



## DFM FOODS LIMITED

**Registered Office:** 8377, Roshanara Road, Delhi-110007  
**Phone No:** 011 23826445; **Fax No:** 011 23822409  
**CIN:** L15311DL1993PLC052624 **Email:** dfm@dfmgroup.in  
**Website:** www.dfmfoods.com

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013  
Read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as ordinary / special resolutions by way of postal ballot / e-voting. The statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Pradeep Debnath (FCS-6654) of **M/s. Pradeep Debnath & Co.**, Practicing Company Secretaries as the **Scrutinizer** for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours i.e. **5.30 P.M. on Monday, the 29<sup>th</sup> day of December, 2014.**

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the postal ballot would be announced by the Chairman of the Company on Tuesday, 30<sup>th</sup> day of December, 2014 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. www.dfmfoods.com.

#### SPECIAL BUSINESS

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

"RESOLVED that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Pradeep Dinodia (DIN:00027995) be and is hereby appointed an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 30<sup>th</sup> December, 2014."

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

"RESOLVED that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Sarat Chandra Nanda (DIN:00827193) be and is hereby appointed an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 30<sup>th</sup> December, 2014."

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

"RESOLVED that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr. Mohit Satyanand (DIN:00826799) be and is hereby appointed an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 30<sup>th</sup> December, 2014."

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

"RESOLVED that in supersession of the resolution passed by shareholders of the Company through postal ballot on 2<sup>nd</sup> January, 2008, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create mortgage(s)/ charge(s) on any one or more of the undertakings of the Company including the movable and / or immovable properties and assets of all kinds, present and future, in the form of first and / or second and / or subservient mortgage / charge and / or floating charge to secure by one or more documents, and from time to time, in favour of the debenture trustees, who may be appointed by the Board of Directors of the Company towards issue of secured non-convertible debentures, in one or more tranche on rights basis and / or on private placement basis and / or to the public under a prospectus on the date(s) for issue thereof as may be decided by the Board of Directors and / or in favour of financial institutions / banks / other lenders to secure repayment of such debentures / term loans / financial assistance obtained to meet the capital expenditure for diversification / expansion programs / working capital requirements of the Company, of an amount not exceeding Rs. 300 crore at any one time together with interest thereon, further interest, if any, remuneration of the trustees for the holders of the said debentures, costs, charges, expenses and all other moneys payable to the trustee for holders of the said debentures / financial institutions / banks / other lenders and incurred in terms of the issue of the said debentures and / or terms and conditions of the term loans / financial assistance obtained as aforesaid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and / or alter the terms and conditions of the security aforesaid in consultation with the debenture trustees, financial institutions / banks / other lenders and mortgagees as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

By Order of the Board  
For DFM Foods Ltd.

Place: Delhi  
Date: 14<sup>th</sup> November, 2014

**MOHIT JAIN**  
Managing Director

**NOTES:**

1. A statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions at Item No. 1 to 4 is annexed to the Notice.
2. The Notice is being sent to all the 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 Friday, 21<sup>st</sup> November, 2014.
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link <http://www.dfmfoods.com/investor/postalballot-2014.html> or from the ‘Investors’ section on the Company’s website [www.dfmfoods.com](http://www.dfmfoods.com).
4. Members who have not received the postal ballot form may apply to the Company to obtain duplicate form.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, 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 Form. E-voting is optional.

**General Instructions:**

- **Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.**
- **The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on 21<sup>st</sup> November, 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the said date.**

**The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on 30<sup>th</sup> November, 2014 at 10:00 A.M. and ends on 29<sup>th</sup> December, 2014 at 5:30 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 21<sup>st</sup> November, 2014, 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” tab
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company

- (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	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 e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd /mm /yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 DFM Foods Ltd. 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - 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.
- (xix) 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).

#### ANNEXURE TO THE NOTICE STATEMENT

[Pursuant to Section 102 (1) of the Companies Act, 2013]

#### Item No. 1 to 3:

The Board of Directors of the Company ('the Board') at the meeting held on 14<sup>th</sup> November, 2014, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Pradeep Dinodia (DIN:00027995), Mr. Sarat Chandra Nanda(DIN:00827193) and Mr. Mohit Satyanand (DIN:00826799), as Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, as set out in the Resolutions relating to their respective appointment. Mr. Dinodia, Mr. Nanda and Mr. Satyanand are presently on the Board as Independent Directors, but were not specifically appointed under Section 149 of the Act. General Circular No. 14/2014 dated 9<sup>th</sup> June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Act. In the view of your Board, the continued association of Mr. Dinodia, Mr. Nanda and Mr. Satyanand with the Company as Independent Directors, and the rich experience they bring with them would benefit the Company. Declarations have been received from the aforesaid Directors that they meet the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. In

the opinion of your Board, the aforesaid Directors fulfill the conditions specified in the Act and the Rules thereunder for their appointment as Independent Directors and that they are independent of the management of the Company.

Except for the sitting fees for attending meetings of the Board and Committees thereof, the aforesaid Directors are not entitled to any remuneration.

Brief resume of Mr. Dinodia, Mr. Nanda and Mr. Satyanand and additional information pursuant to Clause 49 of the Listing Agreements with Stock Exchanges are provided below:

**Mr. Pradeep Dinodia**(DIN:00027995) is a leading Chartered Accountant and taxation expert. He is practicing as a partner of S.R. Dinodia & Co. LLP, a Chartered Accountant firm in New Delhi. He has been associated with the Federation of Indian Chambers of Commerce & Industry (FICCI), New Delhi, Institute of Chartered Accountants of India and International Fiscal Association, India Chapter in various capacities. He has been on the Board of the Company since 8<sup>th</sup> March, 1994. He holds 12,700 shares of the Company; no other person holds share in the company for him on a beneficial basis.

#### Other Directorships:

Sl. No.	Name of the Company	Designation
1.	Shriram Pistons & Rings Ltd.	Chairman / Director
2.	DCM Shriram Ltd.	Director
3.	Hero MotoCorp Ltd.	Director
4.	Hero Corporate Services Ltd.	Director
5.	SPR International Auto Exports Ltd.	Director
6.	JK Lakshmi Cement Ltd.	Director

#### Membership of Committees:

Sl. No.	Name of the Company	Name of the Committee	Designation
1.	DCM Shriam Ltd.	Committee of Board for payment of remuneration to MD	Member
		Stakeholders Relationship Committee	Chairman
		Audit Committee	Member
2.	Hero MotoCorp Ltd.	Audit Committee	Chairman
		Stakeholders Relationship Committee	Member
		Nomination & Remuneration Committee	Member
3.	Hero Corporate Services Ltd.	Audit Committee	Chairman
4.	Shriram Pistons & Rings Ltd.	Audit Committee	Member
		Stakeholders Relationship Committee	Member
		Remuneration Committee	Member
		Nominations Committee	Chairman
5.	JK Lakshmi Cement Ltd.	Corporate Governance Committee	Chairman
		Corporate Social Responsibility Committee	Member

**Mr. Sarat Chandra Nanda**(DIN:00827193) is a renowned Advocate with more than 25 years of legal experience. In 1977, he joined Khaitan & Co., a renowned Solicitors Firm in Delhi and during his tenure handled the litigation work in the various High Courts and the Supreme Court. Subsequently he started doing more of non-litigation work including drafting of document, deeds, Foreign Collaborations, international business transaction, conveyancing, etc. He has vast experience in matters pertaining to real estate and development of hotels, resorts, colonies and commercial establishments. He has been on the Board since 8<sup>th</sup> March, 1994. He holds 2,800 shares of the Company; no other person holds share in the company for him on a beneficial basis.

**Other Directorships:**

Sl. No.	Name of the Company	Designation
1.	Samniti Corporate Consultants Pvt. Ltd.	Director
2.	Achilles Retail Ventures Pvt. Ltd.	Director
3.	The Delhi Flour Mills Co. Ltd.	Director

**Membership of Committees:**

Sl. No.	Name of the Company	Name of the Committee	Designation
1.	The Delhi Flour Mills Co. Ltd.	Nomination & Remuneration Committee	Member

**Mr. Mohit Satyanand**(DIN:00826799) is a management Consultant. He started his career with Hindustan Lever Ltd. in 1977 and served them as an Area Sales Manager (Foods) till 1981. Then he joined The Delhi Flour Mills Co. Ltd., where he was instrumental in establishing the snack food business of the Company. Subsequently, he set up and ran an event management company Team Work Films Pvt. Ltd. He was a key member of the team responsible for the success of UNCLE CHIPS. He is a promoter Director of Inlingua School of Language, New Delhi, for language training. He has an extensive knowledge in sales and marketing of consumer goods including the snack food market. He has been on the Board since 29<sup>th</sup> January, 2000. He holds 71,647 shares of the Company; no other person holds share in the company for him on a beneficial basis.

**Other Directorships:**

Sl. No.	Name of the Company	Designation
1.	Team Work Films Pvt. Ltd.	Chairman
2.	Amrit Learning Ltd.	Director
3.	Amrit Corp. Ltd.	Director
4.	Amrit Banaspati Company Ltd.	Director
5.	Magic Mountain Retreat Pvt. Ltd.	Director
6.	Teamwork Arts Pvt. Ltd.	Director

**Membership of Committees:**

Sl. No.	Name of the Company	Name of the Committee	Designation
1.	Amrit Corp. Ltd.	Stakeholders Relationship Committee	Member
		Audit Committee	Member
2.	Amrit Banaspati Co. Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Loan & Banking Committee	Member

Notices as required under Section 160 of the Act have been received for Mr. Dinodia, Mr. Nanda and Mr. Satyanand. Requisite consents, pursuant to Section 152 of the Act, have also been filed by the aforesaid Directors.

Mr. Dinodia, Mr. Nanda and Mr. Satyanand are interested individually in the Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

**Item No. 4:**

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). The shareholders of the Company, through postal ballot resolution dated 2<sup>nd</sup> January, 2008 had accorded their consent to the Board of Directors for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 300 crores at any one time together with interest thereon, further interest, if any, remuneration of the trustees for the holders of the said debentures, costs, charges, expenses and all other moneys payable to the trustee for holders of the said debentures / financial institutions / banks / other lenders and incurred in terms of the issue of the said debentures and / or terms and conditions of the term loans / financial assistance obtained.

Under the provisions of Section 180(1)(a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180(1)(a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 300 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

By Order of the Board  
For DFM Foods Ltd.

Place: Delhi  
Date: 14<sup>th</sup> November, 2014

**MOHIT JAIN**  
Managing Director



## DFM FOODS LIMITED

Registered Office: 8377, Roshanara Road, Delhi-110007  
Phone No: 011 23826445; Fax No: 011 23822409  
CIN: L15311DL1993PLC052624 Email: dfm@dfmgroup.in  
Website: www.dfmfoods.com

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sl. No.:

- Name(s) of Member(s)
- Registered Address of the Sole/  
First named Member
- DP ID No. / Client ID No./  
Registered Folio No.
- Number of Shares held
- I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 14<sup>th</sup> November, 2014 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

Sl. No	Description	No. of shares	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Appointment of Mr. Pradeep Dinodia as Independent Director for a consecutive period of 5(five) years w.e.f. 30 <sup>th</sup> December, 2014			
2.	Appointment of Mr. Sarat Chandra Nanda as Independent Director for a consecutive period of 5(five) years w.e.f. 30 <sup>th</sup> December, 2014			
3.	Appointment of Mr. Mohit Satyanand as Independent Director for a consecutive period of 5(five) years w.e.f. 30 <sup>th</sup> December, 2014			
4.	Creation of Charge/ Mortgage on Movable and Immovable properties of the Company			

Place:  
Date:

Signature of Member

#### Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.  
Last date for Receipt of Postal Ballot Form by the Scrutinizer: 29<sup>th</sup> December, 2014.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer at the Regd. Office of the Company at 8377, Roshanara Road, Delhi-110007 in the enclosed self-addressed postage pre-paid envelope.
2. Envelopes containing postal ballot form, if sent by courier at the expense of the Member will also be accepted.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). 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.
4. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
5. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
6. Unsigned postal ballot forms will be rejected.
7. A Member need not use all his/her votes nor needs to cast all his/her votes in the same way. The right of voting by Postal Ballot cannot be exercised by a Proxy.
8. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on 5.30 P.M., 29<sup>th</sup> December, 2014. All postal ballot forms received after this date will be treated as if reply from such Member has not been received.
9. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item No. 8 above.
10. Member is requested not to send any other paper along with the postal ballot form in the enclosed postage prepaid self-addressed envelope.
11. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the Member as on Friday, 21<sup>st</sup> November, 2014.
12. The Scrutinizer's decision on the validity of a postal ballot form will be final.
13. The results of the Postal Ballot will be declared in the manner as specified in the Notice.