

#### SPAN DIVERGENT LIMITED

Formerly Span Diagnostics Limited CIN: L74999GJ1980PLC003710

**Registered Office:** 9<sup>th</sup> Floor, 902 - 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat – 395 007

Tel No.: 0261 – 266 32 32 Email: secretarial@span.co.in; Website: www.spandivergent.com

# NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS (Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rule, 2014

Dear Member(s),

**NOTICE** is hereby given pursuant to the Section 110 of the Companies Act, 2013 as amended (the "Companies Act") and all other applicable provisions, if any, read with Companies (Management and Administration) Rules, 2014, as amended (the "Rules") containing the procedure to be followed for conducting business through Postal Ballot, (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations for the consent of the Members of Span Divergent Limited (Formerly Span Diagnostics Limited) (hereinafter referred to as the 'Company' or 'Span'.) for the proposed resolutions appended herewith which is sought to be obtained by means of Postal Ballot/E-voting.

The Board of Directors (the "Board") has appointed Mr. Mitesh Rana, Company Secretary in Whole Time Practice, (CP: 12364) proprietor of M/s. Mitesh Rana & Co. Company Secretaries having office at 605, Bluechip Complex, Sayajigunj, Vadodara – 390 005 as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner. This Notice is being sent to all Members, whose name appears in the Register of Members/List of Beneficial Owners as on **January 30, 2017**.

The Company in compliance with applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Rules, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e through e-voting services provided by **Central Depository Services Limited ("CDSL")** 

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed under the Postal Ballot Form, fill up the postal ballot form stating your assent or dissent on the resolution at the end of the Postal Ballot Form and return the duly completed and signed Postal Ballot Form (no other form is permitted) in the enclosed self-addressed postage-prepaid envelope so as to reach the scrutinizer – Mr. Mitesh Rana, M/s. Mitesh Rana & Co., Company Secretaries, Practicing Company Secretary at M/s. Link Intime India Private Limited, Unit: Span Divergent Limited (Formerly Span Diagnostics Limited), C - 13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai – 400 078 on or before the close of business hours on **March 15, 2017**, the last date for the receipt of the completed Postal Ballot Forms. Ballots received thereafter will be strictly treated as if no reply has been received from such Members.

The Company is pleased to offer E-Voting facility as an alternate for its equity shareholders to enable them to cast their votes electronically instead of dispatching postal ballot forms. The equity shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The equity shareholders have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the equity shareholders can opt for only one of the two modes of voting i.e. either through postal ballot form or e-voting. If you are opting for e-voting, then do not vote through postal ballot form and vice versa.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Evoting or Postal Ballot (whichever method the shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of announcement of results of Postal Ballot shall be considered as the date of passing of the said resolutions.

The scrutinizer will submit his report to the Chairman or in his absence any other Director of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot (including e-

voting) shall be declared by the Chairman or in his absence, any other Director of the Company on **March 17**, **2017** at the Registered Office of the Company and communicated to the stock exchanges, the depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website www.spandivergent.com

The resolution will be deemed to have been passed on the date of declaration of results of postal ballot, if approved by requisite majority.

The Board of Directors at their meeting held on January 30, 2017 has, subject to approval of the members of the Company by way of Special Resolution and subject to such necessary approvals as may be required from the concerned authority, approved powers to Board for charging properties/assets of the Company, powers to Board for borrowing money not exceeding INR 150 Crore and powers to Board for making investment, or giving/providing loans, guarantee not exceeding INR 150 Crore. Therefore, pursuant to the provisions of the Section 110 of the Companies Act, 2013, the consent of the members for the aforesaid proposals is sought to be obtained by Postal Ballot / E-Voting ("Postal Ballot"). The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolutions setting out the material facts and the reasons thereof are annexed hereto for your consideration.

#### **SPECIAL RESOLUTIONS**

## ITEM NO. 1 – TO AUTHORISE BOARD OF DIRECTORS OF THE COMPANY FOR MORTGAGING, HYPOTHECATING AND / OR OTHERWISE CHARGING IMMOVABLE AND/OR MOVABLE PROPERTIES/ASSETS OF THE COMPANY

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

"RESOLVED THAT, pursuant to Section 180 and/or Section 77 of the Companies Act, 2013 and all other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging, hypothecating and/or otherwise charging on such terms and conditions and at such time or times and in such form or manner as Board of Directors of the Company may think fit, of all or any of the immovable and/or movable properties/assets of the Company wherever situated, present and future whatsoever and/or the whole or substantially the whole of the undertaking of the Company as may be agreed to between the Company and the banks, financial institutions, lenders, their agents for the purpose of securing existing or proposed borrowing from financial institutions, banks, mutual funds and/or any other institutions/parties, together with interest, additional interest, compound interest, premium on prepayment, costs, charges, expenses and all other moneys due, owing or payable presently or in future by the Company subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise with the lenders or their agents such deeds, agreements and documents for creating the aforesaid mortgage, hypothecation charge, or encumbrance including delegation of any of the powers conferred on Board to any other person as Board may deem fit and to do and perform all such acts, deeds, matters and things and to execute all such documents, writings as it may consider necessary, expedient, usual, requisite or proper for the purpose of giving effect to this Resolution.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to submit the necessary applications and the other required documents, forms and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including resolving any difficulties that may arise while giving effect to this resolution without seeking any further approval of the members of the Company."

### ITEM NO. 2 - TO AUTHORISE BOARD TO BORROW MONEY IN ANY MANNER FROM TIME TO TIME NOT EXCEEDING INR 150 CRORE (RUPEES ONE HUNDRED FIFTY CRORE)

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

"RESOLVED THAT, pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money in any manner from time to time with or without securities and upon such terms and conditions as they may deem fit, notwithstanding that monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company subject however to the condition that such borrowings at any point of time shall not exceed INR 150 Crore (Rupees One Fifty Crore).

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to submit the necessary applications and the other required documents, forms and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including resolving any difficulties that may arise while giving effect to this resolution without seeking any further approval of the members of the Company."

ITEM NO. 3 – TO MAKE LOANS TO ANY OTHER PERSON OR OTHER BODIES CORPORATE, GIVE ANY GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO ANY OTHER BODY CORPORATE OR PERSON; AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE SECURITIES OF ANY BODY CORPORATE UPTO INR 150 CRORE (RUPEES ONE HUNDRED FIFTY CRORES ONLY)

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

"RESOLVED that pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed there under including any statutory modification or reenactment thereof for the time being in force, and such other approvals as may be required in that behalf, 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 be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- 2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- 3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of INR 150 Crore, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**FURTHER RESOLVED** that the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

**FURTHER RESOLVED** that the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

**FURTHER RESOLVED** that the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things as may necessary, proper, expedient, required or incidental thereto in this regard including but not limited to filing of requisite applications / forms / reports etc. with the Ministry of Corporate Affairs or with such authorities as may be required for the purpose of giving effect to this resolution and to resolve all the doubts, questions, difficulties relating thereto from time to time without seeking any further approval of the members of the Company."

Date: January 30, 2017

Place: Surat

By order of the Board For Span Divergent Limited (Formerly Span Diagnostics Limited) Sd/-Pankaj Ajmera Company Secretary

#### Notes:

- 1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed.
- In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Evoting & Postal Ballot.
- 3. Mr. Mitesh Rana, Company Secretary (ACS 28113 CP: 12364), proprietor of M/s Mitesh Rana & Co., Company Secretaries, has been appointed as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.
- 4. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on January 30, 2017 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories and to other shareholders by Speed Post/ Registered Post / Courier.
- 5. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the

members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 17:00 hours on March 15, 2017

Shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form

Members desiring to exercise their vote by using E-voting facility should carefully follow the instructions for evoting printed in this notice. A Member can log in any number of times till the votes are cast on all the resolutions or till the end of the Voting Period, whichever is earlier

- Members have an option to request for physical copy of the Postal Ballot form from the Company's Registrars and Transfer Agent viz., Link Intime India Pvt Ltd, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400078. Request can be sent through an e-mail to shruthi.shetty@linkintime.co.in by mentioning their local to DP Id and Client Id No. However, the duple completed Ballot Forms should reach the Scrutinizer not later than 17:0 hours on March 15, 2017. Postal Ballot forms received after this date will be strictly treated as if the reply from the Members has not been received.
- The Scrutinizer will submit his report of the votes polled through E-voting/ Postal Ballot, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or the Company Secretary will announce the results of Voting by Postal Ballot on or before **March 17**, **2017** and the resolutions, if carried with requisite majority, will be taken as passed effectively on the date of announcement of the results by the Chairman or any Director or the Company Secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company and intimated to the Stock Exchange on which the shares of the Company are listed.

10. The instructions / procedures for voting through electronic is given hereunder:
(i) The voting period begins on February 14, 2017 at 9:00 hours and ends on March 15, 2017 at 17:00 hours. During this period shareholders of the Company, holding shares either in physical form or in demarkation and the other latest the control of data i.e. January 30, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the evoting website: www.evotingindia.com

(iií) Click on **Shareholders** Tab.

(iv) Now enter your User ID

For CDSL: 16 digits beneficiary ID;

For NSDL: 8 Character DPID 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

(ví) 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 and fill the appropriate boxes:

	For member holding share in Demat Form / 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 Sequence Number printed on Postal Ballot Form, 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.

<sup>#</sup> 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 filed as mentioned in instruction (iv).

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

- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the relevant EVSN for Span Divergent Limited (Formerly Span Diagnostics Limited) on (xi) which you choose to vote.
- 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 (xii) the Resolution and option NO implies that you dissent to the Resolution.

- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the
- (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-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and signature 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.

#### In case of members receiving the physical copy:

- Please follow all steps from Serial No. (i) to Serial no. (xvii) above to cast vote.
- 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. Ш

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

#### **RESOLUTION AT ITEM NO.: 1**

#### ITEM NO. 1 - TO AUTHORISE BOARD OF DIRECTORS OF THE COMPANY FOR MORTGAGING, HYPOTHECATING AND / OR OTHERWISE CHARGING IMMOVABLE AND/OR MOVABLE PROPERTIES/ASSETS OF THE COMPANY

The Members are informed that pursuant to Section 180 and/or Section 77 of the Companies Act, 2013 and all other applicable provisions, if any, consent is required for the Board of Directors of the Company for mortgaging, hypothecating and/or otherwise charging on such terms and conditions and at such time or times and in such form or manner as Board of Directors of the Company may think fit, of all or any of the immovable and movable properties/assets of the Company wherever situated, present and future whatsoever and/or the whole or substantially the whole of the undertaking of the Company as may be agreed to between the Company and the banks, financial institutions, lenders, their agents for the purpose of securing existing or proposed borrowing from financial institutions, banks, mutual funds and/or any other institutions/parties, together with interest, additional interest, compound interest, premium on prepayment, costs, charges, expenses and all other moneys due, owing or payable presently or in future by the Company subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013. This is enabling provision to raise funds for Company's business requirement.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 except to the extent of their shareholding, if any in a Company.

The Board recommends the resolution set forth in Item No.1 for the approval of the Members as special resolution.

#### **RESOLUTION AT ITEM NO.: 2**

#### TO AUTHORISE BOARD TO BORROW MONEY IN ANY MANNER FROM TIME TO TIME NOT EXCEEDING INR 150 CRORE (RUPEES ONE HUNDRED FIFTY CRORE)

The members are informed that pursuant to Section 180(1)(c) of the Companies Act, 2013 and applicable provisions if any, the Board of Directors cannot, except with the consent of the Company in General Meeting by a special resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business in excess of the aggregate of the paid-up capital and free reserves, i.e reserves not set apart for any specific purpose. Taking into account further requirements of additional finance for Long term working capital required by the Company, a fresh resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may exceed the aggregate of the paid-up capital and free reserves of the Company, subject however to the condition that such borrowings at any point of time shall not exceed INR 150 Crore (Rupees One Hundred Fifty Crores). Company intends to raise funds to meet its working capital and long term fund requirement for the purpose of business of the Company.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2 except to the extent of their shareholding, if any, in a Company.

The Board recommends the passing of the resolution as a Special Resolution by way of postal ballot.

#### **RESOLUTION AT ITEM NO.: 3**

TO MAKE LOANS TO ANY OTHER PERSON OR OTHER BODIES CORPORATE, GIVE ANY GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO ANY OTHER BODY CORPORATE OR PERSON; AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE SECURITIES OF ANY BODY CORPORATE UPTO INR 150 CRORE (RUPEES ONE HUNDRED FIFTY CRORES ONLY)

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:
  - 60% of the paid-up share capital and free reserves and securities premium account; or
  - 100% of the free reserves and securities premium account; whichever is higher.

In order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee and / or provide any security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder,

In order to enable the Company to invest / make loans / provide guarantee(s) / security(ies), it is necessary to obtain approval of the members to make loan / invest /provide guarantees / security(ies) for an amount not exceeding INR 150 Crore (Rupees One Hundred Fifty Crore) under the provisions of Section 186 of the Companies Act, 2013.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 except to the extent of their shareholding, if any in a Company.

The Board recommends the passing of the resolution as a Special Resolution by way of postal ballot.

By order of the Board For Span Divergent Limited (Formerly Span Diagnostics Limited) Sd/-Pankaj Ajmera Company Secretary

Date: January 30, 2017 Place: Surat

Registered Office: 9<sup>th</sup> Floor, 902 - 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road, Surat – 395 007

#### **Enclosures:**

- 1. Postal ballot form
- 2. Self-addressed postage-prepaid envelope