

**NETLINK SOLUTIONS (INDIA) LIMITED**  
**CIN: L45200MH1984PLC034789**

**Regd Office:** 507, Laxmi Plaza, Laxmi Industrial Estate, Off New Link Road, Andheri (W), Mumbai 400053.  
Tel No.: +91-22-26335583/84 • Email: netlink@easy2source.com • Website: www.nsil.co.in

**POSTAL BALLOT NOTICE**

Dear Member,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together 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, the Resolution appended below is proposed to be passed as a special resolution by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolution, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

The Board of Directors of the Company at its meeting held on June 14, 2018 have, subject to approval of Members of the Company approved the proposal to sell / transfer / dispose off rights and ownership of the Exhibition business containing "Stationery & Write Show, Corporate Gift Show and House ware and Kitchenware Show" ("Undertaking"), to Messe Frankfurt Trade Fairs India Private Limited ("Buyer"), for a consideration receivable by the Company in the manner specified in the Agreement.

In accordance with the provisions of Sections 110 of the Act read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the Company is required to obtain approval of its Members by way of special resolution for sell / transfer / dispose off rights and ownership of the Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show". Accordingly, the Company seeks your approval for the proposed sale.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. Mukesh Siroya, Proprietor, M Siroya and Company (FCS No. 5682 and CP No. 4157), Practicing Company Secretary as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot and voting by electronic means ("e-voting") process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after completion of the scrutiny of the postal ballots (including e-voting). The results of the Postal Ballot (including e-voting) would be announced by the Chairman or any other person authorised by the Chairman on or before 5.00 p.m, August 10, 2018 at the Registered Office of the Company. The said results would be displayed at the Registered Office of the Company, intimated to NSDL and the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's Report on the Company's website viz. <https://www.nsil.co.in>.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and read carefully the instructions forming part of this Notice and return the Postal Ballot Form duly filled and signed (at the places marked in the Form) along with Assent (FOR) or Dissent (AGAINST) for the said Resolution, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (5.00 p.m IST) on August 8, 2018. Please note that any Postal Ballot Form(s) received after the said date and time will be strictly treated as if no reply has been received.

In compliance, inter-alia, with the provisions Sections 108 and 110 of the Act, read with Rule 20 and 22 of the Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide an option of e-voting facility as an alternate mode of voting, to its Members who can cast their vote electronically by way of remote e-voting instead of physical submission of the Form. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL). In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through e-Voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. The detailed e-voting instructions have been elaborated under 'Notes' section in the Postal Ballot Form.

The Resolution will be deemed to have been passed on the last date of receipt of postal ballot forms/eVoting, upon declaration of the results of the postal ballot, if approved by the requisite majority.

**Item No. 1**

To sell / transfer / dispose offrights and ownership of the Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show"

**To Consider, and if thought fit, to pass with or without modification, following resolution as a Special Resolution:**

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, any statutory modification or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the BSE Ltd. where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose offrights and ownership of the Exhibition business containing “Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show” ("Undertaking") together with all specified tangible and intangible assets and other assets in relation to the Undertaking including its brand name, on such terms and conditions as specified in the draft Asset Purchase Agreement (“Agreement”), a copy whereof was placed before the members, as a going concern on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to Messe Frankfurt Trade Fairs India Private Limited (“Buyer”), for a consideration receivable by the Company in the manner specified in the draft Agreement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to negotiate, finalise and execute necessary documents including but not limited to definitive Asset Purchase Agreement, deeds of assignment / conveyance and other ancillary documents and undertakings, with effect from such date and in such manner as is decided by the Board/its Committee to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, signing, execution, arranging delivery and execution of contracts, deeds, agreements and instruments.”

**By Order of the Board  
For Netlink Solutions (India) Limited**

**Rupa Minesh Modi  
Executive Director & CFO  
DIN: 00378383**

**Mumbai, July 3, 2018**

**NOTES**

1. The Explanatory Statement for the proposed special resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution is annexed hereto along with the Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners on June 29, 2018, as received from the depositories. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid reply envelope addressed to the Scrutinizer.
3. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. The instructions for e-voting are annexed to this Postal Ballot Notice.
4. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid up equity share capital of the Company as on June 29, 2018. A person who is not a shareholder on the relevant date (i.e. June 29, 2018) should treat this notice for information purpose only.
5. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
6. In case a shareholder is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to

netlink@easy2source.com. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.

7. Facility to exercise vote by Postal Ballot including voting through electronic means will be available during the following period  
Commencement of voting: From 9.00 a.m. (IST) on July 10, 2018  
End of voting: At 5.00 p.m. (IST) on August 8, 2018 (both days inclusive)  
(The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period)
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of Postal Ballot Form shall be final and binding.
9. Votes will be considered invalid, inter-alia, on the following grounds:
  - if the Member's signature does not tally
  - if the Member has marked all his shares both in favour and also against the resolution
  - if neither the assent nor dissent is mentioned
  - if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member  
the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity
  - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds
  - if the information filled in the Postal Ballot Form is incomplete
  - if any other form is used
  - any direction given by competent authority in writing to the Company to freeze the voting rights of the Member
  - if the Member has made any amendment to the resolution or imposed any condition while exercising his vote
  - if the envelope containing the Postal Ballot Form is received after the last date prescribed.
10. A Member cannot exercise his vote by proxy on Postal Ballot.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holds shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

Netlink Solutions (India) Limited is the seller and the seller is the sole and 100% owner of exhibition named "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show" which was held annually at Bombay Exhibition Centre, Mumbai 2016 and 2017, in India. The potential Buyer (hereafter the Buyer) organizes a portfolio of trade exhibitions and conferences in India. The Buyer is a Subsidiary Company of Messe Frankfurt Group, an international group who specialize in organizing exhibitions and trade fairs worldwide. The Buyer wishes to further expand its portfolio and trade fair related business in India. After considering various options the Board decided to sell the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 14th June, 2018, approved, subject to approval of shareholders, to Sale of 100% rights and ownership of the Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show" to Messe Frankfurt Trade Fairs India Private Limited ("Buyer"); together with all specified tangible and intangible assets in relation to the Undertaking (including its brand name and the specific assets and liabilities), as a going concern and on an "as is where is" basis. The consideration for the Sale is mentioned in the draft Asset Purchase Agreement ("Agreement"), a brief whereof is given below:



- (I) Upon requisite approvals, the Consideration receivable by the Company for sale of 100% ownership stake and 70% profit sharing, would be approx. Rs. 61.25 Million, based on certain formulae as defined in the Agreement.
- (ii) Out of the above consideration, Rs. 10 MN is payable upfront upon signing of the Agreement and remaining 51.25 MN is payable in 4 installments, basis certain formulae as defined in the Agreement, spread over 4 years within 90 days of closing of the Exhibitions of 2019, 2020, 2021 and 2022.

The net proceeds from the sale of the Undertaking will be utilized for general business purpose and/or such other purpose as may, from time to time, be decided by the Board of Directors of the Company.

Disclosure under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Sr. No.	Details of Events that need to be provided	Information of such event(s)
a)	Name of the companies ceases to be subsidiaries	No Applicable.
b)	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	Turnover Amount: Rs. 460.95 Lakhs % of total Turnover :97.04% of total Turnover. Net Worth contributed by such Division: Rs. 76.97 Lakhs being 6.71% of total net worth of the Company as on 31.03.2018.
c)	date on which the agreement for sale has been entered into;	Agreement is yet to be entered into. It shall be entered into after approval of members.
d)	the expected date of completion of sale/disposal;	Upon receipt of all requisite approvals including that of the shareholders of the Company, the 100% Ownership Rights would be transferred. The profit sharing would continue until otherwise decided by both the parties.
e)	consideration received from such sale/disposal;	Upon receipt of requisite approvals, the Consideration receivable by the Company for sale of 100% ownership stake with 70% profit sharing, would be approx. Rs. 61.25 Million, based on certain formulae as contained in the draft Asset Purchase Agreement ("Agreement"). Out of the above consideration, Rs. 10 MN is payable upfront upon signing of the Agreement and remaining 51.25 MN is payable in 4 installments, basis certain formulae as defined in the Agreement, spread over 4 years within 90 days of closing of the Exhibitions of 2019, 2020, 2021 and 2022
f)	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/ group companies. If yes, details thereof	Messe Frankfurt Trade Fairs India Private Limited ("Buyer"). The Buyer organizes a portfolio of trade exhibitions and conferences in India. The Buyer is a Subsidiary Company of Messe Frankfurt Group, an international group who specializes in organizing exhibitions and trade fairs worldwide. The proposed Buyer doesn't belong to any related party.
g)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	No
h)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not applicable

All the documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Sale, draft of the Asset Purchase Agreement, duly initialed by Shri Minesh Modi, Whole Time Director, for the purpose of identification and the audited accounts for the financial period from 1st April, 2017 to 31st March, 2018 are available for inspection by the Members of the Company at its Registered Office on any working day between 10:00 a.m. and 4:00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for sale of the Undertaking is in the interest of the Company and its Members holding Equity Shares of the Company and all the stakeholders. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

By Order of the Board of Directors  
For Netlink Solutions (India) Limited

Rupa Minesh Modi  
Executive Director & CFO  
DIN: 00378383  
Mumbai, July 3, 2018

# NETLINK SOLUTIONS (INDIA) LIMITED

Regd. Office: 507, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri - West, Mumbai – 400 053.

Tel: 022-26335583 / 84; Fax: 022-26371746; e-mail: netlink@easy2source.com; website: www.nsil.co.in

CIN: L45200MH1984PLC034789

## POSTAL BALLOT FORM

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

Ballot Sr. No:

- 1 Name and Registered Address of the Sole/ First Named Shareholder (in BLOCK LETTERS) :
- 2 Name(s) of the Joint Holder(s), if any, (in BLOCK LETTER)
- 3 Registered Folio No#. /DP ID Client ID No\*.: # (Applicable if shareholder holding shares in Physical Form) \*(Applicable if shareholder holding shares in Demat Form) :
- 4 Number of Shares Held :
5. I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the notice dated July 3, 2018 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below. (A tick (√) mark shall be placed in relevant box)

Sr. No	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution to sell / transfer / dispose off rights and ownership of the Exhibition business containing "Stationery & Write Show, Corporate Gift Show and Houseware and Kitchenware Show			

Place:

Date:

\_\_\_\_\_  
Signature of Member

The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-voting is optional.

### ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD.
108663		

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENEVELOPE ENCLOSED HEREWITH

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
July 10, 2018 at 9:00 AM	August 8, 2018 at 5:00 PM

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

## INSTRUCTIONS

- 1) A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
- 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) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- 4) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
- 5) This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
- 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 / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at siroyam@gmail.com, with a copy marked to evoting@nsdl.co.in or deposited at the registered office of the Company.
- 7) Consent must be accorded by placing a tick mark [√] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [√] in the column 'I dissent to the resolution'
- 8) The votes of a Member will be considered invalid on any of the following grounds:
  - a. if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
  - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds
- 9) Duly completed envelopes addressed to the Scrutinizer containing the Postal Ballot Form should reach Scrutinizer, M Siroya & Company, C/o Adroit Corporate Services Private Limited by or before 5 pm on August 8, 2018. All Postal Ballot Forms received after the above time and date will be treated as if reply/Postal ballot Form from such shareholder has not been received.
- 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 (9) above.
- 11) Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- 12) A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
- 13) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. June 29, 2018.
- 14) The Scrutinizer's decision on the validity of the postal ballot shall be final.
- 15) Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only