

# PMC Fincorp Limited

Regd. Office: B-10, VIP Colony, Civil Lines, Rampur - 244901 (U.P.)

Corp. Office: 14/5, Old Rajender Nagar, New Delhi - 110060

Tel No.: 011 - 42436846, Email Id: [prtimercantile@gmail.com](mailto:prtimercantile@gmail.com) Website : [www.pmcfinance.in](http://www.pmcfinance.in)

CIN: L27109UP1985PLC006998

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## NOTICE OF POSTAL BALLOT

The Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, to transact the following Special Businesses by the Members of the Company by passing resolutions appended below by way of Postal Ballot/ e-Voting.

The Board of Directors of the Company has appointed Ms. Ashu Gupta, Company Secretaries, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / 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 on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 pm on Monday 21st December, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Thursday, 24th December, 2015 at Corporate Office at 14/5, Old Rajender Nagar, New Delhi - 110060 at 5.00 pm and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.pmcfinance.in](http://www.pmcfinance.in). The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolutions.

### **RESOLUTIONS:**

#### **Item No. 1: Increase in Authorized Share Capital**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

**"RESOLVED** that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 500,000,000/- (Rupees Fifty Crores Only) divided into 500,000,000 (Fifty Crores) Equity Shares of Rs. 1/- (Rupees One Only) each to Rs. 520,000,000/- (Rupees Fifty Two Crores Only) divided into 520,000,000 (Fifty Two Crores) Equity Shares of Rs. 1/- (Rupees One Only) each by creating an additional 20,000,000 (Two Crores) Equity Shares of Rs. 1/- (Rupees One Only) each aggregating to Rs. 20,000,000 (Rupees Two Crores Only).

**RESOLVED FURTHER** that the Clause V of the Memorandum of Association of the Company be substituted with the following New Clause:

- V. The Authorized Share Capital of the Company is Rs. 520,000,000/- (Rupees Fifty Two Crores Only) divided into 520,000,000 (Fifty Two Crores) Equity Shares of Rs. 1/- (Rupees One only) each.**

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including to agree to such amendments and modifications in the aforesaid article as may be required by any competent authority or as may otherwise be deemed fit by the Board."

**Item No. 2: Preferential allotment of warrants**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

**"RESOLVED** that pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder (the "Act") and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India or outside India including without limitation, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Listing Agreements entered into with the respective stock exchanges where the shares of the Company are listed and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions if any, of the Gol, the SEBI, the RoC, the Stock Exchanges and other appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/ or sanctions, which may be agreed to by 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 may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the Board be and is hereby authorized to, on behalf of the Company, create, offer, issue and allot aggregate of 22,500,000 (Two Crores Twenty Five Lacs) warrants of the Company having a face value of Rs. 1/- (Rupees One only) each at a price of Rs. 3.50/- (Rupees Three and Fifty Paise only) per warrant, on preferential basis to two of the promoters of the Company namely **RRP Management Services Pvt. Ltd. & Prabhat Management Services Pvt. Ltd.** as detailed in the Explanatory Statement forming part of this Notice, with a right to subscribe to equal number of equity shares, on conversion within a period of 18 months, of nominal value of Rs. 1/- (Rupees One only) each fully paid up at a price of Rs. 3.50/- (Rupees Three and Fifty Paise only), which price is calculated in accordance with the Regulations for Preferential Issue issued by SEBI so that the total number of equity shares to be issued by the Company upon conversion of the warrants does not exceed 22,500,000 (Two Crores Twenty Five Lacs) equity shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board", which shall be deemed to include any duly authorized committee thereof), at the time of issue or allotment, subject to the overall regulations governing such issue.

**RESOLVED FURTHER** that the relevant date, as per the SEBI ICDR Regulations for the determination of issue price of the Warrants to be allotted pursuant to the preferential allotment is fixed as 3rd November, 2015 i.e. 30 days prior to the date of shareholders meeting to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

**RESOLVED FURTHER** that the issue of Warrants as above shall be subject to the following terms and conditions:

1. 22,500,000 Warrants, and the resultant equity shares on conversion, being allotted to a Promoters shall be locked in for a period of 3 (three) years from the date of their allotment.

2. The equity shares already held by the proposed allottees shall be under lock-in from the Relevant Date, i.e. 03.11.2015 up to a period of six months from the date of allotment of Warrants.

**RESOLVED FURTHER** that the Board be and is hereby authorised to convert such warrants convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion such number of equity shares of the Company.

**RESOLVED FURTHER** that the issue of Warrants as above shall be subject to the following terms and conditions:

- A. Each Warrant shall be convertible into one equity share of Rs. 1/- each of the Company.
- B. The Warrants shall be convertible (at the sole option of the Warrant holder(s) at any time within a period of 18 months from the date of allotment of warrants.
- C. The allottees of Warrants shall, on or before the date of allotment, pay an amount atleast equivalent to 25% of the total consideration per Warrant.
- D. The Warrants shall not carry any voting/dividend rights.
- E. The Warrant holders shall, on or before the date of allotment of resultant equity shares on conversion, pay the balance 75% of the consideration towards the subscription to each warrant.
- F. The amount referred to in (C) above shall be forfeited, if the option to acquire shares is not exercised by the Warrant holders.

**RESOLVED FURTHER** that for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants and listing of the Equity Shares on conversion with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER** that the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors, or any whole-time director or directors or any other officer or officers of the Company to give effect to the aforesaid Resolutions."

**By Order of the Board of Directors  
For PMC Fincorp Limited**

**Place : Delhi  
Date : 19th November, 2015**

**Raj Kumar Modi  
Managing Director  
(DIN: 01274171)  
14/5, First Floor  
Old Rajinder Nagar  
New Delhi - 110060**

**NOTES:-**

1. Explanatory Statement and reasons for the proposed Resolutions stated hereinabove, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014.

2. The Board of Directors at its meeting held on 19th November, 2015 has appointed Ms. Ashu Gupta, Proprietor of M/s. Ashu Gupta & Co., Practising Company Secretaries as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members as on 13th November, 2015.
4. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Shareholders as on 13th November, 2015.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
6. Relevant documents referred to in the accompanying notice are open for inspection by the Members at the Corporate Office of the Company on all working days, except Saturday and Sunday Between 10:00 am to 5:00 p.m. up to the date of declaration of results. The Corporate Office of the Company is located at 14/5, Old Rajinder Nagar, New Delhi-110060.
7. Shareholders are requested to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote.

#### **VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Section 108/110 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, **in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.** For this purpose, the Company has signed an agreement with the National Securities Depository Limited (NSDL) for facilitating e-voting.
2. The instructions for members for voting electronically are as under:-
  - a. Open the attached PDF file 'PMC e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
  - b. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
  - c. Click on Shareholder - Login.
  - d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - e. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
  - f. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - g. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - h. Select "EVEN" (E-Voting Event Number) of PMC Fincorp Limited. Now you are ready for e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- l. 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 [ashugupta.cs@gmail.com](mailto:ashugupta.cs@gmail.com) or [pritimercantile@gmail.com](mailto:pritimercantile@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that **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 re-set the same.
- It may be noted that shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-Voting. In case of receipt of vote by both the modes, voting done through e-Voting shall prevail and voting done by Physical Ballot shall be treated as invalid.
- 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 <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on: 1800 222 990.
- Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.
- 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](http://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](http://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.
- **The voting period begins on Sunday 22nd November, 2015 (9 a.m.) and ends on Monday 21st December, 2015 (5 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 13th November, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.**

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

### **Item No. 1:**

Your Board has proposed to issue convertible warrants on preferential basis to promoter group person. Accordingly to accommodate the additional capital proposed to be issued, it is proposed to enhance the Authorized Share Capital of the Company from Rs. 50.00 Crore to Rs. 52.00 Crore.

Consent of the members by way of a special resolution is required for amendment in Memorandum of Association of the Company and increase in authorized share capital. Your Directors recommend the resolution.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution, except Mr. Raj Kumar Modi and Mrs. Rekha Modi, who are, directors, shareholder and promoters of the Company.

### **Item No. 2:**

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of Convertible Warrants. Your Board proposes to issue 22,500,000 (Two Crores Twenty Five Lakhs) Convertible Warrants with an entitlement to convert into equal number of Equity Shares of the Company.

Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and rules thereunder and the aforesaid SEBI Regulation, the relevant disclosures/ details are given below:

1. The objects of the issue: PMC Fincorp Limited intends to reduce the cost of high debt. Therefore, in view of the above, it is proposed to raise capital.
2. Intention of the Promoters to subscribe to the offer: As mentioned hereinabove, the Company proposes to make a preferential allotment of 22,500,000 convertible warrants of Rs. 1/- each at a price of Rs. 3.50/- per warrant for cash to RRP Management Services Pvt. Ltd. & Prabhat Management Services Pvt. Ltd., two of the promoters of the Company, who have indicated to subscribe for the said convertible warrants equity shares of the Company.
3. Relevant Date & Issue Price: The relevant date for the purpose of determination of issue price of the Convertible Warrants/ Resultant Equity Shares is 3rd November, 2015. As per Regulation 76(1) of the SEBI (ICDR) Regulations, 2009, a minimum issue price of the equity shares in preferential issues has to be calculated as follows:
  - a) Average of the weekly high and low of the closing prices of the equity shares of the Company quoted on the BSE Ltd., during the six months preceding the Relevant Date; or
  - b) Average of the weekly high and low of the closing prices of the equity shares of the Company quoted on the BSE Ltd., during the two weeks preceding the Relevant Date; whichever is higher.

The Company is proposing to make a preferential allotment at Rs. 3.50/- per warrant, which is higher of the amount mentioned at (a) and (b) above with the necessary adjustments in pricing being made according to the Regulation 76B of the SEBI (ICDR) (Second Amendment) Regulations, 2015.

4. Lock-in Period: In terms of SEBI (ICDR) Regulations, 2009, the said Warrants and the resultant equity shares on conversion of Warrants proposed to be issued on preferential basis shall be subject to lock-in period as per SEBI (ICDR) Regulations, 2009.
5. Proposed time limit within which the allotment shall be complete: Allotment of warrants is proposed to be made within 15 days' from the date of passing of this resolution by the shareholders through the Extraordinary General Meeting, subject to obtaining of in-principle approval of the Stock Exchanges, where the equity shares of the Company are listed, in terms of the Listing Agreement. Further, where the allotment is pending on account of pendency of any approval, if required, from any regulatory authority / Central Government, the allotment would be completed within 15 days from the date of such approval.

6. Identity of the proposed allottees and percentage of post issue capital that may be held and Change in control, if any, consequent to preferential issue:

Name of the Proposed Allottee	Pre Allotment		Post -Allotment (After conversion of Warrants into Equity Shares)#	
	No. of Shares held	% of share holding	No. of Shares held	% of share holding
RRP Management Services Pvt. Ltd.*	33631000	6.91	44881000	8.82
Prabhat Management Services Pvt. Ltd.*	32506000	6.68	43756000	8.60

# The above percentage is based on the assumption of full subscription of the warrants and the subsequent allotment of equity shares on conversion of warrants into Equity Shares.

\* RRP Management Services Pvt. Ltd. & Prabhat Management Services Pvt. Ltd., are promoter group company controlled by Mr. R. K. Modi/PAC.

7. There will not be any change in control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern/voting rights consequent to conversion of warrants issued on preferential allotment basis.
8. Undertaking as to re-computation of price and lock-in of specified securities: Since the equity shares of the Company has been listed on the recognized stock exchanges for a period of more than 6 months prior to the relevant date, the Company is not required to re-compute the price of equity shares and therefore the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the ICDR Regulations.
9. Certificate from statutory auditors: A certificate from Statutory auditors of the Company, certifying that the issue of warrants is being made in accordance with the requirements of SEBI (ICDR) Regulations, 2009 will be made available for inspection on any working day between 11.00 a.m. to 1.00 p.m. at the Corporate Office of the Company up to the last date of voting under Postal ballot.
10. Shareholding pattern pre and post preferential allotment of Equity Shares:

**Shareholding pattern pre and post preferential allotment of Equity Shares:**

#	Category of the Shareholders	Pre-issue Shareholding	% to Total Pre-issued Capital	Shareholding Post Conversion of Warrants	% to Total Post Conversion Capital
1	Promoters Group				
	RRP Management Services Pvt. Ltd.	33631000	6.91	44881000	8.82
	Prabhat Management Services Pvt. Ltd.	32506000	6.68	43756000	8.60
	Rekha Modi	8640000	1.78	8640000	1.69
	Gouri Shanker Modi	2208600	0.45	2208600	0.43
	Raj Kumar Modi	1620000	0.33	1620000	0.32
	Puspa Devi Modi	1620000	0.33	1620000	0.32
	Raj Kumar Modi HUF	540000	0.11	540000	0.11
	<b>Sub - Total</b>	<b>80765600</b>	<b>16.60</b>	<b>103265600</b>	<b>20.29</b>

#	Category of the Shareholders	Pre-issue Shareholding	% to Total Pre-issued Capital	Shareholding Post Conversion of Warrants	% to Total Post Conversion Capital
2	Institutional Investors	0	0	0	0
3	Private Corporate Bodies/ Clearing Members/House	240523515	49.43	240523515	47.25
4	Indian Public	161398011	33.17	161398011	31.70
5	NRIs/HUF	3874074	0.80	3874074	0.76
	<b>Sub - Total</b>	<b>405795600</b>	<b>83.40</b>	<b>22544200</b>	<b>79.71</b>
	<b>TOTAL</b>	<b>486561200</b>	<b>100.00</b>	<b>509061200</b>	<b>100.00</b>

**By Order of the Board of Directors  
For PMC Fincorp Limited**

**Place : Delhi  
Date : 19th November, 2015**

**Raj Kumar Modi  
Managing Director  
(DIN: 01274171)  
14/5, First Floor  
Old Rajinder Nagar  
New Delhi - 110060**



# PMC FINCORP LIMITED

CIN: L27109UP1985PLC006998

Regd. Off. B-10, VIP Colony, Civil Lines, Rampur-244901, U.P

Email ID: pritimercantile@gmail.com; website: www.pmcfinance.in; Tel: 011-42436846

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

- (1) Name and Registered Address of the :  
Sole / First Named Shareholder
- (2) Name(s) of Joint-Holder(s), if any (in block letters) :
- (3) Registered Folio No/DP ID No./Client ID No.\* :  
(\*applicable to shareholders holding shares in  
Dematerialised Form)
- (4) Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions (Ordinary/Special) to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 19th November, 2015, issued by the Company by sending my/our assent/dissent to the said Resolutions by placing the tick mark ( ✓ ) in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Ordinary Resolution for Increase in Authorized Share Capital of the Company			
2	Special Resolution for Preferential allotment of warrants to Promoters of the Company			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

### Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**Note:** Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer i.e. Ms. Ashu Gupta in the attached self-addressed business reply envelope. Postage will be borne and paid by the 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 shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (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 Shareholder and in his/her absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on **05.00 pm Monday 21th December, 2015**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. The votes should be cast either in favour 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.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
6. In case of shares held by Companies, Trusts, Societies etc, the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution /Authority Letter.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
8. A Shareholder need not use all the votes or cast all the votes in the same way.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
10. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all the Members of the Company to send their assent or dissent in respect of the Resolutions through Postal Ballot/e-voting contained in Notice dated **19th November, 2015**.
11. Kindly note that the shareholders can opt for only one mode of voting, i.e. either by physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot also and vice versa, however, in case shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.

*Please note instructions for e-voting has been mentioned in pages ahead which shall be followed by Members while voting.*