



Himadri Speciality Chemical Ltd

(Formerly known as Himadri Chemicals & Industries Limited)

CIN: L27106WB1987PLC042756

Regd. Office: 23A, Netaji Subhas Road, 8th Floor, Suite No. 15, Kolkata – 700 001

Corp. Office: 8, India Exchange Place, Ruby House, 2nd Floor, Kolkata - 700 001

Ph: 033 22309953, e-mail: investors@himadri.com

Website: www.himadri.com

NOTICE OF POSTAL BALLOT/E-VOTING

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is seeking the consent of its members in respect of the Special Business proposed to be passed through Postal Ballot, the details of such Special Business is more specifically provided in the appended Resolution.

Special Business:

Item No. 1

Approval for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 1000 crores.

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

“RESOLVED THAT pursuant to the provisions of Section 23, 41, 42, 62(1)(c), 71 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) (the **“Companies Act”**), the relevant provisions of the Securities and Exchange

Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**“ICDR”**), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), and the regulations, circulars and guidelines issued thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy & Promotion, the Depository Receipts Scheme, 2014, and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India (**“GOI”**), Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), BSE Limited and the National Stock Exchange of India Limited (**“Stock Exchanges”**), the Securities and Exchange Board of India (**“SEBI”**), the Competition Commission of India (**“CCI”**), and/

or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable, and subject to the approvals, permits, consents and sanctions of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, and which shall be deemed to include a duly constituted committee thereof), the Board be and is hereby authorized to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of ₹1/- each (Rupee one each) “**Equity Shares**”, Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”), Foreign Currency Exchangeable Bonds (“**FCEBs**”) and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or convertible preference shares or any security convertible into the Equity Shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as the “**Securities**”), or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) and/or other advisor(s) or otherwise, to qualified institutional buyers (“**QIBs**”) as defined under the ICDR or such other foreign/

resident investors (whether incorporated bodies, foreign institutional investors, foreign portfolio investors alternate investment funds, venture capital funds, multilateral or bilateral financial institutions, mutual funds, insurance companies, pension funds, individuals or otherwise) who are eligible to acquire the Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not, for an aggregate amount not exceeding ₹1000 crores (Rupees one thousand crores only), at a price (inclusive of such premium) which shall be determined in accordance with the applicable rules and regulations, or the equivalent thereof in one or more foreign currencies, if any, in one or more tranches, by way of one or more public and/or private offerings, including by way of a qualified institutions placement (“**QIP**”) within the meaning of and in accordance with Chapter VIII of the ICDR, as may be deemed appropriate, in the sole discretion of the Board, and in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at a premium or discount to market price as may permitted under applicable law and/or as may be permitted by the relevant regulatory/statutory authority, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the “**Issue**”) and without requiring any further approval or consent from the shareholders of the Company.”

“**RESOLVED FURTHER THAT** in case of any issue of Securities is made by way of a QIP in terms of Chapter VIII of the ICDR (hereinafter referred to as “**Eligible Securities**” within the meaning of the ICDR):

- i. The allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall be completed within 12 months from the date of passing of this resolution or such other time as may be permitted under the ICDR from time to time;

- ii. In accordance with Regulations 86 of the ICDR, a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company;
- iii. In accordance with Regulations 85 of the ICDR, the Board may at its absolute discretion, issue the Eligible Securities (including upon conversion of the Eligible Securities) at a discount of not more than five percent or such other discount to the floor price as determined in terms of the ICDR and as permissible under the applicable law;
- iv. In accordance with Regulations 81 of the ICDR, the 'relevant date' for determination of the floor price of the Eligible Securities to be issued pursuant to the Issue shall be:
 - a. In case of allotment of Equity Shares, the date of meeting in which the Board decides to open the proposed issue; and
 - b. In case of allotment of convertible Eligible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Eligible Securities or the date on which the holders of such convertible Eligible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.
- v. The total amount raised in such manner and all previous QIPs made by the Company in the same financial year, if any, shall not exceed 5 times of the Company's net worth as per the audited balance sheet of the previous financial year;
- vi. The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except

as may be permitted from time to time by the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs/ADRs/FCCBs/FCEBs/other Securities convertible into Equity Shares, the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and/or as may be provided in the offer document and/or offer letter and/or offering circular and/or listing particulars.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, FCEBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.”

“RESOLVED FURTHER THAT the issue of Securities shall be subject to the following terms and conditions:

- i. The Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable securities that may be issued as aforesaid shall be subject to the provisions of the Memorandum and Articles of Association of the Company and rank pari-passu with the then existing Equity Shares of the Company in all respects including dividend;
- ii. The number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions

such as bonus issue, rights issue, stock split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring;

- iii. In case Securities other than Equity Shares are issued pursuant to the aforesaid issue, such Securities shall be converted into Equity Shares within 60 (sixty) months from the date of allotment; and
- iv. No subsequent qualified institutions placement shall be made until the expiry of six months from the date of the prior qualified institutions placement approved by way of this resolution.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be

appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and sign/execute all such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorizing any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, utilization of the Issue proceeds, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue.”

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
2. The Notice is being sent to all the members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on 2 November, 2017.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on 2 November, 2017.
4. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, have been sent Notice of Postal Ballot by email; and to others through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed envelope.
5. **Voting through electronic means**
 - a. In compliance with the provisions of Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered through Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than through physical Postal Ballot Form ('remote e-voting') will be provided by [National Securities Depository Limited ('NSDL')].
 - b. Mr. Samir Kumar Ghosh, Practicing Company Secretary (CP No. 2018) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and conducting the postal ballot in fair and transparent manner.
 - c. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a member to vote using remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided.
 - d. Members are requested to cast their vote only through one mode (e-voting or physical Postal Ballot Form). In case members cast their votes through both the modes, the votes cast through e-voting shall prevail and the votes cast through physical Postal Ballot Form shall be considered as invalid.
 - e. The voting period begins on 9 November, 2017 at 9.00 a.m. (IST) and ends on 8 December, 2017 at 5.00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e, 2 November, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - f. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - g. **The process/manner for availing e-voting facility and the instructions for shareholders voting electronically are as under:**
 - i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii) Click on Shareholder - Login
- iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii) Select "EVEN" of "Himadri Speciality Chemical Ltd".
- viii) Now you are ready for remote e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail

to skghosh_1938@yahoo.co.in with a copy marked to evoting@nsdl.co.in

A. In case a Member receives physical copy of the Notice of Postal Ballot [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Postal Ballot:

**EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

6. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 8 December, 2017 upto 5 p.m. (IST).
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company.
8. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.
9. The resolution, if passed with requisite majority, shall be deemed to be passed on the last date

- specified by the Company for receipt of duly completed e-voting or Postal Ballot Forms.
10. The relevant documents, if any, referred to in the accompanying Notice and Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 10.00 am to 01.00 p.m. (IST).
11. The Scrutinizer shall submit his report after the completion of scrutiny of the Postal Ballot Forms including e-voting. The results of the Postal Ballot will be announced at the corporate office by any Director of the Company on or before 10 December, 2017 by 5.00 p.m. (IST).
12. The Results declared along with Scrutinizer's Report shall be placed on the Company's website at www.himadri.com and on the website of NSDL and shall also be communicated to the Stock Exchanges on which shares of the Company are listed.

By Order of the Board of Directors

Sd/-

Bajrang Lal Sharma

Company Secretary

FCS: 8148

Place: Kolkata

Date: 2 November 2017

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013):

Item No. 1:

It is proposed that the Board of Directors be authorised by way of an enabling resolution to raise funds to facilitate and meet the additional capital expenditure requirements for the ongoing and future projects of the Company and its subsidiaries, working capital requirements, debt repayment, investment in subsidiary companies, general corporate purpose including but not limited to pursuing new business opportunities, acquisitions, meeting the issue expenses etc.

The proposed resolution is an enabling resolution authorising the Board of Directors to mobilize adequate resources in one or more tranche or tranches, at such suitable time or times, to meet the growing needs of the Company by way of issue of any of the above mentioned securities.

This Special Resolution enables the Board to issue Securities for an aggregate amount not exceeding

₹1000 Crores/- or its equivalent in any foreign currency.

In the event of the issue of the Equity Shares as aforesaid by way of QIP:

- The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorized committee thereof decides to open the proposed issue of Equity Shares;
- The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the floor price calculated under the SEBI (ICDR) Regulations for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;

- The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Equity Shares shall be fully paid up on its allotment;
- The total amount raised in such manner and all previous QIPs made by the Company in the same financial year, if any, shall not exceed 5 times of the Company's net worth as per the audited balance sheet of the previous financial year;
- The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations
- in terms of Chapter VIII of the ICDR Regulations, the allotment of the Specified Securities, or any combination of Specified Securities, as may be decided by the Board, shall be completed within 12 months from the date of this resolution or such other time as may be permitted under the ICDR Regulations, from time to time

The Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing Members of the Company. Since the proposed Special Resolution may result in issue of shares of the Company otherwise than to the existing Members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the Members is being sought pursuant to the provisions of Sections 23, 41, 42, 62, 71 and all other applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations 2015.

The Equity Shares allotted or to be allotted upon conversion of any securities would be listed on BSE and NSE and shall rank pari passu in all respect with the existing equity shares of the Company. The issue/ allotment/ conversion would be subject to the availability of regulatory approvals, if any. The conversion of securities held by foreign

investors, into equity shares would be subject to the applicable foreign investment cap.

As and when the Board does take a decision on matter on which it has the discretion, necessary disclosure will be made to the relevant stock exchanges on which the equity shares are listed under the provisions of the Listing Regulations 2015.

The Members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the offer will be determined in consultation with lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company, in due consideration of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the offer.

The Board recommends the Resolution set out in the Notice, to be passed as a Special Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

By Order of the Board of Directors

Sd/-

Bajrang Lal Sharma

Company Secretary

FCS: 8148

Place: Kolkata

Date: 2 November 2017

Enclosures:

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



Himadri Speciality Chemical Ltd

(Formerly known as Himadri Chemicals & Industries Limited)

CIN: L27106WB1987PLC042756

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Ph: 033 22309953, e-mail: investors@himadri.com

Website: www.himadri.com

POSTAL BALLOT FORM

Postal Ballot No. :

1. Name(s) of Shareholder(s) /
Beneficial Owner(s)
(including joint holders, if any) :

2. Registered Address of the sole /
First named Shareholder /
Beneficial Owner :

3. Registered Folio No. :
DP-ID No. / Client ID No.

4. No. of Equity Shares held :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot for the business stated in the notice of the Company by sending my / our assent (for) or dissent (against) to the said resolutions by placing tick (✓) mark at the appropriate box below:

Serial No.	Description	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
	Special Resolution:			
1.	Approval for raising of additional capital by way of one or more public or private offerings to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹1000 crores.			

Place:

Date :

Signature of the Shareholder/ Beneficial Owner

Mobile: _____ E-mail: _____

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

EVEN (E-voting Event Number)	User Id	Password/Pin

- Notes: (i) If the voting Rights are exercised electronically, there is no need to use the form.
(ii) Please read carefully the instructions overleaf 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 envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if sent by courier at the expenses of the members will also be accepted.
2. Delivery of the Postal Ballot Form can also be effected by depositing the sealed envelope containing the Ballot Forms on or before the close of working hours 5.00 p.m. (IST) on 8 December, 2017 in the Special Box kept for the purpose at the Registered Office of the Company.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This postal ballot form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned postal ballot forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
5. Where the postal ballot form has been signed by an authorised representative of a Body Corporate / Trust / Society etc. a certified copy of the relevant authorization/ Board resolution to vote on the postal ballot should accompany the postal ballot form. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / the Registrar and Transfer Agents viz. – S.K Infosolution Private Limited). Where the form has been signed by the President of India or of the Governor of a State, a certified copy of the nomination should accompany the ballot form. A Member may sign the form through an Attorney, specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should also be attached to the ballot form.
6. Members are requested not to send any paper (other than the resolution/authority as mentioned under Instruction No. 4 and 5 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. The consent should be given either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Ballot papers bearing tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrect filled Postal Ballot Form will be rejected.
8. Facility of voting through electronic mode is also being provided by the Company. (for Instructions please see the Notice)
9. The Managing Director and the Company Secretary shall be responsible for the entire postal voting process.
10. Duly completed Postal Ballot Form should reach to the Scrutinizer, Mr. Samir Kumar Ghosh, Practicing Company Secretary (CP No. 2018) as per the address mentioned on the envelope, not later than the close of working hours 5.00 p.m. (IST) on 8 December, 2017. The Postal Ballot received after this date will not be considered and treated as if the reply from the member has not been received.
11. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholders / Beneficial Owners on the date of dispatch of the notice.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Bajrang Lal Sharma, Company Secretary.
14. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
15. Members whose names appear on the Register of Members/ List of Beneficial Owners as on 2 November, 2017 (cut off date) will be considered for the purpose of voting.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on 2 November, 2017 (cut off date).
17. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
18. The vote of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. 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;
 - c. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favour or against or inability of the signature to be verified or on one or more of the above grounds.
 - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through physical ballot shall be treated as invalid.