

# **DEVINSU TRADING LIMITED**

123, Free Press House, 215, Nariman Point, Mumbai 400 021  
Tel. No. : 022 -2204 2554 / 2204 7164 Fax. No. : 022 -2204 1643  
Email Address: [investor\\_grievance@rediffmail.com](mailto:investor_grievance@rediffmail.com)  
CIN : L51900MH1985PLC036383 Website : devinsutrading.com

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## **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. 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 disposal otherwise 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, shall require the consent of the company by way of a special resolution.

The Company proposes to sell / dispose of its investment in the office premises situate at Nariman Point, Mumbai together with all specified tangible assets in relation to such investment (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and on an "as is where is" basis for a consideration of Rs. 6,59,30,000/- (Rupees Six crore fifty nine lacs and thirty thousand only).

The Company is accordingly seeking your consent for the said proposal as contained in the Special Resolution ("Resolution") appended below. Statement pertaining to the said Resolution setting out all material facts and the reasons for which such Resolution is proposed is also annexed.

As per Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), the consent of the Company's shareholders for the above purpose is required to be obtained only by means of a postal ballot. Accordingly, the said Special Resolution and the relative Statement is being sent to you along with the Form for your kind consideration. Further, as per the provisions of the Act, read with the Rules and the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

Rule 22 of the Rules specifies that any consent or otherwise received after thirty days from the date of dispatch of this notice shall be treated as if the reply from the member has not been received. It would be advisable to mail your Form so as to reach Scrutinizer at the address mentioned in Annexure to Notice (Note no.8 of page no.4) at the earliest and, in any event, latest by Saturday 11<sup>th</sup> June, 2016. You are requested to carefully read the instructions printed on the accompanying Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-

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addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5.00 p.m. on Saturday 11<sup>th</sup> June, 2016 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

The Board of Directors has appointed Mr. Prasanjit Kumar Baul, Partner of Gupta Baul & Associates, Company Secretaries, having Membership No. A34347 and Certificate of Practice No. 12981 as the Scrutinizer for conducting the postal ballot / electronic voting process in a fair and transparent manner.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman of the Company. The result of the Postal Ballot would be announced by the Chairman of the Company on Monday 13<sup>th</sup> June, 2016. The said result would be displayed along with the Scrutinizer's report at the Registered Office of the Company, intimated to BSE Limited, the Stock Exchange where the Company's shares are listed , and also displayed on the website of the Company and that of the agency providing e-voting facility i.e. Central Depository Services (India) Limited ("CDSL"). The date of declaration of the result of the postal ballot shall be the date on which the appended Special resolution would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution as a Special Resolution.

**By Order of the Board of Directors**

**Date:- 06.05.2016**

**For Devinsu Trading Limited**

**Place:- Mumbai**

**SD/-**

**Ajay Gupta**

**DIN:-00375853**

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## **PROPOSED SPECIAL RESOLUTION**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a), and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 its investment in the office premises situate at Nariman Point, Mumbai together with all specified tangible assets in relation such the investment (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and on an “as is where is” basis for a consideration of not less than Rs. 6,59,30,000/- (Rupees Six crore fifty nine lacs and thirty thousand only) to such person or persons and on such terms and conditions as may be deemed fit by the Board;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board 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 Investment 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 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, arranging delivery and execution of contracts, deeds, agreements and instruments.”

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**By Order of the Board of Directors**

**Date:- 06.05.2016**

**For Devinsu Trading Limited**

**Place:- Mumbai**

**SD/-**

**Ajay Gupta**

**DIN:-00375853**

## **ANNEXURE TO NOTICE**

1. The Statement pursuant to Section 102 of the Act setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members as on 6<sup>th</sup> May, 2016.
3. The Voting rights of the members shall be reckoned in proportion to their share(s) in the total paid up equity share capital of the Company as on 6<sup>th</sup> May, 2016.
4. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members whose e-mail address is not registered with the Company, through courier.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. The members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the weblink— [www.evotingindia.com](http://www.evotingindia.com) or the website of the Company i.e [www.devinsutrading.com](http://www.devinsutrading.com) and take a print thereof or seek a duplicate Postal Ballot Form from the Company at “123, Free Press House, 215, Nariman Point, Mumbai-400021. Such Postal Ballot Form should be duly completed, signed and sent to the ‘Scrutinizer of Devinsu Trading Limited, 82, Maker Chambers III, Nariman Point, Mumbai-400 021’.

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9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the Members.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman of the Company, on 13<sup>th</sup> June, 2016 at the Registered Office of the Company and will also be displayed on the on the said date at the website of the Company, CDSL website, and communicated to BSE Limited, the Stock Exchange where the Company's shares are listed. As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 voting results by e-voting are required to be disclosed within 48 hours of closing of e-voting.
12. The date of declaration of 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.
13. All the material documents referred to in the Statement u/s 102 of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
14. Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL). Member who has voted on the resolution is not allowed to change it subsequently and a member who has availed of the electronic voting facility shall not be able to vote again through physical submission of the form.

The voting period begins on Friday 13<sup>th</sup> May 2016 at 9.00 a.m. and ends on Saturday 11<sup>th</sup> June, 2016 at 5.00 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 of Friday 6<sup>th</sup> May, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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 (6 characters alpha-numeric).
- (iv) Next enter the Image Verification 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)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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.  • 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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

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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 Devinsu Trading 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 Resolution details.
- (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 out print 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 the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 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.

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- (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).
15. Mr. Prasanjit Kumar Baul of Gupta Baul & Associates, Company Secretaries, (Membership No. A34347 and Certificate of Practice No. 12981) has been appointed as the Scrutinizer to scrutinize the postal ballot and e-voting process in a fair and transparent manner.
16. In case of any queries / grievance connected with the Voting by Postal ballot including e-voting, the members may also contact Mr. Ajay Gupta, Director of the Company at the Registered Office of the Company at 123, Free Press House, 215, Nariman Point, Mumbai – 400 021, Phone Nos. 022 – 22042554/ 022-22047164 Fax No. 022- 22041643, e-mail: [investor\\_grievance@rediffmail.com](mailto:investor_grievance@rediffmail.com).
17. The Scrutinizer shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
18. The result shall be declared along with the Scrutinizers’ Report by placing it on the website of Company and website of CDSL within 48 hours of closing of e-voting facility for Postal Ballot and communicated to the BSE Limited, the stock exchange wherein the Company’s shares are listed. The URL of Company website is [www.devinsutrading.com](http://www.devinsutrading.com), CDSL website is [www.cdslindia.com](http://www.cdslindia.com) and that of BSE Limited is [www.bseindia.com](http://www.bseindia.com).

**Date:- 06.05.2016**

**For Devinsu Trading Limited**

**Place:- Mumbai**

**SD/-  
Ajay Gupta  
DIN:-00375853**



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## **Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No:-1**

The Board of Directors at its meeting held on 6th April, 2016 have decided to sell the Company's investment in the office premises situated at Nariman Point, Mumbai together with all specific tangible assets in relation to such investment in the interest of the Company. Such a proposal for disposal requires member's approval.

As per the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rule, 2014, the aforesaid approval under Section 180 (1) (a) of the Companies Act, 2013 is to be obtained by passing a special resolution through postal ballots.

Accordingly the special resolution under Section 180 (1) (a) of the Companies Act, 2013 as mentioned in item No.1 of the Postal Ballot Notice is proposed for seeking approval of members.

Your Directors commend the Special Resolution as set out at the Item No. 1 of the Postal Ballot Notice for your approval.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Directors, Key Managerial Persons (KMP), Relatives of Directors and Key Managerial Persons or the entities comprising the interest of the Directors and Key Managerial Persons, are concerned or interested financially or otherwise, in the said Special resolution.

Enclosures:-

1. Postal Ballot Form
2. Postage pre-paid self-addressed Envelope

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## POSTAL BALLOT FORM

Postal Ballot Serial No:-

- (1) Name(s) of Member(s)  
Including joint holders, if any
- (2) Registered Address of the sole/  
first named Member
- (3) Registered folio No./DPID No./Client ID No.
- (4) No. of shares held

I/We hereby exercise my/our vote(s) in respect of the under mentioned resolutions to be passed through Postal Ballot as stated in the Notice dated 6<sup>th</sup> May, 2016 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	Resolutions		
		No Of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for authorizing Board Of Directors of the Company to sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking/Investment of the Company or where the Company owns more than one undertaking/investment, of the whole or substantially the whole of any such undertaking			

Place: Mumbai

Date.....

\_\_\_\_\_  
(Signature of the Member)

### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User Id	Password

Only members who have not updated their PAN with the Company / Depository Participant shall use Default Number in the PAN.

1. Last date for receiving Postal Ballot Form by the Scrutinizer 5.00 PM. on 11<sup>th</sup> June, 2016
2. Please read carefully the instruction printed overleaf before exercising the Voting.

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## **INSTRUCTIONS**

- 1) A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier or by registered post/speed post at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
- 2) This Form should be completed and signed by the member (as per the specimen signature registered with the Company. 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) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM IST on Saturday 11<sup>th</sup> June, 2016. All Postal Ballot forms received after this time and date will be strictly treated as if reply from such member(s) has not been received.
- 4) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorised signatories.
- 5) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 6) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the CDSL Website and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
- 7) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal will be final and binding.
- 8) Additionally, please note that the Postal Ballot Forms shall be considered invalid if: a) A form other than one issued by the Company has been used; b) It is not possible to determine without any doubt the assent or dissent of the member; c) Neither assent or dissent is mentioned or both are ticked; d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established; f) The member 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 value of shares registered in the name of the member(s) on Friday May 6, 2016 (cut off date).
- 10) Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.
- 11) The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in note 14 of the Notice of the Postal Ballot dated May 6, 2016.