



# UV BOARDS LIMITED

Regd. Office: # 572, Annasalai, Teynampet, Chennai - 600018.

## POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014).**

Dear Member,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015 and other applicable laws and regulations if any, that the resolutions appended below for the Change of Name of M/s. UV Boards Limited (The Company) and for the Sale of Fixed Assets of the Company are proposed as Special Resolutions by way of postal ballot including electronic voting for the postal ballot.

1. Change of name of the Company from "UV BOARDS LIMITED" TO "UNIPLY DECOR LIMITED" and consequent upon alteration of Memorandum of Association and Articles of Association of the Company.
2. Sale and Lease back of Fixed Assets of the Company in terms of Section 180 (1) (a) of the Companies Act, 2013.

Pursuant to Sections 13, 14 and other applicable provisions of the Companies Act and Rules made there under it is necessary to obtain the consent of the members by way of Special Resolution for the proposed Change of Name of the Company and pursuant to Section 180(1) and other applicable provisions of the Companies Act and Rules made there under it is necessary to obtain the consent of the members by way of Special Resolution for the sale of whole or substantially the whole of the undertaking of the Company. Further, as per Section 110 of the Companies Act read with Rule 22(16)(i) of the Management Rules, the consent of the members is required to be obtained for the sale of whole or substantially the whole of the undertaking of the Company, by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company have appointed Mrs. Lakshmmi Subramanian, Practicing Company Secretary (FCS: 3534, COP: 1087), Partner of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Members of the Company are requested to read the instructions carefully before filling the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, pre-paid postage envelope, so as to reach the Scrutinizer by not later than the close of working hours at 5.00 pm on Tuesday, 05<sup>th</sup> December, 2017. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of the Rule.

In compliance with the provision of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is also offering e-voting facility as an alternate mode of voting to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours 5.00 pm on Tuesday, 05<sup>th</sup> December, 2017, for voting by the members holding equity shares of the Company. The members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice-versa. In case shareholders cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit her report to the Chairman, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before Wednesday, 06<sup>th</sup> December, 2017 and will be displayed at the Registered Office of the Company and will also be published in newspapers and communicated to BSE Limited (the "BSE") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website: [www.uvboards.in](http://www.uvboards.in) and on the website of Central Depository Services (India) Limited ("CDSL"). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority. The members are requested to consider and, if thought fit, pass the following Resolutions:

**SPECIAL BUSINESS:**

**Item No. 1 - Change of name of the Company from “UV BOARDS LIMITED” TO “UNIPLY DECOR LIMITED” and consequent upon alteration of Memorandum of Association and Articles of Association 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** in accordance with the provisions of Section 13 read with Rule 29 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 the “ACT” including any statutory modifications or re- enactment thereof for the time being in force and Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the Central Government (power delegated to Registrar of Companies), Listing Agreement entered into by the Company with the BSE Limited where the shares of the Company are listed and any other statutory or regulatory authorities and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, the consent of the Members be and is hereby accorded to change the name of the Company from “UV BOARDS LIMITED” to “UNIPLY DÉCOR LIMITED” and immediately upon the said change in the name of the Company becoming complete and effective, the new name be substituted for the existing name wherever it appears in the Memorandum and Articles of Association and in all other records or documents of Company.”

“**FURTHER RESOLVED THAT** subject to the confirmation by the Ministry of Corporate Affairs, Central Government under Section 13 of the Companies Act, 2013 the Name clause 1 of the Memorandum of Association of the Company be and is hereby substituted as follows:

1. The name of the Company is “UNIPLY DÉCOR LIMITED.”

“**FURTHER RESOLVED THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company “UV BOARDS LIMITED” wherever appearing and substituting it with the new name of the Company “UNIPLY DÉCOR LIMITED.”

“**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**Item No. 2 - Sale of Fixed Assets of the Company in terms of 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** pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the Company for sale and lease back of its existing factories of the Company in such form and manner and on such consideration, terms and at such time(s) as the Board of Directors may deem fit.”

“**RESOLVED FURTHER THAT** the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for sale and lease back of its existing factories of the Company in such form and manner and on such consideration, terms and at such time(s) as may be decided by the Board of Directors for performing all such acts and things as may be necessary for giving effect to this resolution.”

By Order of the Board  
For UV BOARDS LIMITED  
Sd/-  
Sunil Kumar Deo  
Company Secretary  
ACS: 34281

Date:02.11.2017  
Registered Office:  
572, Annasalai  
Teynampet  
Chennai 600018

Notes:

1. Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto and forms part of the postal ballot notice.
2. The Board of Directors of the Company have appointed Mrs. Lakshmmi Subramanian, Practicing Company Secretary (FCS: 3534, COP: 1087), Partner of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on Friday, 3rd November, 2017 i.e. Cut-off Date.
4. As per Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with Depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier / Registered Post.
5. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its members to enable them to cast their votes electronically. Details of e-voting facility are specified under the notice of Postal Ballot.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company/Company's RTA i.e. M/s. Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai-600002, to receive the duplicate thereof.
8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours 5.00 pm on Tuesday, 05<sup>th</sup> December, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form(s) will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
9. The Scrutinizer will submit her final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Form but not later than 5.00 p.m. on Wednesday, 06<sup>th</sup> December, 2017. The Results of the e-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company and intimated to the Stock Exchange on which the shares of the Company are listed.
10. The Resolutions shall be deemed to be passed on the date of declaration of the results of the postal ballot.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz. [www.uvboards.in](http://www.uvboards.in) and of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
12. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m to 5.00 p.m. on all working days except Saturdays, Sundays and National Holidays.
13. Members can vote using e-voting facility provided by [www.evotingindia.com](http://www.evotingindia.com), (please read the instructions given in the notice for details). E-voting period begins on at 10.00 a.m. on Monday, 06<sup>th</sup> November, 2017 and will end at 5.00 p.m. on Tuesday, 05<sup>th</sup> December, 2017. The e-voting module shall be disabled by CDSL for voting thereafter.

## PROCEDURE FOR EVOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on at 10.00 a.m. on Monday, 06<sup>th</sup> November, 2017 and will end at 5.00 p.m. on Tuesday, 05<sup>th</sup> December, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 03.11.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000000 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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).
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## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

### **Item No. 1**

The Company M/s. UV Boards Limited was incorporated on 14<sup>th</sup> December, 1988 as a Public Limited Company. The Company is engaged in the Business of manufacturing, export and import of plywood, veneer, boards, timber and allied products. The current promoter of M/s. UV Boards Limited (the Company) is M/s. Uniply Industries Limited and the said promoter is enjoying the management control over the affairs of the Company. Both the Companies are now under the same management and are in the same trade i.e. manufacturing, export and import of plywood, veneer, boards, timber and allied products.

The Company M/s. Uniply Industries Limited is the owner of the trademark “UNIPLY” and registered under the Class 19, covering plywood, veneer, laminates and other building materials. Since, 2005, the Company is using the Brand name of UNIPLY for marketing of it's products.

Further, the Company, under the name of “UNIPLY” has a wide range of reachability of its products among the customers and clients. Thus in order to familiarize the brand name among the customers and the clients and to reflect the brand name of its products, the management of the Company has decided to alter the name of the Company from “UV Board Limited” to “Uniply Decor Limited”, in line with its products and Trademark use. According, the Company has applied on 17<sup>th</sup> October, 2017, to the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, for the conformation of the above name and the same was approved by the to the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs on 23<sup>rd</sup> October, 2017.

The change of name of the Company is required to be updated in the respective clauses in the Memorandum of Association & Articles of Association, so necessary amendments may be effected.

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013, any alteration in the name clause of Memorandum of Association and Alteration of Articles of Association, of the Company shall be made only after obtaining the consent of the Shareholders by way of passing a Special Resolution and subject to approval of the Central Government. Therefore, the Board of Directors of the Company, recommends this resolution for approval by the Shareholders by way of special resolution.

Copies of Memorandum and Articles of Association of the Company shall be furnished to every shareholder of the Company at his request on payment of an amount as may be fixed by the Board to recover reasonable cost and expenses, not exceeding such amount as fixed under applicable Law.

None of the Directors of the Company and Key Managerial Personnel or their relatives is concerned financially or interested in the resolution except to their position and shareholding if any.

## Item No. 2

The Company proposes to sell its factories in Gujarat and Chennai through Sale and Lease back mechanism thereby making the Company asset light and increasing the Return on Capital employed. This gives the Company liquidity which will help the Company to significantly enhance its reach and grow the business.

In this context the company is in the process of discussing with prospective buyer(s) to sale and lease back of its fixed assets available at Chennai and Gujarat factories with a consideration to be arrived at. This transaction shall not affect the business of the Company in any manner and on the contrary, will increase the business and significantly enhance the return on capital employed.

Since the transaction is deemed to be sale of whole or substantial part of the undertaking, need shareholders' approval by way of a Special Resolution under section 180(1)(a) of the Companies Act, 2013.

The Board recommends the resolution for approval by the Members.

None of the Directors of the Company and Key Managerial Personnel or their relatives is concerned financially or interested in the resolution except to their position and shareholding if any.

By Order of the Board  
For UV BOARDS LIMITED  
Sd/-  
Sunil Kumar Deo  
Company Secretary  
ACS: 34281

Date:02.11.2017  
Registered Office:  
572, Annasalai  
Teynampet  
Chennai 600018



# UV BOARDS LIMITED

Regd. Office: # 572, Annasalai, Teynampet, Chennai - 600018.

## POSTAL BALLOT FORM

Serial No.

1. Name and Registered Address of the Sole / First named shareholder :



2. Name of Name(s) of the Joint Member(s), if any :

3. Registered Folio No. :  
DP ID No. & Client ID No. \*  
(\* Applicable to investors holding shares in Dematerialized form)

4. Number of Share(s) held :

5. I/We hereby exercise my/our votes in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 02<sup>nd</sup> November, 2017 of the Company by sending my/our assent or dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate box below :

Resolution No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Change of name of the Company from "UV BOARDS LIMITED" TO "UNIPLY DECOR LIMITED" and consequent upon alteration of Memorandum of Association and Articles of Association of the Company.			
2.	Sale of Fixed Assets of the Company in terms of Section 180 (1) (a) of the Companies Act, 2013.			

Place:

Date:

Signature(s) of the shareholder(s)/  
Authorized Representative



Last date for receipt of Postal Ballot form : 5.00 p.m. on Tuesday, 05<sup>th</sup> December, 2017

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

## INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by UV Boards Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. 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. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
3. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
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 Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice. Postal Ballot Form received after 5.00 p.m. on Tuesday, 05<sup>th</sup> December, 2017 will be strictly treated as if the reply from such Member(s) has not been received.
7. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filing it by using erasable writing medium(s) like pencil.
8. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if :
  - (a) It has not been signed by or on behalf of the shareholder;
  - (b) Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
  - (c) It is not possible to determine without any doubt the assent or dissent of the shareholder;
  - (d) Neither assent nor dissent is mentioned;
  - (e) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the shareholder;
  - (f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (g) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  - (h) Shareholder has made any amendment to the resolution or imposed any condition while exercising his vote.
9. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on Friday, 03<sup>rd</sup> November, 2017.
10. The result of the Postal Ballot will be declared on Wednesday, 06<sup>th</sup> December, 2017 at the Registered Office of the Company.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. 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.6 above.
14. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
15. A Member need not use all his votes nor cast all his votes in the same way.
16. E-voting: The Company is pleased to provide e-voting facility as an alternate method of voting to all the shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional.

Detailed e-voting instructions are given in the Postal Ballot Notice dated 02<sup>nd</sup> November, 2017. The e-voting window is open from 10.00 a.m. on Monday, 06<sup>th</sup> November, 2017 and will end at 5.00 p.m. on Tuesday, 05<sup>th</sup> December, 2017. In case a member has voted through E-voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-voting facility, as well as, sends his vote through physical postal ballot, the vote cast through physical postal ballot will NOT be considered and the voting through e-voting shall only be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes and instructions thereto, for detailed instructions with respect to electronic voting.

### E-VOTING PARTICULARS

<b>EVSN</b>	<b>USER ID</b>	<b>PASSWORD</b>
<b>171103003</b>	Please refer to "The Procedure with respect to e-voting" in the Notice	