

PINCON SPIRIT LIMITED
CIN: L67120WB1978PLC031561
Regd. Office: 7, Red Cross Place, "Wellesley House", 3rd Floor, Kolkata – 700 001
Tel.: +91-33 221 9135; Fax: +91 33 4008 0690
Website: www.pinconspirit.in, E-mail: pinconspiritlimited@gmail.com



To

The Shareholders,

Notice 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 "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 resolution appended is proposed to be passed as Special Resolution by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. Arpan Sengupta of Arpan Sengupta & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Notice and 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 posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Friday, 19th May, 2017. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Managing Director/Company Secretary. The result of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on Saturday, 20th day of May, 2017 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.pinconspirit.in.

RESOLUTIONS:

Item No. 1 – Preferential Issue of Warrants, convertible into Equity Shares.

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 62(1)(c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **"the Act"**) and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Chapter VII – "Preferential issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, [hereinafter referred to as **"SEBI (ICDR) Regulations"**] (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by The Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**), Government of India (**"GOI"**) or any other statutory /regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, up to 57,06,128 (Fifty Seven Lakhs Six Thousand One Hundred Twenty Eight) Warrants, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations ("Issue Price"), to be convertible at the option of Warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equivalent number of fully paid up Equity Share of the Company of face value of Rs.10 (Rupees Ten only) each, ranking pari-passu in all respects, including as to dividend, with the existing Equity Shares of the Company, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations, and the amount paid against warrants shall be adjusted/set off against the issue price payable for the resultant Equity Shares at the time of conversion to certain persons/entities (hereinafter referred to as the "Proposed Allottees /Warrant holders") whether they are Shareholders of the Company or not, more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

S. No.	Name of the Proposed Allottee (s)	No. of Warrants
1.	Mr. Monoranjan Roy	1,706,128
2.	Aptex Enterprises Private Limited	300,000
3.	K.D.Liquor & Fertilizer Private Limited	400,000
4.	Majestic Bottlers Private Limited	333,333
5.	Priya Purnima Credits Private Limited	666,667

6.	Westwell Iron & Steel Private Limited	133,333
7.	Maa Tarini Natural Resources Private Limited	66,667
8.	Sudarshan Comtrade Private Limited	100,000
9.	Ecospace Infotech Private Limited	1,000,000
10.	Pincers Commodities Private Limited	1,000,000

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

1. The "Relevant Date" pursuant to Regulation 71 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, shall be Wednesday, 19th April, 2017 which is a date 30 days prior to the date when the results of the postal ballot are to be announced being Saturday, 20th May, 2017.
2. The issue price of the said warrants will be Rs. 73/- (Rupees Seventy Three only) (including a premium of Rs. 63) per warrant.
3. The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
4. An amount equivalent to at least 25% of the consideration shall be paid against each warrant on or before the date of such allotment.
5. The Warrant holder(s) shall have the option of applying for and being allotted equity shares of the Company of face value of Rs. 10/- each by paying the balance 75% of the consideration after adjusting the upfront payment made.
6. In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
7. The allotment of Warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at Postal Ballot. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchanges where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.
8. In the event of the company making a bonus issue of shares or marking rights issue of shares/ convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/demerger/acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in PINCON SPIRIT LIMITED the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues/corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
9. The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
10. The said Warrants by itself do not give to the Warrant holder any rights of the Shareholders or Debenture holders of the Company.
11. The Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, RBI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental

or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit.”

By Order of the Board
For **Pincon Spirit Limited**

Himangshu Kedia
Company Secretary

Regd. Office: 7, Red Cross Place, “Wellesley House”,
3rd Floor, Kolkata – 700 001

Place: Kolkata

Date: 11th April, 2017

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure I.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 7th April, 2017.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company to cast their votes electronically instead of physical mode. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for Postal Ballot. E-voting is optional for the Shareholders. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting); can download Postal Ballot Form from <https://evoting.nsdl.com> or www.pinconspirit.com.

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

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
- (i) Open email and open PDF file viz; “Pincon Spirit.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” of Pincon Spirit Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 arpansenguptaandasociates@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN
106100	Use Existing	Use Existing

(ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xi) above, to cast vote.

C. 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 Downloads section of www.evoting.nsdl.com

D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

E. The e-voting period commences on 20th April, 2017 and ends on 19th May, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7th April, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Other information:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

By Order of the Board
For **Pincon Spirit Limited**

Himangshu Kedia
Company Secretary

Regd. Office: 7, Red Cross Place, "Wellesley House",
3rd Floor, Kolkata – 700 001

Place: Kolkata

Date: 11th April, 2017

Annexure I to the Notice
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

In order to strengthen its presence in the market, during the previous year(s), Pincon Spirit Limited ("Company") established the requisite infrastructure in terms of manufacturing, distribution and introduction of new products with the borrowed funds. The resultant increase in the borrowed funds needs to be offset by funds in the form of capital so as to reduce the borrowing cost and also to enhance the debt/capital raising capacity in order to respond to various opportunities for the further growth of the business in terms of introduction of new products, business acquisitions so as to leverage such structure to achieve higher growth in terms of revenue and profit. Therefore, the Company is proposing to raise

capital by allotment of Equity Shares/ Share Warrants on a preferential basis. Consent of the shareholders is sought for issuing the Equity Share Warrants as stated in the resolution to the below mentioned proposed allottees which shall result in issuance of up to 5,706,128 Equity Share Warrants of the Company, on a preferential basis, and each warrant convertible into one Equity share of Rs.10/- each fully paid in the following manner:

S. No.	Name of the Proposed Allottee (s)	No. of Warrants
1.	Mr. Monoranjan Roy	1,706,128
2.	Aptex Enterprises Private Limited	300,000
3.	K.D.Liquor & Fertilizer Private Limited	400,000
4.	Majestic Bottlers Private Limited	333,333
5.	Priya Purnima Credits Private Limited	666,667
6.	Westwell Iron & Steel Private Limited	133,333
7.	Maa Tarini Natural Resouces Private Limited	66,667
8.	Sudarshan Commtrade Private Limited	100,000
9.	Ecospace Infotech Private Limited	1,000,000
10.	Pincers Commodities Private Limited	1,000,000

This will be resulting in an inflow of up to Rs. 42.00 Crores to the Company in accordance with the terms and nature of the Equity Shares to be issued on conversion by the Company. Section 62(1)(C) and Section 42 of the Companies Act, 2013 and the provisions of the Listing Agreement as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise. The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Investors who is not an existing member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company to the members as well as to the non-members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement. The Equity Shares allotted would be listed on BSE, NSE and CSE.

The issue and allotment would be subject to the availability of regulatory approvals, if any. In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the Postal Ballot:

1. The Objects of the Preferential Issue:

Enhancement of Equity base so as to reduce the borrowing cost and also to enhance the debt/capital raising capacity in order to respond to various opportunities for the further growth of the business.

2. The proposal of the promoters / directors or key management personnel to subscribe to the offer:

Mr. Monoranjan Roy, Chairman and Managing Director of the Company has proposed to subscribe 1,706,128 Equity Share Warrants under the Preferential Issue.

3. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as 19th April, 2017 i.e. the date falling 30 days prior to the date of announcement of result of postal ballot to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

4. Pricing of Preferential Issue:

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations. Since the Company is listed on BSE Limited ("BSE"), National Stock Exchange Limited ("NSE") and Calcutta Stock Exchange Limited ("CSE"), the trading volume of Equity Shares of the Company on NSE will be considered to determine the highest trading volume for computation of issue price. As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations.

5. The Shareholding pattern before and after the Preferential Issue of Share Warrants:

The shareholding pattern of the Company pre and post conversion of up to 57,06,128 Equity Shares Warrants under the proposed Preferential Issue and the preferential allotment of Equity Shares, as also based on the fully diluted capital of the Company considering the issue and given below:

S. No.	Category	Pre – Issue As on 11.04.2017		Post Issue: Conversion of Share Warrants	
		No. of Shares held	% of Holding	Assuming all Warrants converted into Equity Shares	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding

A	Promoter & Promoter Group				
1	Indian Promoters	14,469,080	32.82	16,175,208	32.48
2	Foreign Promoters	0	0	0	0
	Sub – Total (A)	14,469,080	32.82	16,175,208	32.49
B	Public Shareholding				
3	Institutions				
a	Financial Institutions/Banks	432,353	0.98	432,353	0.87
b	Mutual Funds & UTI	0	0	0	0
c	Venture Capital Funds	0	0	0	0
d	FIIIs	0	0	0	0
e	Foreign Portfolio Investors	177,000	0.40	177,000	0.36
	Sub – Total (B1)	609,353	1.38	609,353	1.23
4	Non – Institutions				
a	Private Corporate Bodies	10,090,928	22.89	14,090,928	28.30
B	Indian Public	17,771,235	40.31	17,771,235	35.69
c	NRIs	684,312	1.55	684,312	1.37
d	Clearing Members	461,092	1.05	461,092	0.93
e	Others (Trusts)	0	0	0	0
	Sub – Total (B2)	29007567	65.80	33,007,567	66.29
	Sub – Total (B=B1+B2)	29,616,920	67.18	33,616,920	67.52
C	Shares held by Custodians and against Depository Receipts, FCCBs, etc.				
	Shares held by Custodians and against Depository Receipts, FCCBs, etc.	0	0	0	0
	Grand Total (A+B+C)	44,086,000	100.00	49,792,128	100.00

6. Identity of the proposed allottees:

The identity of the person who is the ultimate beneficial owners of the Equity Shares proposed to be allotted is as follows:

Identity of Proposed Allottees	Category	Beneficial Owner	Pre – Issue Holding	No. of Equity Share Warrants to be allotted	Issue Price (Rs.)	Post – Issue Holding	% Post Issue: Preferential Issue & Conversion of Warrants*
Monoranjan Roy	Promoter	-	14,469,080	1,706,128	Rs. 73 per Equity Share Warrant	16,175,208	32.48
Aptex Enterprises Private Limited	Body Corporate	1. Prashant Jaiswal, Karta of Prashant Jaiswal (HUF) 2. Nishant Jaiswal, Karta of Nishant Jaiswal (HUF) 3. Prashant Jaiswal 4. Nishant Jaiswal 5. Twinkle Jaiswal 6. Priyanka Jaiswal	NIL	300,000	Rs. 73 per Equity Share Warrant	300,000	0.60
K.D.Liquor & Fertilizer Private Limited	Body Corporate	1. Prashant Jaiswal 2. Nishant Jaiswal 3. Twinkle Jaiswal	NIL	400,000	Rs. 73 per Equity Share Warrant	400,000	0.80
Majestic Bottlers Private Limited	Body Corporate	1. Prashant Jaiswal 2. Nishant Jaiswal 3. Twinkle Jaiswal 4. Manish Jaiswal 5. Priyanka	NIL	333,333	Rs. 73 per Equity Share Warrant	333,333	0.67

		Jaiswal					
Priya Purnima Credits Private Limited	Body Corporate	<ol style="list-style-type: none"> 1. Prashant Jaiswal, Karta of Prashant Jaiswal (HUF) 2. Nishant Jaiswal, Karta of Nishant Jaiswal (HUF) 3. Prashant Jaiswal 4. Nishant Jaiswal 5. Twinkle Jaiswal 6. Priyanka Jaiswal 	NIL	666,667	Rs. 73 per Equity Share Warrant	666,667	1.34
Westwell Iron & Steel Private Limited	Body Corporate	<ol style="list-style-type: none"> 1. Prashant Jaiswal, Karta of Prashant Jaiswal (HUF) 2. Nishant Jaiswal, Karta of Nishant Jaiswal (HUF) 3. Prashant Jaiswal 4. Nishant Jaiswal 5. Twinkle Jaiswal 6. Priyanka Jaiswal 	NIL	133,333	Rs. 73 per Equity Share Warrant	133,333	0.27
Maa Tarini Natural Resources Private Limited	Body Corporate	<ol style="list-style-type: none"> 1. Prashant Jaiswal 2. Pranay Jaiswal 3. Twinkle Jaiswal 	NIL	66,667	Rs. 73 per Equity Share Warrant	66,667	0.13
Sudarshan Commtrade Private Limited	Body Corporate	<ol style="list-style-type: none"> 1. Prashant Jaiswal, Karta of Prashant Jaiswal (HUF) 2. Nishant Jaiswal, Karta of Nishant Jaiswal (HUF) 3. Prashant Jaiswal 4. Nishant Jaiswal 5. Twinkle Jaiswal 6. Priyanka Jaiswal 7. Braj Kishore Jaiswal 8. Braj Kishore Jaiswal, Karta of Braj Kishore Jaiswal (HUF) 9. Vidya Jaiswal 10. Nisha Jaiswal 11. Manish Jaiswal 12. Manish Jaiswal, Karta of Manish Jaiswal (HUF) 	NIL	100,000	Rs. 73 per Equity Share Warrant	100,000	0.20

Ecospace Infotech Private Limited	Body Corporate	1. Barun Kumar Das 2. Gauri Sankar Mandal	NIL	1,000,000	Rs. 73 per Equity Share Warrant	1,000,000	2.01
Pincers Commodities Private Limited	Body Corporate	1. Subrat Mondal 2. Dilip Kumar Shaw	NIL	1,000,000	Rs. 73 per Equity Share Warrant	1,000,000	2.01

***Assuming all Equity Share Warrants gets converted into Equity Shares.**

7. Proposed time within which the Preferential Issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

8. Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

9. Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the allottees, up to 57,06,128 Equity Share Warrants of face value of Rs. 10/- each aggregating up to Rs. 42.00 Crores (Rupees Forty Two Crores only), in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the Regulations.

10. Auditor's certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the Regulations will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days (excluding Saturday and Sunday) up to the date of the meeting.

11. Lock in period:

The proposed allotment shall be subject to lock-in as per requirements of the ICDR Regulations. Further, if the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

12. The Company has not made any preferential issue of securities during the current year:

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter VII of the ICDR Regulations. The Board of Directors believe that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval. None of the Directors/Key Managerial Personnel/their relatives of the Company are in any way concerned or interested in the above referred resolution. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement/Regulation. All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 10:00 A.M. to 1:00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

By Order of the Board
For **Pincon Spirit Limited**

Himangshu Kedia
Company Secretary

Regd. Office: 7, Red Cross Place, "Wellesley House",
3rd Floor, Kolkata – 700 001

Place: Kolkata

Date: 11th April, 2017



POSTAL BALLOT FORM

(Please read the Instructions carefully before exercising the vote by completing this form)

1. Name of Sole/First Shareholder:	:	
2. Registered Address of the Sole/First Named Shareholder:	:	
3. Name of the Joint Shareholder(s), if any:	:	
4. Registered Folio No. /DP ID No./Client ID No*. (*Applicable to investors Holding shares in Dematerialized form):	:	
5. Number of Share(s) held :	:	

6. I/We, hereby exercise my/ our vote in respect of the following Special Resolution to be passed through Postal Ballot, for the business stated in postal ballot notice by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (√) at the appropriate Box below:

Item No.	Resolution	No of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Issue of Warrants, convertible into Equity Shares on Preferential Basis			

Place:

Date:

Signature(s) of Shareholder(s)/
 Authorised Representative

Particulars for voting through Electronic means

For those opting to vote through electronic means instead of voting by the above Postal Ballot, facility is available at the web link: <https://evoting.nSDL.com>. Particulars for electronic voting are as under:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
106100		

Note: Please read the instructions given overleaf carefully before exercising your vote. The facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of e-voting	End of e-voting
Thursday, April 20, 2017 at 10.00 a.m. IST	Friday, May 19, 2017 at 5.00 p.m. IST

The facility for voting through electronic means will be disabled for voting by National Securities Depository Limited (NSDL) upon expiry of the aforesaid voting period.

INSTRUCTIONS:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by the relevant certified true copy of Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory (ies).
4. There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.
5. The Postal Ballot/e-voting shall not be exercised by a proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
7. A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, April 7, 2017
8. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on Friday, May 19, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
9. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer before the close of working hours i.e. 5:00 P.M. on Friday, May 19, 2017.
10. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed Envelope as such Envelopes will be sent to the Scrutinizer and any extraneous paper found in such Envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. The Exchange is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e- Voting has been enumerated in the Notes to the Postal Ballot Notice dated April 11, 2017.
12. 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.
13. The results of the Postal Ballot shall be declared on Saturday, May 20, 2017. The resolution if approved by the requisite majority, shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder, on the last date of voting i.e. 19th May, 2017.