



Fourth Dimension Solutions Limited

Regd. Office: DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi - 110 015; CIN: L72900DL2011PLC221111
Email: secretarial@fdsindia.co.in, Website: www.fdsindia.co.in; Phone: 011 47091502

POSTAL BALLOT NOTICE

To the Members of the Company,

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION), RULES 2014

NOTICE IS HEREBY GIVEN that the resolution set out hereunder for issue of Bonus Shares are proposed to be passed by means of Postal Ballot or through Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed.

The Board of Directors of your company at the meeting held on 12th December 2016 has appointed Mr. Atiuttam Prasad Singh, Practicing Company Secretary, FCS No. 8719 as Scrutinizer for scrutinizing the postal ballot and e-voting process in accordance with the Act and the Rules made thereunder in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Notice and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope at 19 First Floor, Main Market, Moti Nagar, New Delhi - 110 015, so as to reach the Scrutinizer on or before the close of working hours on Sunday, 16th January, 2017. Members desiring to opt for e-voting are requested to read carefully the instruction given in the notes forming part of the Notice.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on Wednesday, 18th January, 2017 at the Registered Office of the Company. Such Results, along with the Scrutinizer's Report, will be available on the Company's website www.fdsindia.co.in under the section "Investor" and Sub Section "Announcement" and will be forwarded to the Stock Exchange where the Company's share are listed. Central Depository Systems of India Limited (CDSL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on the website of www.evotingindia.com

SPECIAL BUSINESS

APPROVAL FOR THE ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('the Regulations'), including any amendment or modification of the of the Act and / or the Regulations, and the enabling provisions of the Articles of Association of the Company and Subject to such approval(s) as may be necessary from any authority, consent of the Company be and are hereby accorded for capitalization of a sum not exceeding Rs. 10,89,20,000 (Rupees Ten Crore Eighty Nine Lakh Twenty Thousand) from the Security premium Account/ Surplus in the Profit and Loss Account (Free Reserve) of the Company, as appropriate, for the purpose of Issue of Bonus Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up Equity Shares of the holders of the Equity Shares of the Company as on the record date to be fixed by the Board of Directors of the Company, in the proportion of 1 (One) Bonus Share of Rs. 10/- (Rupees Ten) each for every existing 1 (One) fully Paid-up Equity Share of Rs. 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Share Capital of the Company held by each such Member, and not as income;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank Pari Passu in all respect with the Fully Paid-Up Equity Shares of the Company as existing on the Record Date to be fixed by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall be subject to the terms and Conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in case of Members who hold Equity Shares (or opt to receive the Bonus Shares) in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in Certificate form, the share certificate in respect of the Bonus Shares shall be dispatched, within the prescribed time limit;

RESOLVED FURTHER THAT no fractions arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominees appointed by the Board, who shall hold the same as trustees for the Members entitled thereto, and sell the said Shares so arising at the then prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in term of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules or Regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient, filing of documents with the Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto as the Board in its absolute discretion may deem fit or desirable and its decision shall be final and binding.”

For Fourth Dimension Solutions Limited

Place : New Delhi
Date : 17.12.2016

Sd/-
Deepak Kaushal
Company Secretary
FCS-8722

NOTES:

- (i) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts and reasons for the proposed resolutions are appended herein below.
- (ii) Pursuant to the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business and has an option to in case of other items of special business, seek the approval of the Members through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through Postal Ballot.
- (iii) As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot is being sent to Members whose names appear in the register of Members of the Company or in the Register of Beneficial owners maintained by the Depositories as on Friday 16th December, 2016. The Postal Ballot Notice may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the

members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.

- (iv) A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
- (v) Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members on Friday 16th December, 2016 (cut-off date). Only those Members whose name are recorded in the Registered of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal ballot or e-voting. A person who is not a member on the cut-off date should accordingly treat this Notice as for information purpose only.
- (vi) In compliance with the provisions of Section 110 of the Act read with Rule 22 of 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 Postal Ballot Form. Details of e-voting facility are specified under instructions to the Postal Ballot Notice. Members can Opt for only one Mode of voting i.e., either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (vii) The Members who do not receive the Postal Ballot Form may apply to the Company at secretarial@fdsindia.co.in or write to **Fourth Dimension Solutions Limited**, DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015 for receiving the duplicate thereof.
- (viii) The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and record their assent (In Favour) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of January 16, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). Unsigned Postal Ballot Form(s) will be treated invalid.
- (ix) The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than January 18, 2017.
- (x) The results of the voting by Postal Ballot will be declared at the registered office of the Company at DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015 on January 18, 2017. The results will also be posted on the website of the Company www.fdsindia.co.in and intimated to the Stock Exchanges on which the shares of the Company are listed. The results of the Postal Ballot shall be published in the newspapers. The date of declaration of Postal Ballot Results will be taken as the date of passing the resolutions.
- (xi) The Notice of Postal Ballot is also placed on the website of the Company www.fdsindia.co.in

INSTRUCTIONS FOR POSTAL BALLOT

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the Members.
2. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) as at close of business hours on December 16, 2016.
3. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
4. Voting period commences on and from December 18, 2016, 09.00 A.M. (IST) and ends on January 16, 2017, 05.00 P.M. (IST).
5. Kindly note that the Member(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Company shall announce the results of the Postal Ballot at its Registered Office situated at DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015 on January 18, 2017. The date of declaration of Postal Ballot results will be taken as the date of passing of the resolutions contained in the Notice.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: **The**

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. 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. The Members are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched. “Mr. Atiuttam Prasad Singh 19 First Floor, Main Market, Moti Nagar, New Delhi - 110 015.
3. The Postal Ballot Form should be signed by the member as per the specimen signatures registered with the Registrar and Share Transfer Agent/ Depository(ies). In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named member. Holder(s) of Power of Attorney(s) (POA) on behalf of the member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be invalid.
4. In case of Equity Shares held by the members other than individual members, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of January 16, 2017. Postal Ballot Form received after this date will be treated as if reply from such Member has not been received. The members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Members are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any, extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to secretarial@fdsindia.co.in or write to **Fourth Dimension Solutions Limited**, DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. The votes should be cast either in favour of or against by putting the tick () mark in the column provided for assent or dissent. Postal Ballot Form bearing () in both the columns will render the Form invalid.
9. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

THE PROCEDURE WITH RESPECT TO E-VOTING IS PROVIDED BELOW:-

The voting period begins on Sunday, December 18, 2016 (09:00 A.M. IST) to Monday, January 16, 2017 (05:00 P.M. IST) (both days inclusive). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, December 16, 2016 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric (Permanent Account Number) PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of o's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> • Enter the Dividend Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Account Number in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for “FOURTH DIMENSION SOLUTIONS LIMITED” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

ITEM NO.1

The Board of Directors of your Company have pleasure in proposing issue of Shares by way of bonus shares by increasing the issued, subscribed and paid-up Share Capital of the Company to a sum not exceeding Rs. 10,89,20,000/- from the Security Premium Account / Surplus in the Profit and Loss Account (Free Reserve), as appropriate, as per the Audited Financial Statements of the Company for the financial year ended 31st March, 2016.

The fully paid-up Bonus Shares shall be distributed to the Members whose names shall appear in the Register of Members of the Company in respect of shares held in the certificate form, and/or whose names shall appear in the Register of Beneficial owners as per details to be furnished by the Depositories in respect of shares held in the dematerialized form, as on the record date to be fixed by the Board of Directors of the Company, in the proportion of 1 (One) Bonus Share of Rs. 10/- each for every Existing 1 (One) fully paid-up Equity Shares of Rs. 10/- each held by them respectively.

The Directors and Key Managerial personnel of your Company and their relatives are interested in this resolution to the extent of their respective holdings of Share in the Company.

The Board of Directors of your Company recommends this resolutions for your approval.

For **Fourth Dimension Solutions Limited**

Place: New Delhi
Date: 17.12.2016

Sd/-
Deepak Kaushal
Company Secretary
FCS-8722



Fourth Dimension Solutions Limited

Regd. Office: DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi - 110 015; CIN: L72900DL2011PLC221111
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POSTAL BALLOT FORM

Serial No.:

S No	Particulars	Details
1.	Name(s) of Member(s) including joint holders, if any: (In Block Letters)	
2.	Registered address of the sole/first named Member	
3.	DP ID No. & Client ID No.* (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	
5.	No. of Ordinary Shares held	

I hereby exercise my vote in respect of following resolution(s) to be passed through Postal Ballot and e-voting, by conveying my/our assent or dissent to the said resolution(s) by placing (✓) mark at the appropriate box below:

Resolutions	No. of Ordinary Shares for which votes cast	I/We assent to the Resolution (IN FAVOUR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution for issue of Bonus Shares in the proportion of One (1) Bonus Shares of Rs. 10/- each for existing One (1) fully paid-up Equity Shares of Rs. 10/- each by capitalizing from the Security premium Account/ Surplus in the Profit and Loss Account (Free Reserve) of the Company, as appropriate .			

Place:

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Signature of Member

Date:

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed on the Postal Ballot Notice carefully before exercising your vote.