



## **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**

**Regd. Office : Chandra Kunj, 3, Pretoria Street, 4th Floor, Kolkata - 700 071**

**CIN: U15432WB1932PLC007276**

Phones: 2282 1169(4 Lines), 2282 1183(2 Lines), Fax: (033) 2282 1187/1188

E-mail: info@hanumansugar.com, Website: www.hanumansugar.com

### **NOTICE OF POSTAL BALLOT**

(Pursuant the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that the following Resolutions are circulated herewith for approval of the members of **Shree Hanuman Sugar & Industries Limited** ("the Company") to be accorded by Postal Ballot in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 :

To consider and if thought fit, **to give assent/dissent** to the following Resolutions:

**1. Approval to create security, etc., pursuant to Section 180(1)(a) of the Companies Act, 2013**

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

**"RESOLVED THAT** in supersession of the resolution(s) passed under section 293(1)(a) of the Companies Act, 1956 the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act), and other enabling provisions of law, if any, to create mortgage and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors (which term shall include any Committee thereof) in its absolute discretion may deem fit and proper, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable, comprised in any undertaking both present and future, of the Company, and/or conferring power to enter upon and take possession of the assets of the Company in certain events in favour of the Bank(s), Financial Institution(s) or other persons (hereinafter referred to as the lenders) to secure the borrowings upto an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) by way of working capital facilities, issue of non-convertible debentures, bonds, term loans, and/or other instruments including foreign currency borrowings as the Board may in its absolute discretion deem fit, to be availed/ issued in one or more tranches, from/to the lenders/eligible persons/investors including non-residents, and upon such terms and conditions, as may be decided by the Board.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and the Lenders.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

**2. Approval to make borrowings, pursuant to Section 180(1)(c) of the Companies Act, 2013**

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

**"RESOLVED THAT** in supersession of the resolution(s) passed under section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to borrow any sum or sums of money from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans and working capital facility obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of Paid-Up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount upto which moneys may be borrowed shall not exceed the aggregate of Paid-Up Capital and Free Reserves of the Company by more than the sum of Rs. 500 Crores (Rupees Five Hundred Crores Only) at any time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**3. Approval to give loan, guarantee, etc., pursuant to Section 186 of the Companies Act, 2013**

**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 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and other provisions as may be applicable and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to anybody corporate or any person and/or acquire by way of subscription, purchase or otherwise the securities of anybody corporate up to a limit not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired may exceed the limits prescribed under the said section read with Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**4. Consent to accept deposits from Members of the Company**

**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 Sections 73 and other provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 (the “Rules”), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) for acceptance or renewal of secured/unsecured deposits from its members for an amount not exceeding the limits as set out in the Rules and on such terms and conditions including security, rate of interest etc. as may be decided by the Board in its absolute discretion at the time of acceptance or renewal of the deposits in accordance with the aforesaid sections of the Companies Act and the Rules;

RESOLVED FURTHER THAT consent of the members be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act), and other enabling provisions of law, if any, to create mortgage and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as may be agreed to between the Board of Directors (which term shall include any Committee thereof) and Trustees for the depositors, on the whole or substantially the whole of the Company’s anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable, comprised in any undertaking both present and future, of the Company on such terms and conditions, to secure the amount not less than the amount of secured deposits accepted or renewed from time to time, which is in addition to other limits approved u/s 180(1)(a) of the Companies Act, 2013 to create charge on the assets of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary proper desirable and to settle any question, difficulty, doubt that may arise in respect of the acceptance or renewal of the deposits as aforesaid.”

**5. Approval to the appointment of Statutory Auditors by the Board of Directors in casual vacancy**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution.**

“RESOLVED THAT pursuant to provisions of Section 139(8) and other applicable provisions if any of the Companies Act, 2013, consent and approval of the Company be and is hereby accorded to the appointment of Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, ( Firm Regn.No 310041E) as the Auditors of the company to fill the casual vacancy arose on account of the resignation received from the existing Auditors, M/s Jain Sarawgee & Co., Chartered Accountants, ( Firm Regn. No.306087E) and M/s Bharat D. Sarawgee & Co., Chartered Accountants, ( Firm Regn. No. 326264E), until the conclusion of the 89th Annual General Meeting of the Company on the terms of remuneration as decided by the Board of Directors.”

Registered Office:  
Chandra Kunj, 4<sup>th</sup> Floor  
3, Pretoria Street, Kolkata-700 071  
14th July, 2015  
CIN: U15432WB1932PLC007276  
E-mail: info@hanumansugar.com, Website: www.hanumansugar.com

By Order of the Board  
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**  
**B.K. Nopany**  
Managing Director

**NOTES:**

1. Explanatory Statements setting out all the material facts concerning each of the businesses set out in the Notice pursuant to Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Companies Act, 2013 are annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Special Resolution set out in the Postal Ballot Notice has been sought by postal ballot or through electronic voting. If a shareholder has voted through e-voting facility, he is not required to send Postal Ballot Form. However, in case a member votes through e-voting facility as well as sends his Postal Ballot Form, the votes casted through e-voting shall be considered and votes casted through Postal Ballot shall be ignored by the Scrutinizer.
3. The Board of Directors of the Company at their meeting held on Friday, 10th July, 2015, have appointed Mr. B.K. Sethia, Practicing Chartered Accountant, as the Scrutinizer for conducting the Postal Ballot voting process (including e-voting) in a fair and transparent manner.
4. Postal Ballot form and self-addressed Business Reply Envelope are being sent for use of the members. Postage will be borne and paid by the Company. Envelopes containing the Postal Ballot Forms, if sent by any other mode at the expense of the registered Member, will also be accepted. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only or voting by the electronic means. No other form or a photocopy of the Form is permitted.
5. The notice is being dispatched/mailed to all the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) on 17th July, 2015 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the same date.
6. A member desiring to exercise vote by e-Voting/physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form.
7. The shareholders opting to vote through physical mode i.e. by sending duly filled up Postal Ballot Form are requested to send the postal ballot to the Scrutinizer so as to reach not later than 6.00 p.m. on 26th August, 2015. Any postal ballot form received after 6.00 p.m. on 26th August, 2015 shall be treated as invalid and shall be ignored.
8. The voting through e-voting facility and through Postal Ballot Form shall commence from 10:01 a.m. on 28th July, 2015 and shall end at 6:00 p.m. on 26th August, 2015. Therefore, the shareholders are requested to kindly cast their votes well within the aforesaid period.
9. On 28th August, 2015, the Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of postal ballot process (including e-voting) will be announced by Mr. B. K. Nopany or in his absence by any other person so authorised by him, on 29th August, 2015, at the Corporate Office of the Company at Chandra Kunj, 3, Pretoria Street, 4th Floor, Kolkata - 700 071, and will be placed on the website of the Company. The result of the Postal Ballot process will also be published in a newspaper.
10. The resolution (s) will be taken as passed effectively on the date of announcement of the results as above, if the result of the Postal Ballot indicates that the requisite majority of the shareholders have assented to the resolution (s).

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**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('The Act')****ITEM NO. 1: Approval to create security, etc., pursuant to Section 180(1)(a) of the Companies Act, 2013**

Section 180(1)(a) of the Companies Act, 2013, inter alia, provides that the Board of Directors of a company shall not, without the consent of the Company in general meeting by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

The borrowings of the Company, where necessary, would be secured by way of charge/mortgage/extension of mortgage on the Company's assets/undertaking(s) in favour of the eligible lenders/security holders. As the documents to be executed between the lenders/security holders and the Company may contain the power to take over the management of the undertaking(s) of the Company in certain events, which may be regarded as disposal of undertaking (s) under Section 180(1)(a) of the Act it is necessary to pass a resolution to enable the Board of Directors of the Company to create charges/mortgages for amounts not exceeding in aggregate Rs 500 Crores (Rupees Five Hundred Crores) only.

The above proposal is in the interest of the Company and your Directors recommend the Resolution set out at Item no. 1 of the accompanying notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

**ITEM NO. 2: Approval to make borrowings, pursuant to Section 180(1)(c) of the Companies Act, 2013**

Pursuant to Section 293 (1)(d) of the Companies Act, 1956 the members had at their meeting approved to borrow money for the requirements of the Company in excess of the aggregate of the Paid-Up Capital and Free Reserves

of the Company by Ordinary Resolution in accordance with the provisions of the Companies Act, 1956 then applicable. As per section 180 (1) (c) of the Act and clarifications issued by Ministry of Corporate Affairs the Resolution set out at item no. 2 requires approval of shareholders by passing Special Resolution.

The Board recommends the resolution for approval of the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

**ITEM NO. 3: Approval to give loan, guarantee, etc., pursuant to Section 186 of the Companies Act, 2013**

The Companies Act, 2013 has replaced the Companies Act, 1956 with effect from 1st April, 2014. Section 186 which governs investments in securities of /loans to other bodies corporate or persons and giving corporate guarantee for loans availed by other bodies corporate or persons has been notified in replacement of Section 372A of the Companies Act, 1956.

Pursuant to provisions of section 186 of the Companies Act, 2013 (the Act), where the giving of any loan to any person or body corporate or giving of any guarantee or providing of any security in connection with a loan to any other body corporate or person or acquisition, by way of subscription, purchase or otherwise, of securities of any other body corporate exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a special resolution passed at a general meeting shall be necessary. Further, pursuant to provisions of Rule 22 of the Companies (Management and Administration) Rule, 2014, business related to aforesaid matter shall be transacted only by means of voting through a postal ballot.

In order to pursue the Company's growth by investing in the right opportunities, Special Resolution set out at Item No.3 is recommended for approval of the members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

**ITEM NO. 4: Consent to accept deposits from Members of the Company**

In term of the Sections 73 of the Companies Act 2013, the Board of the Directors of the Company cannot, except with the consent of the Company in a general meeting accept or renew Secured/Unsecured Fixed Deposits from its members.

In order to meet the fund requirements for growth plans by the Company and to cater to the working capital needs, the Directors may for and on behalf of the Company accept or renew deposits from its members upto a limit as set out in the Companies (Acceptance of Deposit) Rules, 2014.

Further, Section 180(1)(a) of the Companies Act, 2013, inter alia, provides that the Board of Directors of a company shall not, without the consent of the Company in general meeting by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

Further, creation of security by way of charge/mortgage/extension of mortgage on the Company's assets/undertaking(s) in respect of Secured Deposits requires members' approval in terms of Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors, therefore, recommends passing of the resolution as set out at Item No. 4 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution, except to the extent they are shareholders of the Company.

**ITEM NO. 5: Approval to the appointment of Statutory Auditors by the Board of Directors in casual vacancy**

The existing Auditors of the Company M/s Jain Sarawgee & Co., Chartered Accountants and M/s Bharat D. Sarawgee & Co., Chartered Accountants, resigned w.e.f. 1st July, 2014 causing casual vacancy. On recommendation of the Audit Committee, the Board of Directors, therefore, pursuant to [provisions of Section 139(8) of the Companies Act, 2013 and subject to approval of the Members of the Company, appointed M/s Agarwal Gupta Nokari & Rustagi Associates, Chartered Accountants, ( Firm Regn.No 310041E) as Statutory Auditors of the Company to hold office until the conclusion of the 89<sup>th</sup> Annual General Meeting of the Company at a remuneration of Rs.37620/-

The resolution set out at Item No.5 is therefore, recommended as Ordinary Resolution for approval of the Shareholders of the Company.

None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution.

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By Order of the Board  
For **SHREE HANUMAN SUGAR & INDUSTRIES LIMITED**  
**B.K. Nopany**  
Managing Director



## SHREE HANUMAN SUGAR & INDUSTRIES LIMITED

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### POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

Postal Ballot Sl. No.: .....

1. Name and Registered address of :  
Sole/First named member
  
2. Name(s) of Joint Holders, if any :
  
3. i) Registered Folio No. :  
ii) \*DPID No./Client ID. No. :  
(\*Applicable to investors holding share(s) in demat form)
  
4. No. of Share (s) :
  
5. I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal ballot for the business stated in the Notice dated 14th July, 2015, of the Company by sending my/our assent/dissent to the said resolution by placing tick (✓) mark at the appropriate box below:-

Item No.	Description	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval to create security, etc.			
2.	Approval to make borrowings			
3.	Approval to give loan, guarantee			
4.	To accept deposits from members			
5.	Approval to appoint statutory auditors			

Place: .....

Date: .....

\_\_\_\_\_  
(Signature of the Shareholder)

### ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (Demat Account/ Folio No. of members holding shares in physical mode)	PAN / SEQUENCE NUMBER (Original PAN/ as per point no. A(vi) of e-voting procedure of Instructions)

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE EXERCISING YOUR VOTES.

## INSTRUCTIONS

1. The Company also offers e-Voting facility. Please see the instructions below for details:  
In compliance with the provisions of the Companies Act, 2013, the Company also offers e-voting option to all the shareholders. For this purpose, the Company has made necessary arrangement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting and is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically.
2. Shareholders have option to vote either through e-voting or through Ballot Form. Shareholders who wish to vote through Ballot Form can download the Ballot Form from the link [www.hanumansugar.com](http://www.hanumansugar.com) or seek duplicate form from R & T Agent, M/s Maheshwari Datamatics Pvt. Ltd., Unit: Shree Hanuman Sugar & Industries Limited, 6, Mangoe Lane, Kolkata-700001, fill in the details and send the same to the Scrutinizer by post addressed to B.K. Sethia, Practicing Chartered Accountant in the enclosed self address and prepaid envelope.
3. The voting period ends at 6.00 p.m. on the 26th August, 2015. The e-voting module will be disabled for voting thereafter by CDSL.
4. In case of any grievance, Mr. B. K. Nopany, M.D., Shree Hanuman Sugar & Industries Limited, Chandra Kunj, 3, Pretoria Street, 4th Floor, Kolkata - 700 071 may be contacted. Telephone No. 033-22821169 (4 Lines) E-mail: [info@hanumansugar.com](mailto:info@hanumansugar.com)
5. The e-Voting procedure to be followed by the shareholders to cast their votes:

### e-Voting Procedure

The procedure and instructions for e-Voting are as follows:

#### **A. In case of members receiving e-mail:**

- (i) The voting period begins on 28th July, 2015 at 10.01 a.m and ends on 26th August, 2015 at 6.00 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 (record date) of 17th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\* 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 Sequence Number 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. e.g. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case 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 no. (iv) above.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the Company selection screen.  
However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for "SHREE HANUMAN SUGAR AND INDUSTRIES LIMITED" on which you choose to vote.

- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - (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 out of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
  - (xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to <https://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 number for which they wish to vote on. The list of accounts 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.
  - (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. In case of members receiving the physical copy:** (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- C.** The voting period begins on 28th July, 2015 from 10.01 a.m. and ends on 26th August, 2015 at 6.00 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 (record date) of 17th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- D.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) in under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **Physical Voting**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed Self Addressed Business Reply Envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. 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.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column "AGAINST" by placing a tick mark (✓) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 6.00 p.m. on 26th August, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
7. A Member may request for a duplicate Postal Ballot Form from the RTA as mentioned in point no-2 of instruction, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at item No. 6 above.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid Self-Addressed Business Reply envelope.
9. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
10. The result of the Postal Ballot will be declared on Saturday, 29th August, 2015 at the Corporate Office of the Company as specified in the Notice.