

27<sup>th</sup> May 2019

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400 051  NSE Scrip Symbol: GPPL	<b>BSE Limited</b> Floor 14, P J Towers, Dalal Street, Mumbai 400 001  BSE Scrip Code: 533248
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Dear Madam/ Sirs,

**Sub: Intimation regarding Postal Ballot**

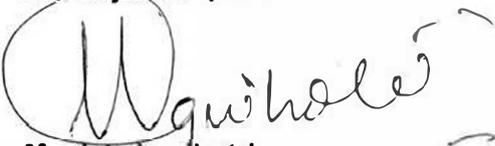
This is with reference to letter dated 16<sup>th</sup> May 2019 by Gujarat Pipavav Port Limited ('the Company') intimating about approval by its Board of Directors for Continuance of Appointment of Mr. Pradeep Mallick as Independent Director of the Company and recommending to obtain the Shareholders approval through Postal Ballot, pursuant to the requirements under Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Please find enclosed the Postal Ballot Notice, the Explanatory Statement appended to the Notice and the Postal Ballot Form dispatched/ sent by the Company to the Members whose name appeared in the Register of Members as on Friday 17<sup>th</sup> May 2019.

This intimation is also being uploaded on the Company's website [www.pipavav.com](http://www.pipavav.com)

Thank you,

Yours truly,  
For Gujarat Pipavav Port Limited

  
**Manish Agnihotri**  
Company Secretary & Compliance Officer



**POSTAL BALLOT NOTICE**  
(Pursuant to Section 110 of the Companies Act, 2013)

**APM TERMINALS**  **Lifting Global Trade.**

**GUJARAT PIPAVAV PORT LIMITED**

**Registered Office: Pipavav Port, At Post Rampara-2, Tal. Rajula, Dist. Amreli 365560**

**CIN: L63010GJ1992PLC018106 Tel: 02794 302400 Fax: 02794 302413**

**Website: [www.pipavav.com](http://www.pipavav.com) Email: [investorrelationinppv@apmterminals.com](mailto:investorrelationinppv@apmterminals.com)**

Dear Member(s),

Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Notice is hereby given that the resolution appended herein below regarding Continuance of Appointment of Mr. Pradeep Mallick (DIN: 00061256) as Independent Director of Gujarat Pipavav Port Limited ('the Company') with effect from 1<sup>st</sup> April 2019 to 29<sup>th</sup> July 2020 is proposed to be passed by way of Postal Ballot including voting by electronic means (e-voting). The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form and self-addressed postage prepaid envelope, for your consideration.

The Board at their meeting held on 15<sup>th</sup> May 2019, has appointed Mr. Himanshu Kamdar (Membership no. FCS 3030) and in his absence Mr. Jayesh M. Shah (Membership no. FCS 5637), Partners of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form duly completed, in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on 26<sup>th</sup> June 2019. Postal Ballot Forms received after 5.00 p.m. on 26<sup>th</sup> June 2019 will be treated as invalid.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 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 the facility to its Members to exercise their right to vote on the resolutions appended to this Notice by electronic means instead of physical submission of the Form to the Scrutinizer. For this purpose, the Company has availed electronic voting platform of Karvy Fintech Private Limited ('Karvy') for facilitating e-voting. The instructions for e-voting are provided hereunder. Members desiring to opt for e-voting shall cast their vote not later than 5.00 p.m. on 26<sup>th</sup> June 2019.

The Scrutinizer, after completion of scrutiny of the votes received, will submit his report to the Chairman or a person authorized by him in writing. The results of the said voting will be declared in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on 28<sup>th</sup> June 2019 at the Corporate Office of the Company. The results of Postal Ballot will be displayed on the Company's website [www.pipavav.com](http://www.pipavav.com) and will be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

**Continuation of Directorship of Mr. Pradeep Mallick (DIN: 00061256) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified by Securities and Exchange Board of India and into force with effect from 1<sup>st</sup> April, 2019, approval of shareholders of Gujarat Pipavav Port Limited ('the Company') be and is hereby granted to Mr. Pradeep Mallick (DIN: 00061256), who has attained the age of 75 years, for continuation as Independent Director of the Company for the remaining tenure of his appointment for the period from 1<sup>st</sup> April 2019 to 29<sup>th</sup> July 2020."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt that may arise giving effect to this resolution and to do all such acts, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**By order of the Board of Directors  
of Gujarat Pipavav Port Limited**

**Manish Agnihotri  
Company Secretary  
Membership No. ACS 12045**

**Place: Mumbai  
Date: 17<sup>th</sup> May 2019**

**Registered office:  
Pipavav Port At Post Rampara-2 via Rajula Dist. Amreli- 365560 Gujarat**

**Tel No.: 02794 302400  
Fax No.: 02794 302413  
CIN: L63010GJ1992PLC018106  
Website: [www.pipavav.com](http://www.pipavav.com)  
Email Id: [investorrelationinppv@apmterminals.com](mailto:investorrelationinppv@apmterminals.com)**

**NOTES**

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business of the Company is appended and forms part of the Notice.
2. The Company has appointed Mr. Himanshu Kamdar (Membership No. FCS 3030) or in his absence Mr. Jayesh Shah (Membership No. FCS 5637), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the Member.
4. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on 17<sup>th</sup> May, 2019. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
5. You are requested to read carefully the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer

on or before 5.00 p.m. on 26<sup>th</sup> June, 2019. The envelope may also be deposited personally at the address given thereon. Consent received thereafter shall be treated as if the reply from the Member has not been received. Also, no other Form or Photocopy thereof is permitted. However, an envelope containing postal ballot if sent by any other modes at the expenses of the registered Members will also be accepted.

6. **The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.** In case a Member desires to exercise his/her vote by using e-voting facility then he/she has to carefully follow the instructions as given for E-voting printed on the back side of the Postal Ballot Form. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period (i.e., till the last date of receipt of Postal Ballots), whichever is earlier.

Members who have registered their e-mails for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs and who wish to vote through Postal Ballot Form can seek duplicate form from the Company's Registrar & Transfer Agents Karvy Fintech Private Limited (Unit: Gujarat Pipavav Port Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India and send/submit the same to Karvy by post at the same address.

7. **Voting through electronic means**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system, to members holding shares as on 17<sup>th</sup> May, 2019 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Karvy.

8. **The instructions for voting are as under:**

**A. Procedure and instructions for e-voting**

The procedure and instructions for E-voting are as follows:

- i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
- ii. Enter the login credentials (i.e., user-id & password). Your folio/DP and Client ID will be your User-ID.  
User - ID for Members holding shares in Demat Form:  
x For NSDL: 8 Character DP ID followed by 8 Digits Client ID.  
x For CDSL: 16 digits beneficiary ID.  
For Members holding shares in Physical Form:  
x EVENT No. followed by Folio Number registered with the Company.  
x Password: Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.  
x Enter the verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii. Please contact toll free No. [1800 3454 001] for any further clarifications.
- iv. Members can cast their vote online from 9.00 a.m. (IST) on 28<sup>th</sup> May, 2019 to 5.00 p.m. (IST) on 26<sup>th</sup> June, 2019. Please note that the voting beyond 5.00 p.m. on 26<sup>th</sup> June, 2019 will not be permitted.
  - v. After entering these details appropriately, click on LOGIN".
- vi. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-voting through Karvy E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st 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.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e. 'Gujarat Pipavav Port Limited'.
- ix. If you are holding equity shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company where the System Provider was Karvy, then your existing login id and password given earlier are to be used.
- x. 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 (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 want to cast, select 'ABSTAIN'. 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.
- xi. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- xii. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote on the resolution.

**B. Process and manner for members opting for voting through Postal Ballot**

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, C/o Karvy Fintech Private Limited, Unit: Gujarat Pipavav Port Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India in the attached self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on 26<sup>th</sup> June, 2019.
- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot 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, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. 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.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member(s).
- vii. 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 the Board Resolution/Authority Letter.

- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., 5.00 p.m. (IST) on 26<sup>th</sup> June, 2019.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.
- xiii. Corporate/institutional Members (Corporate/FIs/foreign institutional investors/ trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) or [js@rathiandassociates.com](mailto:js@rathiandassociates.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name \_EVENT No."
- xiv. The Scrutinizer will submit his report to the Chairman of the Company or to the person authorized by him after completion of the scrutiny and results of the Postal Ballot would be announced by 28<sup>th</sup> June, 2019 on /before 5.00 p.m.(IST) at the Corporate Office of the Company at 301, 3rd Floor, Trade Centre, Bandra Kurla Complex, Bandra East, Mumbai – 400098 and the Resolution will be taken as passed, if the results of the Postal Ballots/ E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results will be published on the website of the Company, [www.pipavav.com](http://www.pipavav.com), besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the website of Karvy, <https://evoting.karvy.com>.

### C. General Instructions

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice.
- ii. Members may alternatively opt for E-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No. 8 A. (i) to (xii) under heading A above to vote through E-voting platform.
- iii. In the event, a member casts his votes through both the processes i.e., E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be considered as invalid.
- iv. The E-voting period commences from 9.00 a.m. (IST) on 28<sup>th</sup> May, 2019 and ends at 5.00 p.m. (IST) on 26<sup>th</sup> June, 2019. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 17<sup>th</sup> May, 2019 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or to the person authorized by him.
- vii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. 26<sup>th</sup> June, 2019. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pipavav.com](http://www.pipavav.com) and also on the notice board placed at the Registered Office of the Company and on the website of Karvy <https://evoting.karvy.com>
- viii. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Karvy Fintech Private Limited on [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or contact Ms. C Shobha Anand, Dy. General Manager, Contact No. 040- 67162222, at [Unit: Gujarat Pipavav Port Limited] Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

As per the Report submitted by Uday Kotak Committee to SEBI on recommendation for amendments to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the Securities and Exchange Board of India vide its Notification dated May 9, 2018 notified Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018. The said amendment came into force with effect from April 1, 2019, except stated otherwise.

The said Amendment Regulation includes amendment in Regulation 17 of the said LODR wherein new Sub Regulation 17(1A) has been introduced which reads as under:

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Mr. Pradeep Mallick (DIN: 00061256), Independent Director, was appointed by the Shareholders in the Company's Annual General Meeting held on 30<sup>th</sup> July 2015 for a continuous period of five years upto 29<sup>th</sup> July 2020 and is not liable to retire by rotation.

Mr. Mallick brings the skills of Strategic Business Management and Governance to the Company. He has over fifty years of experience in the Corporate World and the Company has benefited from his expertise in these areas. The Company would like to continue having Mr. Mallick on the Board for his remaining tenure from 1<sup>st</sup> April 2019 to 29<sup>th</sup> July 2020.

The required details as per the Secretarial Standards ("SS-2"), are provided in Annexure A of this Notice.

Mr. Mallick and other Independent Directors are paid Sitting Fees for attending the Board and various Committee Meetings. The Independent Directors including Mr. Mallick are also paid Commission amount as approved by the Members in the Annual General Meeting held on 11<sup>th</sup> August 2016, with a prescribed maximum ceiling.

In the backdrop of the amended regulations and the necessity of continuation of Mr. Pradeep Mallick as an Independent Director on the Company's Board of Directors, it is proposed to seek approval of members of the Company by way of Special Resolution through this Postal Ballot process for continuance as an Independent Director. As per the provisions of Section 178 of the Companies Act, 2013, Nomination and Remuneration Committee recommended the appointment of Mr. Pradeep Mallick as an Independent Director of the Company. The Board of Directors recommends the special resolution for your approval.

Except Mr. Pradeep Mallick, none of the Promoters, Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Postal Ballot Notice.

**Annexure A**

Details of Director seeking Continuation of Directorship pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements)(Amendments) Regulations, 2018 and other applicable provisions are as under:

Name of Director	<b>Mr. Pradeep Mallick</b>
Age	76 years
Qualifications	B. Tech IIT Madras, Fellow of the Institution of Engineering Technology, London, Diploma in Business Management UK
Experience	Over Fifty years in various Companies in the Corporate Sector
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	Mr. Mallick has been appointed as an Independent Director of the Company by the Shareholders in the Annual General Meeting held on 30 <sup>th</sup> July 2015 for a period of five years upto 29 <sup>th</sup> July 2020
Remuneration last drawn	Mr. Mallick and all Independent Directors are paid Sitting Fees for attending the Board Meetings and Committee Meetings. They are also paid Commission as approved by the Shareholders in the Annual General Meeting held on 11 <sup>th</sup> August 2016 within the prescribed limits
Nature of expertise in specific functional areas	Strategic Business Management and Governance
Date of first appointment on the Board	4 <sup>th</sup> September 2012
No. of shares held in the Company as on March 31, 2019	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	The Appointee is not related to other Directors, Manager and other Key Managerial Personnel.
No. of Meetings of the Board attended during the year	The appointee had attended all four meetings of the board held during the financial year 2018-19.
Directorship in other Companies as on March 31, 2019	The appointee is a director of two private limited companies
Chairmanship/Membership of Committees of other Board	None

**GUJARAT PIPAVAV PORT LIMITED**

Registered Office: Pipavav Port, At Post Rampara-2, Tal. Rajula, Dist. Amreli 365560

CIN: L63010GJ1992PLC018106 Tel: 02794 302400 Fax: 02794 302413

Website: [www.pipavav.com](http://www.pipavav.com) Email: [investorrelationinppv@apmterminals.com](mailto:investorrelationinppv@apmterminals.com)

**POSTAL BALLOT FORM**

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

Serial No. :

1. Name and Registered Address of Sole /First named Shareholder (in block letters) :

2. Name(s) of Joint holder(s), if any (in block letters) :

3. Registered Folio No. / DP ID No.\* / Client ID No.\* :  
(\*Applicable to Investors holding shares in dematerialized form)

4. Number of Shares held (Equity Share of Rs.10/- each) :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 17th May, 2019, by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Brief particulars of the resolution	No. of shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution under Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, notified by Securities and Exchange Board of India and into force with effect from April 1, 2019, approval of members to Mr. Pradeep Mallick (DIN: 00061256) who has attained the age of 75 years, for continuation as Independent Director of the Company after 1st April 2019 until end of his tenure upto 29th July 2020			

Place :

Date :

\_\_\_\_\_  
(Signature of the Shareholder)

**ELECTRONIC VOTING PARTICULARS**  
(Applicable for Individual Members only)

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Wednesday, 26th June 2019.

2. Please read carefully the instructions printed 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 Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/speed post at the expense of the member, will also be accepted. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The self-addressed envelope is addressed to the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member (as per the specimen signature registered with the Company/Registrar and Share Transfer Agent/Depository Participant). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member.
4. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'
5. The votes of a member will be considered invalid on any of the following grounds:
  - a) if the Postal Ballot form has not been signed by or on behalf of the member;
  - b) if the member's signature does not tally;
  - c) if the member has marked his / her/ its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
  - e) if the Postal Ballot Form is incomplete or incorrectly filled;
  - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g) if the form other than the one issued by the Company is used;
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before close of working hours i.e. 5.00 pm (IST) on Wednesday, 26th June, 2019. If any Postal Ballot Form is received after the specified date and time, it will be considered that no reply from such member has been received.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Item (6) above.
8. 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 / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) or [js@rathiandassociates.com](mailto:js@rathiandassociates.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The voting rights of the Members shall be in proportion to their equity shares in the total paid up equity share capital of the Company as on Friday, 17th May, 2019 (cut-off date).
11. The Scrutinizer's decision on the validity of the postal ballot shall be final.
12. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only