

Date: 02/06/2016

To,  
The Listing Compliance Department,  
BSE Limited,  
P. J. Tower, Dalal Street,  
Mumbai – 400 001

To,  
The Listing Compliance Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400051

**Sub.: Postal Ballot Notice**

**Ref.: PC Jeweller Limited (Scrip Code: 534809, Symbol: PCJEWELLER)**


Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated May 30, 2016.

Kindly take the same on record.

Thanking you.

For **PC Jeweller Limited**

  
(VIJAY PANWAR)  
**Company Secretary**

**Encl.:** As above

**PC Jeweller Limited**

Regd. & Corporate Off: C - 54, Preet Vihar, Vikas Marg, Delhi - 110 092 Ph: 011 - 49714971 Fax : 011 - 49714972

info@pcjeweller.com • www.pcjeweller.com • CIN: L36911DL2005PLC134929

# PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011-49714971, Fax: 011-49714972

E-mail: investors@pcjeweller.com, Website: www.pcjeweller.com



## POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force) for seeking your consent through Postal Ballot for the following Special Business:

- 1) Amendment of Articles of Association.
- 2) Appointment of Shri Muneesh Chawla as a Nominee Director.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and related particulars pertaining to the aforesaid Special Business is annexed hereto for your consideration.

The Board of Directors ("**Board**") of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (C.P.No.: 3872), as Scrutinizer for conducting the entire Postal Ballot voting process in a fair and transparent manner. The Company is also providing e-voting facility to its Members. E-voting is optional. Please read and follow the instructions on e-voting as enumerated in Notes to this Notice.

### SPECIAL BUSINESS:

#### ITEM NO.1: AMENDMENT OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendments thereto or re-enactments thereof for the time being in force), the Articles of Association of the Company be and is hereby amended as under:

**A)** The existing Regulation 2(1) under the head **INTERPRETATION** be substituted by the following Regulation:

#### **2(1). In these Regulations-**

- |  |                                    |
|--|------------------------------------|
| (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.                 | <b>Act</b>                         |
| (b) "Articles" means these Articles of Association of the Company or as altered from time to time.   | <b>Articles</b>                    |
| (c) "Board of Directors" or "Board", means the collective body of the directors of the Company.  | <b>Board of Directors or Board</b> |
| (d) "CCDs" means Compulsorily Convertible Debentures having a par value of Rs.1,000/- (Rupees One Thousand) per debenture and having the terms set out in the Investment Agreement.  | <b>CCDs</b>                        |
| (e) "Closing Date" means May 24, 2016.   | <b>Closing Date</b>                |
| (f) "Company" means PC Jeweller Limited.   | <b>Company</b>                     |
| (g) "Depository" means a depository as defined in section 2(1)(e) of the Depositories Act, 1996.   | <b>Depository</b>                  |
| (h) "Electronic mode" means any communication by way of electronic media like tele-conferencing, video-conferencing and any other electronic media.  | <b>Electronic Mode</b>             |
| (i) "Equity Securities" means equity shares or any capital instruments issued by the Company convertible into (whether or not compulsorily convertible), exercisable or exchangeable for, equity shares of the Company.  | <b>Equity Securities</b>           |
| (j) "Fully Diluted Basis" means with respect to any calculation of the number of outstanding equity shares of the company, calculated as if Equity Securities outstanding on the date of such calculation have been exercised or exchanged for or converted into equity shares and equity shares issuable pursuant to contractual or other obligations have been issued. | <b>Fully Diluted Basis</b>         |
| (k) "Investor" means DVI Fund (Mauritius) Ltd, a company incorporated in the Republic of Mauritius with Company No. C082166 and having its registered office at c/o Cim Fund Services Ltd, 33, Edith Cavell Street, Port Louis Mauritius.  | <b>Investor</b>                    |
| (l) "Investor CCDs" means 42,69,984 (Forty Two Lac Sixty Nine Thousand Nine Hundred Eighty Four) CCDs subscribed by the Investor on the Closing Date.  | <b>Investor CCDs</b>               |
| (m) "Investor Equity Securities" means Equity Securities acquired by the Investor from time to time, including but not limited to the Investor CCDs (on and from the Closing Date) and any equity shares of the Company issued to the Investor upon conversion of the Investor CCDs.   | <b>Investor Equity Securities</b>  |
| (n) "Investment Agreement" means the agreement dated April 18, 2016 entered into between the Company and the Investor pursuant to which the Investor agreed to subscribe to the Investor CCDs and the Company agreed to allot the Investor CCDs to the Investor.   | <b>Investment Agreement</b>        |
| (o) "Member" means a member as defined under the Act and the duly registered holder of the shares of the Company from time to time.  | <b>Member</b>                      |
| (p) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.   | <b>Rules</b>                       |
| (q) "Seal" means the Common Seal of the Company.   | <b>Seal</b>                        |

**B)** Insertion of following Regulation 93(3) after the Regulation 93(2) under the head **BOARD OF DIRECTORS**:

- 93(3).** Upon the occurrence of closing under the Investment Agreement, on and from the Closing Date and until such time that the Investor holds Investor Equity Securities aggregating to 6% (six per cent.) of the equity share capital of the Company on a Fully Diluted Basis, the Investor shall be entitled to:
- Investor Nominee Director**

- (a) nominate for appointment 1 (one) individual being the nominee of the Investor as director on the Board ("Investor Nominee");
- (b) require the removal/re-appointment of the Investor Nominee from/to the Board and to nominate other individuals as the Investor Nominee for the purposes of the Investment Agreement and upon receipt of any such request by the Company, the Company shall immediately take all necessary actions to cause such removal/appointment/re-appointment to be duly made;
- (c) subject to applicable laws, nominate alternate directors to the Investor Nominee to attend any meetings of the Board or committees thereof during the absence of the Investor Nominee.

C) The existing Regulation 94 under the head **POWERS OF BOARD** be substituted by the following Regulation:

**94.** The Board shall exercise the following powers on behalf of the Company and it shall do so only by means of **Board's Powers** resolution passed by the Board at its meetings:

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorize buy-back of securities under the Act;
- (c) to issue securities, including debentures, whether in or outside India;
- (d) to borrow moneys;
- (e) to invest the funds of the Company;
- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statement and the Board's Report;
- (h) to diversify the business of the Company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) to make political contributions;
- (l) to appoint or remove key managerial personnel (KMP);
- (m) to appoint internal auditors and secretarial auditor;
- (n) any other matter which may be prescribed from time to time:

Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in (d), (e) and (f) or such other powers as may be permitted from time to time on such conditions as the Board may prescribe, subject to the Act.

RESOLVED FURTHER THAT Shri Ramesh Kumar Sharma (DIN: 01980542), Executive Director and Chief Operating Officer and Shri Vijay Panwar, Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds, matters and things including to sign and execute all necessary documents, applications, forms and writings etc., as may be necessary or expedient for the purpose of giving effect to this resolution."

## ITEM NO. 2: APPOINTMENT OF SHRI MUNEESH CHAWLA AS A NOMINEE DIRECTOR

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications thereto or re-enactments thereof for the time being in force) Shri Muneesh Chawla (DIN: 00069360), in respect of whom the Company has received a notice in writing alongwith deposit of the prescribed amount under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Nominee Director of the Company, liable to retire by rotation."

By order of the Board of Directors  
For **PC Jeweller Limited**  
Sd/-  
(VIJAY PANWAR)  
**Company Secretary**

Place : New Delhi  
Date : May 30, 2016

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and related particulars pertaining to the proposed special business is annexed hereto.
2. The Postal Ballot Notice is being sent by e-mail to those Members, who have registered their e-mail IDs with their Depository (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent – Karvy Computershare Private Limited ("**Karvy**") (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of Postal Ballot Notice along with Postal Ballot Form and self-addressed business reply envelope is being sent by permitted mode to those Members whose e-mail ID's are not registered.
3. The Postal Ballot Notice is being sent to all Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**"), as on the **Cut-off date i.e. Friday, May 27, 2016**. Notice is also available on the Company's website i.e. [www.pcjeweller.com](http://www.pcjeweller.com) in the Investors section as well as on the Karvy's website i.e. <https://evoting.karvy.com>.
4. A person who is not a Member as on the Cut-off date i.e. May 27, 2016 should treat this Notice for information purpose only.
5. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off date i.e. May 27, 2016.
6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting facility electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Karvy as the Agency to provide e-voting facility. E-voting is optional.

7. **Members can opt for only one mode of voting i.e. either by Postal Ballot Form or by e-voting.** However, if Members cast their vote through both mode of voting, then the voting through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.
8. The e-voting facility shall be available during the following period:  
**Commencement of e-voting : From 9:00 A.M. on Sunday, June 5, 2016**  
**End of e-voting : Up to 5:00 P.M. on Monday, July 4, 2016**  
 The e-voting shall not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy for voting thereafter.
9. The e-Voting Event Number, User ID and Password for e-voting are being sent by e-mail, to those Members who have registered their e-mail IDs and along with physical copy of the Postal Ballot Notice to those Members, who have not registered their e-mail IDs.
10. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same.
11. Based on the Scrutinizer's Report, the result of the Postal Ballot will be declared by the Chairman or any other Director or Company Secretary, authorized by the Board on Tuesday, July 5, 2016 at 6:00 P.M. at the Registered Office of the Company.
12. The Result along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and shall also be placed on the Company's website [www.pcjeweller.com](http://www.pcjeweller.com) and also on Karvy's website <https://evoting.karvy.com>. The Result shall also be forwarded to the Stock Exchanges, where Company's shares are listed.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. July 4, 2016.
14. Members are requested to carefully read the 'Procedure and Instructions for e-voting' mentioned hereunder:

**PROCEDURE AND INSTRUCTIONS FOR E-VOTING:**

**A. For Members receiving Postal Ballot Notice by e-mail:**

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID for CDSL will be your Used ID.
- iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- iv) After entering these details appropriately, click "LOGIN".
- v) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*,#,@ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- vi) You need to login again with the new credentials.
- vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- viii) On successful login, system will prompt you to select the 'EVENT' i.e. '**PC Jeweller Limited**'.
- ix) On the voting page, you will see resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares as on the cut-off date i.e. May 27, 2016 (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- x) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xiii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID [rss.scrutinizer@gmail.com](mailto:rss.scrutinizer@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com).
- xiv) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri Anupam Ompolu, Manager at Karvy at e-mail id: [anupam.ompolu@karvy.com](mailto:anupam.ompolu@karvy.com), contact no.: 040-67161531 or can also call Karvy's toll free no.: 1800-345-4001.

**B. For Members receiving Postal Ballot Notice by Post:**

- i) Initial Password is provided at the bottom of Postal Ballot Form in the following format:

EVEN (e-Voting Event Number)	User ID	Password / PIN

- ii) Please follow all steps as mentioned in (A) above, to cast your vote.

15. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the link <https://evoting.karvy.com> or seek the same from Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, and send the duly filled and signed form to the Scrutinizer.
16. Members desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same to the Scrutinizer duly completed and signed in the enclosed self-addressed business reply envelope on or before 5:00 P.M. on July 4, 2016. Postal Ballot Forms received thereafter will not be considered as valid.

17. The relevant documents will be available for inspection by the Members at the Registered Office of the Company between 11:00 A.M. to 4:00 P.M. on all working days, other than Saturday, up to the last date of voting i.e. July 4, 2016.

#### EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

##### ITEM NO.1:

The Company entered into an Investment Agreement dated April 18, 2016 (hereinafter referred to as **Investment Agreement**) with DVI Fund (Mauritius) Ltd (hereinafter referred to as **DVI**) pursuant to which DVI agreed to subscribe 42,69,984 Compulsorily Convertible Debentures having face value of INR 1,000 each ("**CCDs**") of the Company and the Company agreed to allot the same to DVI in accordance with the terms and conditions of the Investment Agreement and subject to necessary approvals.

In the Extra-ordinary General Meeting held on May 9, 2016, the Members of the Company consented for the issue and allotment of up to 42,70,000 CCDs having face value of INR 1,000 each, in one or more tranches, at par, for an aggregate amount of up to INR 427 crores by way of a preferential allotment on private placement basis to DVI and to issue such number of equity shares as may be required to be issued upon conversion of the CCDs allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering.

In terms of the Investment Agreement, the Company is required to amend its Articles of Association to include the right of the DVI to appoint its Nominee as a director on the Board of the Company. Hence, the amendments as referred at Points (A) & (B) in the Special Resolution at Item No.1 are proposed.

Further, certain powers of the Board, which as per the Companies Act, 2013, shall be done only by means of resolution passed by the Board at its meeting, were omitted by the Companies (Amendment) Act, 2015. Hence, to align the Articles of Association of the Company with the amended Companies Act, the amendment as referred at Point (C) in the Special Resolution at Item No.1 is proposed.

However, in terms of Section 14 of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to alter the existing Articles of Association of the Company. Hence, the Board recommends the resolution set out at Item No.1 of this Notice for your approval by way of Special Resolution.

The Investment Agreement and the amended draft Articles of Association of the Company shall be open for inspection at the Registered Office of the Company between 11:00 A.M. and 4:00 P.M. on all working days, other than Saturdays, up to the last date of voting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

##### ITEM NO.2:

In terms of the Investment Agreement dated April 18, 2016 (hereinafter referred to as **Investment Agreement**) entered into by the Company with DVI Fund (Mauritius) Ltd (hereinafter referred to as **DVI**), the Company is required to appoint a nominee of DVI as a Director on its Board. This right of DVI to appoint nominee director will fall away if it ceases to hold equity securities of the Company aggregating to 6% of the equity share capital of the Company on a fully diluted basis. The Company has also received a notice in writing in terms of Section 160 of the Companies Act, 2013 from DVI (also a Member of the Company), along with the deposit of requisite amount, proposing the candidature of Shri Muneesh Chawla for the office of Non-Executive Non-Independent Nominee Director of the Company, liable to retire by rotation.

Shri Muneesh Chawla is a B.Tech graduate from Indian Institute of Technology, Kanpur and is M.B.A. from The University of Texas at Austin. He has broad-based management and leadership experience and has worked with a number of corporate Boards as an investor director and advisor on aspects related to business building, governance, strategy, execution of business plans and eventual value realization through IPOs, trade sales, mergers and acquisitions.

Shri Muneesh Chawla intimated to the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. The Nomination and Remuneration Committee has recommended his appointment as a Director. The Board recommends the resolution set out at Item No.2 of this Notice for your approval by way of Ordinary Resolution.

The Investment Agreement shall be open for inspection at the Registered Office of the Company between 11:00 A.M. and 4:00 P.M. on all working days, other than Saturdays, up to last date of voting.

Except Shri Muneesh Chawla and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

By order of the Board of Directors

For **PC Jeweller Limited**

Sd/-

(VIJAY PANWAR)

**Company Secretary**

Place : New Delhi

Date : May 30, 2016

#### DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name</b>	Shri Muneesh Chawla
<b>Date of Birth</b>	04 / 01 / 1967
<b>Qualifications</b>	B. Tech from Indian Institute of Technology, Kanpur and M.B.A. from The University of Texas, Austin.
<b>Expertise in specific functional areas</b>	Finance & Management
<b>Relationships between directors inter-se</b>	None
<b>Directorships held in other listed entities</b>	None
<b>Membership / Chairmanship of committees of the Board in other listed entities</b>	None
<b>Shareholding in the Company</b>	Nil

# PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Regd. Office: C-54, Preet Vihar, Vikas Marg, Delhi – 110 092

Phone: 011-49714971, Fax: 011-49714972

E-mail: investors@pcjeweller.com, Website: www.pcjeweller.com



## POSTAL BALLOT FORM

Serial No. :

S. No.	Particulars	Details
1.	Name and Registered address of Sole/First named Member	
2.	Name(s) of the joint member(s), if any	
3.	Registered Folio No./DP ID - Client ID* (*Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	
5.	Class of Share	Equity

I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice issued by the Company dated May 30, 2016 by conveying my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Item No.	Description	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Amendment of Articles of Association.			
2.	Appointment of Shri Muneesh Chawla as a Nominee Director.			

Place :

Date :

.....  
(Signature of the Member)

**Note: Please read carefully the instructions printed overleaf before completing this form.**

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### VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Karvy Computershare Private Limited as the authorized Agency to provide e-voting facility for the Postal Ballot Notice dated May 30, 2016. E-voting facility is available at the link <https://evoting.karvy.com>. E-voting particulars are as under:

EVEN (e-Voting Event Number)	User ID	Password / PIN

E-voting facility will be available during the following voting period:

Commencement of e-voting	From 9:00 A.M. on June 5, 2016
End of e-voting	Up to 5:00 P.M. on July 4, 2016

E-voting will not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

This communication forms an integral part of the Postal Ballot Notice dated May 30, 2016.

## INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

- i) A Member desiring to exercise the vote by Postal Ballot Form should complete and sign the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballot Form, if sent by any other mode like courier, Speed / Registered post etc. at the expense of the Member, will also be accepted.
- ii) The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
- iii) There will be only one Postal Ballot Form for every Folio irrespective of number of joint Members.
- iv) In case of shares held by Corporates / Institutional Members (i.e. other than individuals, HUF's, NRI's etc.) duly completed Postal Ballot Form should be accompanied by certified true copy of the Board resolution / Authority Letter together with attested specimen signature of the duly authorised signatory(ies).
- v) Unsigned / incomplete or incorrect Postal Ballot Form will be rejected.
- vi) Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on July 4, 2016. Postal Ballot Forms received thereafter will not be considered as valid.
- vii) A Member may request for a duplicate Postal Ballot Form, if required, from Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- viii) The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the **Cut-off date i.e. Friday, May 27, 2016.**
- ix) Please convey your assent (FOR) or dissent (AGAINST) in the Postal Ballot Form. The assent / dissent must be accorded by placing a tick mark (✓) in the appropriate column of the Postal Ballot Form.
- x) The Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed self-addressed business reply envelope.
- xi) The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- xii) The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure on E-voting is enumerated in the Notes to the Postal Ballot Notice.