



# SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

*Regd office: Saptashrunji Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai, Mumbai-400706(Maharashtra)*

*Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind KesarKothi, J.L.N. Marg, Jaipur-302017, (Rajasthan)*

*Tel. No & Fax. : 0141-2554270, 0141-4034062*

*Website: [www.shrikalyan.com](http://www.shrikalyan.com), E-Mail: [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com)*

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## POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014)

Dear Shareholder(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company is seeking consent of the shareholders on special business set out herein below, proposed to be passed by way of postal ballot or electronic voting (e-voting).

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the aforesaid Special business setting out the material facts and the reasons thereof is annexed hereto with the Postal Ballot Notice for your consideration.

### **RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT**

#### **SPECIAL BUSINESS:**

**ITEM NO. 1: Shifting of registered office of the Company from the State of Maharashtra to the State of Rajasthan and consequently alteration in Clause II of Memorandum of Association of the Company.**

To consider and, if thought fit to give assent or dissent to the following Resolution as **Special Resolution** through Postal Ballot:

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13, and other applicable provisions, if any, of the Companies Act, 2013, read with rules issued thereunder, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to approval of Regional Director or the Central Government and such other approval(s), permission(s) and sanction(s), as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of members of the Company be and is hereby accorded to shift the Registered Office of the Company from the “State of Maharashtra” to the “State of Rajasthan” and consequently Clause-II of the Memorandum of Association of the Company be altered and substituted by the following clause:

*II. The registered office of the Company will be situated in the State of Rajasthan.*

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from Saptashrunji Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai, Mumbai-400706 in the State of Maharashtra to B-19, Lal Bahadur Nagar, Malviya Nagar, Jaipur-302017 in the State of Rajasthan.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do and/or to delegate all such acts,



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deeds, matters and things, and to execute all such documents, deeds, petitions, affidavits, declaration and writings and filing the same with the Registrar of Companies, office of Regional Director/Central Government, as may be necessary, incidental or conducive for the furtherance of aforesaid purpose and as it may deem fit in the interest of the Company and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do all such acts, deeds and things as they may be deemed necessary, expedient and proper to give effect to the above resolution."

**PLACE: JAIPUR  
DATE: 23.01.2018**

**BY THE ORDER OF THE BOARD OF DIRECTORS  
SD/-  
CS NANDANI PATIDAR  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**



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## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto and forms a part of this Notice.
2. Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from Registrar of Transfer Agent (RTA) i.e. BEETAL Financial & Computer Services Pvt. Ltd. as on Friday, January 26, 2018.
3. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent the Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. Members who receive the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from the website of the Company ([www.shrikalyan.com](http://www.shrikalyan.com)). For members whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by registered post, speed post or a courier along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, a member may send email to [shrikalyan25@hotmail.com](mailto:shrikalyan25@hotmail.com). The Registrar and transfer agent/company shall forward the same along with postage-prepaid self-addressed Business Reply envelope to the Member.
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, January 26, 2018 will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this Notice for information purposes only.
5. Resolutions passed by members through postal ballot are deemed to have been passed (if approved by requisite majority) as if they have been passed at a duly convened General Meeting of the members.
6. Members can opt for only one mode of voting i.e. either by physical postal ballot or e-voting. In case members cast their votes through both the modes, then voting done by e-voting shall prevail and votes cast through physical Postal ballot forms will be treated as invalid.
7. Voting rights shall be reckoned only on the fully paid up shares registered in the name of the Member as on the cut-off date i.e. Friday, January 26, 2018.
8. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to shareholders to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Postal Ballot Notice.
9. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the postal ballot form, in case the voting is done in the physical form.



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10. A member cannot exercise his vote by proxy on postal ballot.
11. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, not later than the close of working hours on Thursday March 1, 2018 (05:00 P.M. IST), to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Postal Ballot Form should be completed and signed by the shareholder. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members, will also be accepted. Postal Ballot Forms received after 05:00 P.M. IST on Thursday March 1, 2018 shall be deemed invalid.
12. The Board of Directors of the Company has appointed Mr. Manoj Maheshwari (FCS 3355), Company Secretary in whole-time practice, Jaipur as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
13. The dispatch of the Postal Ballot Notices will be completed by Tuesday, January 30, 2018. The voting through Postal Ballot/e-voting will commence on Wednesday, January 31, 2018 at 10:00 A.M. and end on Thursday, March 01, 2018 at 05:00 P.M.
14. This Postal Ballot Notice is also placed on the website of the Company [www.shrikalyan.com](http://www.shrikalyan.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
15. The last date of receipt of the Postal Ballot Forms / e-voting i.e. Thursday, March 01, 2018, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
16. As per Principal Rule(s) enumerated in Companies (Management and Administration) Rules 2014, details of dispatch of Notice and Postal Ballot Form(s) to the members will be published in one (1) English newspaper having nationwide circulation and in one (1) Vernacular newspaper in the principal Vernacular language circulating in the State in which the registered office of the company is situated.
17. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the voting done through the postal ballot forms received in physical and through e-voting process, and the consolidated results thereof will be announced on or before Saturday, March 03, 2018 at the Corporate Office of the Company situated at B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan) at 04.00 P.M. (appointed time) by Chairman or any other authorized Director of the Company. The result will be communicated to the stock exchanges, depository and will be uploaded on the Company's website i.e. [www.shrikalyan.com](http://www.shrikalyan.com).
18. Any query/grievances in relation to the resolution proposed to be passed by Postal Ballot may be sent to The Company Secretary at the Corporate Office of the Company situated at B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan).
19. All relevant documents referred in the Postal Ballot Notice shall be open for inspection at the Corporate Office of the Company on all working days (i.e. except Saturdays, Sundays and National Holidays) during business hours up to the date of declaration of the result of Postal Ballot.



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## **E-voting Instructions**

- (i) The remote e-voting period begins on Wednesday, January 31, 2018 at 10:00 A.M. and ends on Thursday, March 1, 2018 (05:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. of Friday, January 26, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and already logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

- (viii) Members holding shares in physical form will then directly reach to the Company selection screen. However, members holding shares in demat form will now reach to '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



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- 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 the relevant Shri Kalyan Holdings Limited 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## **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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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)/folio numbers for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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## **Members receiving Notice by Post/Courier:**

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

Members have the option either to vote through the remote e-voting process or through the Postal Ballot Form.

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

### **ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF RAJASTHAN AND CONSEQUENTLY ALTERATION IN CLAUSE II OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

Presently, the Registered Office of the Company is situated in the State of Maharashtra. The Board of Directors of the Company at their meeting held on Tuesday, January 23, 2018 has decided to shift the Registered Office from the "State of Maharashtra" to the "State of Rajasthan" where the corporate office of the Company is situated, to carry on the business of the Company more economically and efficiently and with better operational convenience and to explore the business opportunity available in the market. The senior management of the Company and its finance, legal & tax functions are located at the corporate office in Jaipur, therefore, the proposed shifting of Registered Office to Jaipur will also provide administrative convenience.

The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders, creditors and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules issued thereunder, shifting of Registered Office from one state to another and alteration of clause II of the Memorandum of Association of the Company requires the approval of Members by way of Special Resolution through Postal Ballot and further requires approval by Regional Director/Central Government and necessary disclosures to be made to stock exchange(s) within the prescribed

The Board recommends the Resolution as set out above for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except as members of the Company.

**PLACE: JAIPUR  
DATE: 23.01.2018**

**BY THE ORDER OF THE BOARD OF DIRECTORS  
SD/-**

**CS NANDANI PATIDAR  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**



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## POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

1.	Name(s) of Member(s)/Beneficial Owner: (including joint holders, if any, in block letters)	_____ _____
2.	Registered address of the sole/first named Member/Beneficial Owner:	_____ _____ _____ _____
3.	Registered Folio no./DP ID*/Client ID*: (*applicable to members holding shares in dematerialized form)	_____
4.	Number of shares held:	_____

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 23<sup>rd</sup> day of January, 2018 issued by the Company by conveying my/our assent (FOR)/dissent (AGAINST) to the said Resolution by placing the tick mark (✓) in the appropriate column below:

Sr. no.	Particulars	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution to shift registered office of the Company from the State of Maharashtra to the State of Rajasthan and consequently alteration in Clause II of Memorandum of Association of the Company.			

Place:

Date:

\_\_\_\_\_  
Signature of the Member/ Beneficial Owner

### **NOTE:**

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read carefully the instructions mentioned overleaf before exercising your vote.





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## INSTRUCTIONS:

1. A member desiring to exercise vote by postal ballot should complete this postal ballot form with the assent (for) or dissent (against) and send it to the Company in the attached postage-prepaid self-addressed Business Reply prepaid self-addressed envelope so as to reach the Scrutinizer, not later than the close of working hours on Thursday March 1, 2018 (05:00 P.M. IST), to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
4. In case of shares held by companies, the duly filled in postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authorisation along with attested specimen signature of the authorised person.
5. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
6. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
7. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
8. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
9. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by email and others are being by registered post, speed post or a courier along with a postage-prepaid self-addressed Business Reply Envelope.
10. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in-duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (1) above.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.