act as money monger, borrower, advisor, consultant in such manner as the Company shall think fit and to engage in dissemination of information in all aspects of businesses, organizations and industries in India and to advice upon the means and methods for extending and developing system or processes relating to production, storage, distribution, marketing and

securing of orders for sale of goods in India and abroad and/or relating to the rendering of services of any other business as the Company shall think fit.

- ii. The existing sub-clause 2 to 8 of Clause III B (Ancillary Objects) be and are hereby deleted and replaced with a new set of Ancillary Objects.
- iii. The existing sub-clause 1 to 70 of Clause III C (Other Objects) be and are hereby deleted.

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorized Committees or one or more Directors) of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the Registrar of Companies, Mumbai in order to give effect to the above resolution.”

3. To make investments, give loans, guarantees and provide securities beyond the prescribed limits u/s 186 of the Companies Act, 2013.

To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT in continuation of all earlier resolution passed in this regards and pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committees or one or more Directors) at its discretion to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 75 Crores.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection.”

4. Appointment of M/S R. Soni & Co., Chartered Accountants (FRN: 130349W) in place of M/S DMKH & Co., Chartered accountants (FRN: 116886W) as the Statutory Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter ‘the Act’) as amended from time to time or any other law for the time in force (including any statutory modification or re-enactment thereof), M/s R. Soni & Co., Chartered Accountants,

Mumbai (Registration No. 130349W) be and are hereby appointed as statutory auditors of the company to fill the casual vacancy caused by the resignation of M/s. DMKH & Co., Chartered Accountants, Mumbai (Registration No. 116886W) and that they shall hold the office of the Statutory auditors of the Company subject to shareholders’ approval from the Conclusion of this meeting until the conclusion of next annual general meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

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

ITEM NO. 1:

As the members aware that present name of the Company is Ojas Asset Reconstruction Company Limited and main object of the Company is securitization and asset reconstruction of financial assets and secured assets. Since the Company is not longer doing said businesses and expended its business to general trade of fabrics and commodities. The Board of Directors of the Company proposed that in order to ensure that the name of the Company adequately reflects the business (es) being carried on by the Company; it is proposed to appropriately change the name of the Company from **“Ojas Asset Reconstruction Company Limited” To “Toyam Industries Limited”**

In consideration of the above, your directors recommend you to pass the special resolution provided above in Item No.1.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

ITEM NO. 2:

The Company is exploring various business opportunities in general business and trading activities, while restricting its role to securitization and asset reconstruction of financial assets and secured assets; The market presents several attractive opportunities in the general business and trading activities i.e. dealers, traders, manufacturer of textiles and agricultural products, precious stones, consultancy and real estate financing, advisory, consultancy services, etc and in order to enable the Company to capitalize on such opportunities which may arise from time to time, the Board of Directors of your Company are of the view that the current Main Objects clause should be altered to enable the Company to tap these opportunities under one roof. Accordingly it is proposed to amend the existing Object Clause of the Company by substituting sub-clause 1 of Clause III A. The existing sub-clause 2 to 8 of Clause III B (Ancillary Objects) be and are hereby deleted and replaced with a new set of Ancillary Objects

AND The existing sub-clause 1 to 70 of Clause III C (Other Objects) be and are hereby deleted.

In consideration of the above, your directors recommend you to pass the special resolution provided above in Item No.2.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

ITEM NO. 3:

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

In view of the above, shareholders of the Company, at the 30th Annual General Meeting of the Company held on 24th August, 2015 have already approved the resolution under Section 186 of the Companies Act, 2013 to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and / or make investments in the securities of any other body corporate upto 75 Crores (Rupees Seventy Five Crores only) in excess of the prescribed limit or maximum limit prescribed under Section 186, whichever is higher.

However as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and SS-2 issued by ICSI as per Section 118(10) of the Companies Act, 2013, a Company giving loans or extending guarantee or providing security in excess of the limits as specified under sub-section (3) of section 186 has to obtain approval of shareholders’ by passing resolution by way of postal ballot also. Therefore, the Board proposed to pass the resolution by postal ballot to make loan(s) and/or give any guarantee(s)/provide any security(ies)

in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of 75 Crores (Rupees Seventy Five Crores only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee/ security are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the company.

Your Directors recommend the passing of the Resolution in Item No. 3 of the Notice as a Special Resolution.

ITEM NO. 4:

**Place: Mumbai
Date: 08.11.2016**

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 4th November, 2016 i.e. the cut-off date.
3. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have

M/s. DMKH & Co., Chartered Accountants, (Firm Registration No. 116886W), have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members. As per the recommendation of the Audit Committee, the Board proposes and recommends that M/s R. Soni & Co., Chartered Accountants, Mumbai (FRN: 130349W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. DMKH & Co., who shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s R. Soni & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the passing of the Special Resolution contained in Item No. 4 of the accompanying Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested financially or otherwise in the said resolution.

**By Order of the Board
For Ojas Asset Reconstruction Co. Ltd**

**Sd/-
Tejas Hingu
(Whole Time Director)**

- not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on 04th November, 2016.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to ojasassetltd@gmail.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
8. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.ojasltd.com and of NSDL viz., <https://www.evoting.nsdl.com>.
9. The Company has appointed Mr. Rajesh Soni, Chartered Accountant, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
10. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Director/Chairman of the Company. The results of the Postal Ballot will be declared on Tuesday, December 13, 2016. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e., www.ojasltd.com along with <https://www.evoting.nsdl.com> and intimated to the Stock Exchanges where the shares of the Company are listed.
11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
12. The date of the declaration of the results of the postal ballot shall be the date on which the said Special Resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made hereunder:

Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 11th December, 2016.

3. Any Postal ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted / accepted.
4. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
5. In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
6. Votes should be cast either in favour or against, by putting the tick (√) mark in the column provided in the Ballot Form.
7. Unsigned, incomplete, tick marked at both "for" and "against", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through Electronics Means

8. In compliance with the Regulation 44 of SEBI (LODR) Regulations, 2015, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, M/s. Ojas Asset Reconstruction Co. Ltd ("the Company") is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company.
9. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

C. In case of Members receiving Postal Ballot intimation by e-mail:

1. Open e-mail and open PDF file viz; "E-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. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Open internet browser by typing the following [URL: https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)

3. Click on Shareholder - Login.
 4. Type user ID and password as initial password noted in step (1) above. Click Login.
 5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote
 7. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
 8. Select E-voting Event Number ("EVEN") of Ojas Asset Reconstruction Co. Ltd
 9. Now you are ready for e-Voting as Cast Vote page opens.
 10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 11. Upon confirmation, the message "Vote cast successfully" will be displayed.
 12. Once you have voted on their solution, you will not be allowed to modify your vote.
 13. 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 ojasassetltd@gmail.com with a copy marked to www.evoting@nsdl.co.in.
2. Please follow all steps from Sl. No. 2 to Sl. No. 13 above, to cast your vote by electronic means.
 3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
 4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 5. If you are already registered with NSDL for e voting, then you can use your existing user ID and password for casting your vote.
 6. The e-voting period will commence on 12th November, 2016 (9.00 a.m.) and end on 11th December, 2016 (5.00 p.m.) (Both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
 7. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Chairman/Director Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 13th December, 2016 around at 04.00 p.m. at G-29,Sej Plaza, Near Nutan school, Marve Road, Malad (West), Mumbai-400064 . The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. www.ojasltd.com and of NSDL viz. <https://www.evoting.nsdl.com>.

D. In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

Place: Mumbai
Date: 08.11.2016

E. General Instructions:

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of <https://www.evoting.nsdl.com>.

You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

**By Order of the Board
For Ojas Asset Reconstruction Co. Ltd**

Sd/-
**Tejas Hingu
(Whole Time Director)**

OJAS ASSET RECONSTRUCTION COMPANY LIMITED

Regd. Office: G-29, Sej Plaza, Near Nutan School, Marve Road, Malad (West), Mumbai-400064
CIN: L74899MH1985PLC285384/ Tel: 022 60602489/ Email: ojasassetltd@gmail.com/website: www.ojasltd.com

POSTAL BALLOT FORM

Sr. No.: _____

Sr. No.	Particulars required	Details
1	Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)	
2	Registered address of the sole / first named shareholder	
3	Registered folio No. (for those holding physical shares) DP ID No. and Client ID No (for those holding shares in dematerialized form).	
4	Number of shares held	

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

Sr. No.	Description	No. of Shares	Assent / Dissent	Please put tick (√) mark below
1	Change the Name of the Company from "Ojas Asset Reconstruction Company Limited" To "Toyam Industries Limited"		I/We assent to the resolution	
			I/We dissent to the resolution	
2	To Change the Main object of the Company, adoption of new Ancillary Objects and deletion of existing other objects of the Company.		I/We assent to the resolution	
			I/We dissent to the resolution	
3	To make investments, give loans, guarantees and provide securities beyond the prescribed limits u/s 186 of the Companies Act, 2013.		I/We assent to the resolution	
			I/We dissent to the resolution	
4	Appointment of M/s R. Soni & Co., Chartered Accountants (Reg no. 130349W) in place of M/S DMKH & Co., Chartered Accountants (Reg no. 116886W) as the Statutory Auditors of the Company.		I/We assent to the resolution	
			I/We dissent to the resolution	

Place: _____

Date: _____

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
105750		

Note:

- Please read the instructions printed overleaf before filling this form and for e-voting, please refer instructions under note no. A, B and C in the Postal Ballot Notice sent herewith.
- Last date of receipt of Postal Ballot Forms by scrutinizer is 11th December, 2016.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier or by registered post/speed post at the expense of the member will also be accepted.
2. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
3. This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.
3. Duly completed Postal Ballot form should reach the scrutinizer not later than 5.00 P.M. 11th December, 2016. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
4. There will be only one Postal Ballot Form for every Folio/ DP ID_Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorized signatories.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
7. A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's Website (www.ojasltd.com) under 'Corporate Announcement' and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal will be final and binding.
9. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
 - a) A form other than one issued by the Company has been used;
 - b) It is not possible to determine without any doubt the assent or dissent of the member;
 - c) Neither assent or dissent is mentioned;
 - d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on 4th November, 2016 (cutoff date).
11. Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.
12. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in note C of the Notice of the Postal Ballot dated November 8, 2016.