



GOYAL ASSOCIATES LIMITED

REGISTERED OFFICE: A/208 TITANIUM CITY CENTRE NEAR SACHIN TOWER, 100FT RING ROAD,
SATELLITE, AHMEDABAD, 380015, GUJARAT

30.12.2020

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street Fort,
Mumbai – 400001

Scrip Code: 530663

Dear Sir/ Madam,

Sub: Notice of Postal Ballot – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice dated December 23, 2020 together with the Explanatory Statement thereto, seeking approval of the shareholders of the Company on the following items of special business, by means of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities & Exchange Board of India:

1. Appointment of Parekh Sharma & Associates, Chartered Accountants, (Firm Registration Number: 129301W) as the Statutory Auditor of the company to fill casual vacancy caused by resignation of M/S DGMS (formerly known as Doshi Maru & Associates) Chartered Accountants.
2. Appointment of Vikram Singh Thakur (DIN: 08961094), as a Non-Executive Independent Director of the company w.e.f 19th November, 2020 for a period of five years.

This intimation along with the Postal Ballot Notice is also being uploaded on the Company's website at www.goyalassociatesltd.com, In accordance with the relevant circulars issued by MCA, the Postal Ballot Notice is being sent to those shareholders whose names appear in the Register of Members / Record of Depositories as on Friday, December 25, 2020 (cut-off date) and whose email addresses are registered with the Company/Depositories on the said date.

The e-voting on the resolutions set out in the Postal Ballot Notice shall commence from Thursday, December 31, 2020 at 9:00 a.m. (IST) and shall end at 5:00 p.m. (IST) on Sunday, January 31, 2021. Members who have not yet registered/ updated their email addresses so far, may do so by following the procedure set out in the notes to the Notice.

Thanking You
Yours Faithfully

For Goyal Associates Limited

K. Durga Prasad

Durga Prasad
Managing Director
DIN - 08767473



CORPORATE OFFICE: PLOT NO 134 & 141, #6-3-347/22/6, SRI DURGA TULASI APARTMENTS, PANJAGUTTA,
HYDERABAD – 500082

(M): 9121541810, 9925153783 E-Mail Id: goyalassociates2020@gmail.com

CIN: L74999GJ1994PLC023281

Goyal Associates Limited

Registered Office: A/208 Titanium City Centre near Sachin Tower 100ft Ring Road, Satellite Ahmedabad - 380015
Corporate Office: Plot No. 134 & 141, #6-3-347/22/6, Sri Durga Tulasi Apartments Panjagutta Hyderabad – 500082
Tel No.: 9121541810, 9925153783; CIN: L74999GJ1994PLC023281; E-Mail Id: info@goyalassociatesltd.com
Website: www.goyalassociatesltd.com

Notice of Postal Ballot

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

To
The Shareholders,
Goyal Associates Limited

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (the "MCA Circulars"), that the Resolutions appended below are proposed to be passed by the Shareholders of Goyal Associates Limited (the "**Company**") through Postal Ballot only by voting through electronic means ("**remote e-voting**").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system. In compliance with the requirements of above circular hard copy of Postal Ballot Notice along with Postal Ballot Forms will not be sent to shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is appended to this Notice.

The Board has appointed Mr.Suhas Bhattbhatt, (Membership No. ACS 11975, CP No.10427) Proprietor SuhasBhattbhatt & Co. Practising Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, December 31, 2020 and ends at 5.00 p.m. (IST) on Sunday, January 31, 2021. The Scrutiniser will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The Board of Directors of the company now propose to obtain consent of shareholders by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory statement pursuant to section 102 of the companies act pertaining to the said resolution setting out material fact and the reason for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS

Resolution No. 1:

1. Appointment of Parekh Sharma & Associates, Chartered Accountants, (Firm Registration Number: 129301W) as the Statutory Auditor of the company to fill casual vacancy caused by resignation of M/S DGMS (formerly known as Doshi Maru & Associates) Chartered Accountants.

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

“RESOLVED THAT subject to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Parekh Sharma & Associates, Chartered Accountants (Firm Registration Number: 129301W) be and are hereby appointed as the Statutory Auditors of the Company w.e.f. December 1, 2020 and to hold the office till the conclusion of next 27th Annual General Meeting of the Company to fill the casual vacancy caused due to the resignation of M/S DGMS (formerly known as Doshi Maru & Associates) Chartered Accountants (Firm Registration No. 0112187W).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the remuneration of Statutory Auditors as may be mutually agreed upon in addition to taxes and reimbursement of out of pocket expenses incurred by them in connection with the audit of accounts of the Company and to fix their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

Resolution No. 2

2. Appointment of Vikram Singh Thakur (DIN:08961094), as a Non-Executive Independent Director of the company w.e.f 19th November,2020 for a period of five years.

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

RESOLVED THAT, Vikram Singh Thakur (**DIN:08961094**), who was appointed as an Additional Director, pursuant to Section 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, with effect from November 19, 2020 for a period of 5 (five) years, be and is hereby appointed as an Independent Director of the Company up to November 18, 2025, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

For and on behalf of the Board
Goyal Associates Limited

Date: 23/12/2020
Place: Ahmedabad

Sd/-
Durga Prasad
Managing Director
DIN: 08767473

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.

Particulars	Vikram Singh Thakur
Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
Date of Birth	23/05/1982
Date of appointment/ cessation (as applicable) & term of appointment	19/11/2020 Appointed as an Independent Director of the company for a term of 5 (Five) years subject to the approval of shareholders of the company.
Brief profile (in case of appointment)	Mr. Vikram Singh Thakur has done his graduation from Osmania University Hyderabad and is having more than 17 years of experience in Management Level in IT industry as well as Hotel and Service Industry and also holds an extensive experience of grading and examining diamonds on basis of their colour clarity and cut. He is an effective communicator with exceptional relationship management skills and training developing and recognizing employees for outstanding effort and initiative.
Directorship held in other companies	NIL
Disclosure of relationships between directors (in case of appointment)	Mr. Vikram Singh Thakur is not related to any Director of the Company.
Remuneration sought to be paid	Sitting Fees and Commissions, if any

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto and forms part of the notice.
2. The Notice is being sent by email to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 25th December, 2020 (“cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt Limited. A copy of this Notice will also be available on the Company’s website www.goyalassociatesltd.com, on the website of CDSL e-voting at www.evotingindia.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
3. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically.
4. The Company has appointed Mr. Suhas Bhattbhatt of M/s. S Bhattbhatt & Co, Practicing Company Secretaries (Membership No. 11975, C.O.P. 10427), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company’s website www.goyalassociatesltd.com as well as on the website of stock exchanges on which the shares of the Company are listed. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. 31st January, 2021 in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.
5. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder and the provisions of the MCA Circulars, the Company is providing facility for voting by electronic means (“remote e-voting”) to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an arrangement with CDSL for facilitating remote e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
6. Once the vote cast by the member on remote-voting, he/she not be allowed to change it subsequently or cast the vote again.
7. The Scrutiniser will submit his report to the chairman of the Company (“the chairman”) or to any other person authorized by the chairman after the completion of the Scrutiny on remote e-voting. The result of Postal ballot shall be declared within 48 hours of end of e-voting and upon receipts of report of scrutiniser and communicated to stock exchange and shall also be displayed on the Company’s website at www.goyalassociatesltd.com.

8. The last date specified for remote e-voting shall be the date on which the resolution would be deemed to have been passed if approved by the requisite majority as provided under the relevant provision of Companies act 2013 and rules made thereunder.

INSTRUCTIONS FOR REMOTE E-VOTING:

The instructions for shareholders voting electronically are as under:

The voting period begins on Thursday, December 31, 2020 @ 9:00 hours (IST) and ends on Sunday, January 31, 2021 @ 17:00 hours (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. Friday, December 25, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

1. Click on Shareholders.
2. 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.
3. Next enter the Image Verification as displayed and Click on Login.
4. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
5. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • 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 Sequence Number which is printed on Postal Ballot Form.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)-

6. After entering these details appropriately, click on "SUBMIT" tab.
7. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <Goyal Associates Limited> on which you choose to vote.
10. 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.

11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
14. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.

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 under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. : 1

The shareholders of the Company at their Twenty-fifth Annual General Meeting held on September 27, 2019 had appointed M/s. D GMS & Co. (Formerly known as M/s Doshi Maru & Associates), (Chartered Accountants) (Firm Registration number: 0112187W) as the Statutory Auditors of the Company for a period of five years from the conclusion of Twenty-Fifth Annual General Meeting until the conclusion of the Thirtieth Annual General Meeting.

M/s. D GMS & Co. (Formerly known as M/s Doshi Maru & Associates), vide their e mail communication dated November 5, 2020 have informed the Company that due to commercial reasons, they will not be able to continue as the Statutory Auditors of the Company and would like to resign as the Statutory Auditors of the Company w.e.f. November 5, 2020 which has resulted into a casual vacancy in the office of the Statutory Auditors of the Company.

DGMS have issued their limited review reports on the Company's results for the quarter and half-year ended September 30, 2020. Their intention to step down as Statutory Auditors of the Company was received by email on November 5, 2020 and was duly placed before the Audit Committee and Board of Directors of the Company at their meetings held on November 5, 2020 respectively. DGMS have confirmed to the Chairman of the Audit Committee that there were no other misgivings or reasons for resigning other than the commercial reasons and will extend their co-operation to the new Statutory Auditors for smooth transition.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on December 01, 2020 approved the appointment of M/s. Parekh Sharma & Associates, Chartered Accountants having (Firm Registration No: 129301 W) as the Statutory Auditors of the Company w.e.f. December 01, 2020, to fill the casual vacancy caused by the resignation of DGMS, till the conclusion of next Annual General Meeting (27th) of the Company, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

M/s. Parekh Sharma & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Companies Act, 2013.

M/s Parekh Sharma & Associates, Chartered Accountants (FRN: 129301W) is a Partnership firm established in 2008. The firm offers a wide range of specialised professional services that meets the immediate as well as the long term multi-disciplinary business needs of clients. The firm is situated in Mumbai led by 3 Partners, the core team of professionals of firm comprising of Chartered Accountants and having competencies in areas such as Auditing & Assurance, Direct Taxation, Indirect Taxation, Business Advisory Services, System Control Development etc. is capable of providing necessary edge to client across industries.

The firm is committed to provide best attention to clients using high quality methods and it has rendered services to many clients in different fields. The firm has a valid Peer Review Certificate and also reviewed by Quality review Board of Institute of Chartered Accountants of India and had been auditors of large Listed and Unlisted Public Company.

The Board of Directors recommends Ordinary Resolution set out at Item No. 1 for approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1 of the Notice.

Item No.: 2

The Board, at its meeting held on November 19, 2020 appointed Vikram Singh Thakur as an Additional Non-Executive Independent Director of the Company with effect from November 19, 2020, pursuant to Section

161 of the Companies Act, 2013. The Company has also received (i) consent in writing from Vikram Singh Thakur to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Vikram Singh Thakur to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act.

In the opinion of the Board, Vikram Singh Thakur fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent. The resolution seeks the approval of members for the appointment of Vikram Singh Thakur as an Independent Director of the Company up to November 18,2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Vikram Singh Thakur to whom the resolution relates is interested in or concerned with the resolution in Item no. 2. The Board recommends the resolution set forth in Item no. 2 for approval of the members.

For and on behalf of the Board
Goyal Associates Limited

Sd/-
Durga Prasad
Managing Director
DIN: 08767473

Date: 23/12/2020
Place: Ahmedabad

Goyal Associates Limited

Registered Office: A/208 Titanium City Centre near Sachin Tower 100ft Ring Road, Satellite Ahmedabad - 380015
Corporate Office: Plot No. 134 & 141, #6-3-347/22/6, Sri Durga Tulasi Apartments Panjagutta Hyderabad – 500082
Tel No.: 9121541810; CIN: L74999GJ1994PLC023281; E-Mail Id: info@goyalassociatesltd.com
Website: www.goyalassociatesltd.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the form)

Postal Ballot No.:

Sr.No.	Particulars	Details of Members
1.	Name(s) and registered address of Shareholder(s), including joint-holders, if any (in block letters)	
2.	Registered Folio No. / DP ID No. / Client ID No.	
3.	No. of Shares held	

I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 23rd December, 2020 of Goyal Associates Limited (the "Company") by conveying / sending my / our assent or dissent to the said resolutions by placing a tick (v) mark in the appropriate column below:

Agenda Item No.	Description	Resolution Type	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Appointment of Parekh Sharma & Associates, Chartered Accountants, (Firm Registration Number: 129301W) as the Statutory Auditor of the company to fill casual vacancy caused by resignation of M/S DGMS (formerly known as Doshi Maru & Associates) Chartered Accountants.	Ordinary Resolution			
2.	Appointment of Vikram Singh Thakur (DIN:08961094), as a Non-Executive Independent Director of the company w.e.f 19th November,2020 for a period of five years.	Ordinary Resolution			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	Sequence Number
201215018	

NOTE:

- Please read the Instructions carefully before exercising your votes.
- As per Guidance of MCA Circular due to ongoing pandemic COVID-19, the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

INSTRUCTIONS:

1. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier / post at the expense of the Shareholder(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialised form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5:00 p.m.) on 31st January, 2021. Postal Ballot Form received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
6. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
7. A Shareholder 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 close of working hours (5:00 p.m.) on 31st January, 2021.
8. The exercise of vote through postal ballot is not permitted through a proxy.
9. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e. 25th December, 2020.
11. The Shareholders are requested not to send any other paper along with the Postal Ballot Form. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final. A postal ballot form shall inter alia be considered invalid if: (a) A form other than one issued by the company has been used; (b) It has not been signed by or on behalf of the Member; (c) Signature on the postal ballot form doesn't match the specimen signatures with the company; (d) It is not possible to determine without any doubt the assent or dissent of the Member; (e) Neither assent nor dissent is mentioned; (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member; (g) The envelope containing the postal ballot form is received after close of working hours (5.00 p.m.) on 31st January, 2021; (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; (i) It is received from a Member who is in arrears of payment of calls; (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
14. **The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. A member cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid.**