CIN: L17200MH1984PLC033451

Reg. Off. Mittal Industrial Estate, Bldg. No 7, Ground Floor, Sakinaka, Andheri East, Mumbai 400059 Tel No. 022-40896300 Fax: 022-40896322 E mail: info@konarkgroup.co.in; Website: www.konarkgroup.co.in

19th February, 2019

To The Manager-DCS **BSE** Limited Phiroze Jeejeebhoy Towers, Dalal Street. Mumbai- 400 001

Dear Sir,

Scrip code: 514128

Sub.: Notice of Postal Ballot

With reference to the captioned subject and pursuant to Regulation 30 of the Securities and losure Requirements) Regulation, 2015, we February, 2019 issued to the shareholders

The matter to be transacted through Postal Ballot (including e-voting process):

- a) Re-appointment of Mr. Satish Kamalakar Deshmukh (DIN: 03535235) as an an Independent Director for a second term of 5 (five) consecutive years from April 1, 2019 till March 31, 2024 on the Board of the Company subject to the approval of the shareholders.
- b) Approval of related party transaction with Koark Realtech Private Limited pursuant to the provisions of Sections179(3) and other applicable provisions, if any, of the (Meetings of Board and its Powers) Rules,

amendment, modification or re-enactment Committee, subject to the approval of the Members of the Company for period and the values as detailed in below table:

00MH 1984PI V 1847SC 3 \*

паткигой Fel No. 022-40896300 Fax: 022-408

East, Mumbai 400059 www.konarkgroup.co.in

Name of Related Pa

Name of Director or KMP who is Mr. Prakashchand Dalmia

Konark Realtech Private Limited

Nature of relationshi

Nature of Contract

Director is a shareholder

Taking Loans from time to time

Rate of interest @ 8.65%, repayable on

demand

Monetary Value (Rs. In Crores

Kindly take the same on your record and acknowledge the receipt.

Thanking you,

Yours faithfully,

n Khan

Company

Encl: A/a



CIN: L17200MH1984PLC033451

Reg. Off. Mittal Industrial Estate, Bldg.No 7, Ground Floor, Sakinaka, Andheri East, Mumbai 400059 Tel No. 022-40896300 Fax: 022-40896322 E mail: <u>info@konarkgroup.co.in</u>

## **NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and 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 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), the resolutions as set out in this notice, is proposed to be passed by means of Postal Ballot/ Electronic Voting.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts concerning each item and reasons thereof along with the Postal Ballot Form and self addressed Postage Prepaid envelope are enclosed hereto for your consideration.

The Board of Directors has appointed CS Ketan R Shirwadkar, Proprietor, M/s. KRS AND CO., Practicing Company Secretaries, Mumbai, as 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 Postage Prepaid 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 by not later than 5.00 p.m. on 21st March, 2019 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'.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the Scrutiny of the Postal Ballot Forms (including e-voting). The result of postal ballot shall be declared on 23<sup>rd</sup> March, 2019 at 4.00 p.m. and communicated to BSE Limited, Central Depository Services (India) Limited (CDSL) and shall also be displayed on the Company's website at <a href="www.konarkgroup.co.in">www.konarkgroup.co.in</a>.

#### PROPOSED RESOLUTIONS:

## **SPECIAL BUSINESS:**

Item No. 1: To approve related party transaction

To consider and if thought fit to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 (including any amendment, modification or re-enactment thereof) and as recommended by the Audit Committee, consent of the Members, be and is hereby accorded for taking loans from Konark Realtech Private Limited for period and the values as detailed in below table:

a.	Name of Related Party	Konark Realtech Private Limited
b.	Name of Director or KMP who is related	Mr. Prakashchand Dalmia
c.	Nature of relationship	Director is a shareholder
d.	Nature of Contract	Taking Loans from time to time
e.	Terms	Rate of interest @ 8.65%, repayable on demand
f.	Monetary Value (Rs. In Crores)	
	2019-20	25
	2020-21	25
	2021-22	25

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2: To re-appoint Mr. Satish Kamalakar Deshmukh (DIN: 03535235) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Satish Kamalakar Deshmukh (DIN: 03535235), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from April 1, 2019 till March 31, 2024 on the Board of the Company.

By Order of the Board of Directors

Place: Mumbai

Date: 14<sup>th</sup> February, 2019

Managing Director
(DIN: 00005864)

#### **Registered Office:**

Mittal Industrial Estate, Bldg.No 7, Ground Floor, Sakinaka, Andheri East, Mumbai 400059

#### Notes:

- 1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
- 2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 14<sup>th</sup> February, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed postage-prepaid Envelope.
- 3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 14th February, 2019 will be considered for the purpose of voting.
- **4.** Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 5. Member(s) can opt for only one mode for voting i.e. either by physical ballot or e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.
- 6. 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 <a href="mailto:info@konarkgroup.co.in">info@konarkgroup.co.in</a>. The Registrar and Share Transfer Agent / Company shall forward the same along with self addressed postage-prepaid Envelope to the Member.
- 7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 14th February, 2019.
- 8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The e-voting facility is available at the link <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>. The instructions for electronic voting are annexed to this Notice.
- 9. A Member cannot exercise his vote by proxy on postal ballot.
- 10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 p.m.) on 21st March, 2019. 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. If any Postal Ballot Form is received after 5.00 p.m. on 21st March, 2019, it will be considered as if no reply from the Members has been received.
- 11. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on 23<sup>rd</sup> March, 2019 at 4.00 p.m.at the Registered Office of the Company and shall also be displayed on the Company's website (www.konarkgroup.co.in) and communicated to BSE Limited, Depository and Registrar and Share Transfer Agent on that date.
- 12. The date of declaration of the results of the postal ballot shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

## **INSTRUCTIONS FOR E-VOTING**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on resolutions set forth in the Notice of postal Ballot dated 14th February, 2019. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>.

#### (A) Procedure/ Instructions for e-voting are as under:

- (a) Open your web browser during the voting period and log on to the e-voting website https://www.evotingindia.com.
- (b) Now click on "Shareholders" to cast your votes.
- (c) Fill up the following details in the appropriate boxes:
  - (i) 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.
  - (ii) Next enter the Image Verification as displayed and Click on Login.
  - (iii) Members holding shares in demat form and had logged on to <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> and voted on an earlier voting of any company, then the existing password is to be used.
  - (iv) In case Member is 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 *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 first two letters of their name and the 8 digits of the sequence number (printed on the address sticker) in the PAN field.
	• 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.
Dividend Bank DetailsOR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the Members' demat account or in the company records in order to login.
(DOB)	• 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 (d)(i).

(d) After entering these details appropriately, click on "SUBMIT" TAB.

Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be 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.

- (e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (f) Click on the EVSN for the Konark Synthetic Limited on which member choose to vote.
- (g) On the voting page, Members 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 the member assent to the Resolution and option NO implies that the member dissent to the Resolution.
- (h) Click on the 'Resolutions File Link' if the member wishes to view the entire Postal Ballot Notice.
- (i) After selecting the resolution, the member has decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If the member wishes to confirm their vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify the vote.
- (j) Once the member 'CONFIRM' their vote on the resolution, they will not be allowed to modify their vote.
- (k) Members' can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.
- (l) If a demat account holder has forgotten the login password then Enter the User ID andation code and click on Forgot Password & enter the details as prompted by the system.
- (m) Note for Institutional Shareholders and Custodian:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="https://www.evotingindia.com">https://www.evotingindia.com</a>. and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign 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 linked in the login 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.

The details and instructions form an integral part of the Notice for the Postal Ballot dated 14th February, 2019.

#### (B) General:

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at https://www.evotingindia.com.under 'HELP'.
- (b) If a Member is already registered with CDSL for e-voting then you can use existing user ID and password for casting your vote.
- (c) The e-voting period commences on 20th February, 2019 (10.00 a.m.) and ends on 21st March, 2019 (5.00 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th February, 2019, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 14th February, 2019.
- (e) CS Ketan R Shirwadkar, Proprietor, M/s. KRS AND CO., Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (g) The Results of the e-voting along with the scrutinizer's report shall be placed on the Company's website <a href="https://www.konarkgroup.co.in">www.konarkgroup.co.in</a> and on the website of CDSL immediately after the result is declared by the Chairman.

## STATEMENT PURSUANT TO THE PROVISIONS OF

# SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO.1:

As per business requirements, the Company from time to time takes loan from Konark Realtech Private Limited, a related party Company in which the Chairman of the Company, Shri. Prakashchand Dalmia is a member.

Since the above transaction falls under the purview of related party transactions, in accordance with the provisions of Regulation 23 of SEBI (Listing of Obligations and Disclosure Requirements) Regulations, 2015 approval of Shareholders is required for entering into contracts or agreement with related parties.

Accordingly, approval of the Shareholders of the Company is sought for taking loans from time to time from Konark Realtech Private Limited, a Company in which Chairman of the Company is a members for period and values as stated in the table below;

a.	Name of Related Party	Konark Realtech Private Limited
b.	Name of Director or KMP who is related	Mr. Prakashchand Dalmia
c.	Nature of relationship	Director is a shareholder
d.	Nature of Contract	Taking Loans from time to time
e.	Terms	Rate of interest @ 8.65%, repayable on demand
f.	Monetary Value (Rs. In Crores)	
	2019-20	25
	2020-21	25
	2021-22	25

The Board recommends the ordinary resolutions set out at Item No. 1 of the Notice for approval by the Members.

Except Mr. Prakashchand Dalmia, Chairman and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relative is concerned or interested in the said resolution

#### ITEM NO. 2:

Mr. Satish Kamalakar Deshmukh (DIN: 03535235) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds the office as Independent Director of the Company upto March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination, Remuneration Committee of the Board of Directors have recommended re-appointment of Mr. Satish Kamalakar Deshmukh, as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination, Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Satish Kamalakar Deshmukh would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Satish Kamalakar Deshmukh as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. upto March 31, 2024 on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Satish Kamalakar Deshmukh is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Satish Kamalakar Deshmukh for the office of Independent Director of the Company.

The Company has also received declarations from Mr. Satish Kamalakar Deshmukh that he meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Satish Kamalakar Deshmukh fulfill the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. Satish Kamalakar Deshmukh is independent of the management.

Details of Director whose re-appointment as an Independent Director is proposed is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Satish Kamalakar Deshmukh is interested in the resolution set out respectively at Item Nos. 1 of the Notice with regard to respective re-appointment.

The Board recommends the special resolutions set out at Item No. 2 of the Notice for approval by the Members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the special resolution set out at Items No. 2 of the Notice.

By Order of the Board of Directors

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Place: Mumbai

Date: 14th February, 2019

Amitabh Kejriwal Managing Director (DIN: 00005864)

# Registered Office:

Mittal Industrial Estate, Bldg.No 7, Ground Floor, Sakinaka, Andheri East, Mumbai 400059

# ANNEXURE TO ITEM 1 OF THE NOTICE

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

Name of Director	Mr. Satish Deshmukh		
Date of Birth	09/08/1950		
Nationality	Indian		
Date of appointment as director	30/05/2011		
Designation	Non-Executive/Independent Director		
Qualification	Engineering, Finance and IT Background		
Experience/Expertise	He has over 38 years of experience in Airline and Automobile industries.		
Shareholding in the Company (Equity shares of Rs. 10/- each)	NIL		
List of Directorship held in other companies	a) Konark Gujarat PV Private Limited		
List of Chairmanship and Membership in other Public Companies	NIL		
Relationship with other directors of the Company	Not Related		



CIN: L17200MH1984PLC033451

Reg. Off. Mittal Industrial Estate, Bldg.No 7, Ground Floor, Sakinaka, Andheri East, Mumbai 400059 Tel No. 022-40896300 Fax: 022-40896322 E mail: info@konarkgroup.co.in

Sr. No. \_\_\_\_

# **POSTAL BALLOT FORM**

 $(Please\ read\ carefully\ the\ instructions\ printed\ overleaf\ before\ exercising\ the\ vote)$ 

1.	Name(s) of Member(s)/Beneficial owner(s), including joint holders, if any (IN BLOCK LETTERS)				
2.	Registered address of the sole/first named Member(s)/Beneficial owner(s)				
3.	Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)				
of postal b	by exercise my/our vote in respect of the resolutions to allot issued by the Company dated 14th February, 2019 to mark at the appropriate box below:				
Item No.	Description of the Resolution	No. of Equity Share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)	
	Special Business - Ordinary Resolution				
1.	Approval of Related Party Transaction				
	Special Business -Special Resolution				
2.	To re-appoint Mr. Satish Kamalakar Deshmukh (DIN: 03535235), as an independent director for a second term of 5 (five) consecutive years from April 1, 2019 till March 31, 2024 on the Board of the Company.				
Place :					
Date :, 2019			(Signature of the shareholder)		

## **General Instructions**

- 1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Postal Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Postal Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through physical Postal Ballot shall be treated as invalid.
- The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on 14<sup>th</sup>
  February, 2019 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as
  on the said date.
- 3. Voting through physical Postal Ballot form or e-voting cannot be exercised by a proxy.

#### **Instructions for voting physically in Postal Ballot Form**

- 1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Ketan R Shirwadkar Proprietor, M/s. KRS AND CO., Practicing Company Secretaries, Mumbai, so as to reach the Scrutinizer at the registered office of the Company on or before the close of working hours (i.e. 5.00 p.m.) on 21st March, 2019. All Forms received after this date will be strictly treated as if the reply from such member has not been received.
- 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 absence, by the next named Shareholder.
- 3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- 4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
- 5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- 6. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
- 7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
- 8. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
- 9. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.
- 10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.