

Date: 12/08/2019

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

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

Sub.: Postal Ballot Notice



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

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations, if any, please find enclosed herewith Postal Ballot Notice dated August 9, 2019 alongwith Postal Ballot Form. Kindly take the same on record.

Thanking you.

For **PC Jeweller Limited**



(VIJAY PANWAR)
*
Company Secretary

Encl.: As above

PC Jeweller Limited

REGD. & CORPORATE OFF: C - 54, PREET VIHAR, VIKAS MARG, DELHI - 110 092 PH: 011 - 49714971 FAX : 011 - 49714972

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

PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Registered Office: C - 54, Preet Vihar, Vikas Marg, Delhi-110 092

Phone: 011 - 49714971, Fax: 011 - 49714972

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



POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modifications or re-enactments thereof, for the time being in force) to seek your approval through Postal Ballot / e-voting to the following Special Businesses:

- 1) Re-appointment of Dr. Manohar Lal Singla as an Independent Director
- 2) Re-appointment of Shri Krishan Kumar Khurana as an Independent Director
- 3) Re-appointment of Shri Miyar Ramanath Nayak as an Independent Director

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice along with a Postal Ballot Form for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors ("Board") of the Company has appointed Shri Randhir Singh Sharma, Practicing Company Secretary (CP No.: 3872), Proprietor R S Sharma & Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and return Postal Ballot Form duly filled and signed indicating Assent (FOR) or Dissent (AGAINST) for the aforesaid Special Businesses, in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than 5:00 P.M. on September 11, 2019. The Company is also providing e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The Company has engaged the services of Karvy Fintech Private Limited as the Agency to provide e-voting facility.

Based on the Scrutinizer's report, the result of Postal Ballot will be announced on or before 5:00 P.M. on September 12, 2019 at the Registered Office of the Company. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. September 11, 2019.

SPECIAL BUSINESS:

ITEM NO. 1: RE-APPOINTMENT OF DR. MANOHAR LAL SINGLA (DIN: 03625700) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, as amended, Dr. Manohar Lal Singla (DIN: 03625700), who holds office as an Independent Director upto September 12, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 5 (Five) consecutive years with effect from September 13, 2019."

ITEM NO. 2: RE-APPOINTMENT OF SHRI KRISHAN KUMAR KHURANA (DIN: 00253589) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Krishan Kumar Khurana (DIN: 00253589), who holds office as an Independent Director upto September 12, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 5 (Five) consecutive years with effect from September 13, 2019."

ITEM NO. 3: RE-APPOINTMENT OF SHRI MIYAR RAMANATH NAYAK (DIN: 03352749) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Miyar Ramanath Nayak (DIN: 03352749), who holds office as an Independent Director upto September 12, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a further term of 5 (Five) consecutive years with effect from September 13, 2019."

By order of the Board,
For **PC Jeweller Limited**

Sd/-

(VIJAY PANWAR)

Company Secretary

Place : New Delhi

Date : August 9, 2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the proposed Special Business is annexed hereto.

2. Postal Ballot Notice is being sent by e-mail to those Members, who have registered their e-mail ID's with their Depositories (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent – Karvy Fintech Private Limited (“**Karvy**”) (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of Postal Ballot Notice along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope are being sent by permitted mode to those Members, whose e-mail ID's are not registered.

3. Postal Ballot Notice is being sent to those Members, whose names appear in Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) / Central Depository Services (India) Limited (“**CDSL**”) as on the **Cut-off date** i.e. **Friday, August 2, 2019**. Postal Ballot Notice is also available on the Company's website www.pcjeweller.com in the ‘Investors’ section as well as on Karvy's website <https://evoting.karvy.com>.

4. A person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.

5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.

6. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and other applicable Rules of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting facility electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Karvy as the Agency to provide e-voting facility. E-voting is optional.

7. **Members can opt for only one mode of voting i.e. either by Postal Ballot Form or by e-voting.** However, if Members cast their vote through both mode of voting, then the voting through e-voting shall prevail and the voting done by Postal Ballot Form shall be treated as invalid.

8. The e-voting facility shall be available during the following period:

Commencement of e-voting : From 9:00 A.M. on Tuesday, August 13, 2019
End of e-voting : Up to 5:00 P.M. on Wednesday, September 11, 2019

The e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy for voting thereafter.

9. The e-Voting Event Number, User ID and Password for e-voting are being sent by e-mail, to those Members who have registered their e-mail ID's and along with physical copy of Postal Ballot Notice to those Members, who have not registered their e-mail ID's.

10. The Scrutinizer will make a report of the total votes cast in favour or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same.

11. Based on the Scrutinizer's Report, the result of Postal Ballot will be declared by the Chairman / Managing Director or in his absence by the Company Secretary on Thursday, September 12, 2019 on or before 5:00 P.M. at the Registered Office of the Company.

12. The result will be displayed on the notice board of the Company at its Registered Office and placed on the Company's website www.pcjeweller.com and on Karvy's website <https://evoting.karvy.com>.

The result will also be forwarded to the Stock Exchanges, where the Company's shares are listed.

13. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. September 11, 2019.

14. Members are requested to carefully read the ‘Procedure and Instructions for e-voting’ mentioned hereunder:

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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

- i) Launch internet browser by typing <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your Folio No. / DP ID-Client ID (for NSDL) / 16 digits Beneficiary ID (for CDSL) will be your Used ID.
- iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.
- iv) After entering these details appropriately, click “LOGIN”.
- v) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- vi) You need to login again with the new credentials.
- vii) If you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- viii) On successful login, system will prompt you to select the ‘EVENT’ i.e. ‘**PC Jeweller Limited**’.
- ix) On the voting page, you will see resolutions description and against the same the option ‘FOR / AGAINST / ABSTAIN’ for voting. Enter the number of shares as on the Cut-off date i.e. August 2, 2019 (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 Member does not indicate either ‘FOR’ or ‘AGAINST’, it will be treated as ‘ABSTAIN’ and the shares held will not be counted under either head.
- x) Cast your vote by selecting an appropriate option and click ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm else click ‘CANCEL’ to change your vote.
- xi) Once you ‘CONFIRM’ your vote on the resolutions, you will not be allowed to modify your vote.
- xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xiii) Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) are required to send scanned certified true copy (PDF format) of the relevant Board resolution / Power of Attorney / Authority Letter to the Scrutinizer at the e-mail ID rss.scrutinizer@gmail.com with copy to evoting@karvy.com.
- xiv) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact Shri V. Raghunath, Deputy Manager (RIS)

at Karvy at e-mail id: raghu.veedha@karvy.com, contact no.: 040-67161606 or can also call Karvy's toll free no.:1800-345-4001.

B. For Members receiving Postal Ballot Notice by Post:

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

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

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

15. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form

from the link <https://evoting.karvy.com> or seek the same from Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31 - 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 and send the duly filled and signed form to the Scrutinizer.

16. Members desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on Postal Ballot Form and return the same to the Scrutinizer duly completed and signed in the enclosed self-addressed postage pre-paid business reply envelope not later than 5:00 P.M. on September 11, 2019. Postal Ballot Forms received thereafter shall not be considered.

17. The relevant documents will be available for inspection by Members at the Registered Office of the Company between 11:00 A.M. to 4:00 P.M. on all working days, other than Saturday, up to the last date of voting i.e. September 11, 2019.

EXPLANATORY STATEMENT

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

ITEM NOS. 1, 2 AND 3:

BRIEF PROFILE OF DR. MANOHAR LAL SINGLA

Dr. Manohar Lal Singla was appointed as an Independent Director of the Company on September 20, 2011. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (the “Act”), Members of the Company at 9th Annual General Meeting held on September 13, 2014 approved the appointment of Dr. Manohar Lal Singla as an Independent Director of the Company for a period of 5 years up to September 12, 2019.

Dr. Manohar Lal Singla has over 35 years of professional experience in academics and industry in the specific areas of Information Systems, Business Process Re-engineering, e-Governance, Strategic IT Management and Decision Support Systems. Professor of Information Technology Management, he has been faculty at Faculty of Management Studies, University of Delhi since 1985. He has also worked with Management Development Institute, Gurgaon and Tata Consultancy Services, New Delhi. He is actively involved in teaching, training, research and consultancy in different areas of Management. He has been awarded IBM Faculty Award for research in BPR/BPM. He has been a part of many Committees and Panels in various Ministries of Government of India and UGC. Currently, he is the Dean (Re-engineering) of University of Delhi.

BRIEF PROFILE OF SHRI KRISHAN KUMAR KHURANA

Shri Krishan Kumar Khurana was appointed as an Independent Director of the Company on September 20, 2011. In terms of Section 149 and other applicable provisions of the Act, Members of the Company at 9th Annual General Meeting held on September 13, 2014 approved the appointment of Shri Krishan Kumar Khurana as an Independent Director of the Company for a period of 5 years up to September 12, 2019.

Shri Krishan Kumar Khurana has 35 years of experience and exposure in the legal and other inter-linked fields including matters relating to Banking, Corporate Laws, Foreign Exchange, Labour and Industrial Disputes etc. He is practising as an advocate at the Supreme Court of India and High Court of Delhi. He held the prestigious position of Additional Advocate General for the State of Punjab from year 2006 to 2013. He is the first Indian to be appointed on the panel of Arbitrator by Moscow Chamber of Commerce and Industry.

BRIEF PROFILE OF SHRI MIYAR RAMANATH NAYAK

Shri Miyar Ramanath Nayak was appointed as an Independent Director of the Company on February 7, 2014. In terms of Section 149 and other applicable provisions of the Act, Members of the Company at 9th Annual General Meeting held on September 13, 2014 approved the appointment of Shri Miyar Ramanath Nayak as an Independent Director of the Company for a period of 5 years up to September 12, 2019.

Shri Miyar Ramanath Nayak has served the banking industry for 40 years and has vast experience in the field of Gold Banking, Treasury and Forex Operations, Credit Risk Management, Priority Sector Lending and Branch Banking etc. After joining Corporation Bank – a Premier Public Sector Bank, he rose to the designation of General Manager before leaving the Bank due to his elevation to the post of Executive Director at Allahabad Bank.

Pursuant to the provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI, additional details of aforesaid Directors seeking re-appointment as Independent Directors, are provided at the end of Postal Ballot Notice.

As per Section 149 of the Act, an Independent Director shall be eligible for re-appointment on passing of a Special Resolution by Members and disclosure of such appointment in the Directors’ Report. Upon recommendation of Nomination and Remuneration Committee and after due consideration of report(s) of performance evaluation, the Board at its meeting held on August 9, 2019 has approved the re-appointments of Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak as Independent Directors of the Company for a further term of 5 (Five) consecutive years with effect from September 13, 2019 to September 12, 2024, subject to approval of Members of the Company.

The Company has received in writing a notice under Section 160 of the Act from a Member, proposing candidatures of Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak for the office of Director(s). The Company has also received from Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak (i) consent in writing to act as Director(s); (ii) declaration to the effect that they are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act; and (iii) declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On their re-appointments, Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak shall be paid sitting fees for attending the meetings of the Board and its Committees, as approved by the Board from time to time, but within the limits prescribed under the Act. Copy of draft letters of their re-appointment, as Independent Directors setting out the terms and conditions would be available for inspection by Members at the Registered Office of the Company during 11:00 A.M. to 4:00 P.M. on any working day except Saturday, upto September 11, 2019.

In the opinion of the Board, Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak are the persons of integrity and fulfil the conditions specified in the Act and the Rules made thereunder for their re-appointments as Independent Directors of the Company and are independent of the management and also possess appropriate skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. The Board considered that their continued association would be beneficial to the Company, hence, recommends the resolutions set out at Item Nos. 1, 2 and 3 of this Notice for your approval by way of Special Resolutions.

Except Dr. Manohar Lal Singla, Shri Krishan Kumar Khurana and Shri Miyar Ramanath Nayak and their relatives (to the extent of their shareholding interest, if any, in the Company), none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1, 2 and 3 respectively, of this Notice.

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

Place : New Delhi
Date : August 9, 2019

ADDITIONAL DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

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

Name	Dr. Manohar Lal Singla	Shri Krishan Kumar Khurana	Shri Miyar Ramanath Nayak
Particulars			
Date of Birth	January 20, 1958	February 12, 1957	May 13, 1952
Qualifications	B.E. (Mechanical) from Punjab University, Chandigarh, M.B.A. and Ph.D. (Management) from University of Delhi, New Delhi	B.A. from Maharishi Dayanand University, Rohtak, LL.B. from University of Delhi, New Delhi and M.A. from Kurukshetra University, Kurukshetra	B.Com. from University of Mysore, Mysore and Certified Associate of Indian Institute of Bankers
Expertise in specific functional areas	Management and Decision Support Systems	Legal Services	Gold Banking, Treasury & Forex Operations, Credit Risk Management
Date of first appointment on the Board	September 20, 2011	September 20, 2011	February 7, 2014
No. of meetings of the Board attended during the year 2018-19	7 of 7	7 of 7	5 of 7
Remuneration (Sitting Fee) drawn during the year 2018-19	Rs.3.70 lakhs	Rs.4.10 lakhs	Rs.2.40 lakhs
Relationships between directors inter-se and Key Managerial Personnel	None	None	None
Directorships held in other companies (excluding foreign companies and Section 8 companies)*	None	None	Asian Star Company Limited Vernekar Finance Private Limited
Chairmanships/Memberships of Committees of the Board of public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)*	PC Jeweller Limited Audit Committee - Chairman	PC Jeweller Limited Stakeholders' Relationship Committee – Chairman Audit Committee – Member	PC Jeweller Limited Audit Committee – Member Asian Star Company Limited Audit Committee – Member
Shareholding in the Company	Nil	Nil	Nil
Terms and Conditions of re-appointment	Re-appointment as an Independent Director, not liable to retire by rotation, for a further term of 5 years	Re-appointment as an Independent Director, not liable to retire by rotation, for a further term of 5 years	Re-appointment as an Independent Director, not liable to retire by rotation, for a further term of 5 years

* Information on Directorships and Committee positions are based on the disclosures received from the respective Director.

PC JEWELLER LIMITED

CIN: L36911DL2005PLC134929

Registered Office: C - 54, Preet Vihar, Vikas Marg, Delhi-110 092

Phone: 011 - 49714971, Fax: 011 - 49714972

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



POSTAL BALLOT FORM

Serial No.:

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

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in Postal Ballot Notice issued by the Company dated August 9, 2019 by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Item No.	Description	Number of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Re-appointment of Dr. Manohar Lal Singla (DIN: 03625700) as an Independent Director			
2.	Re-appointment of Shri Krishan Kumar Khurana (DIN: 00253589) as an Independent Director			
3.	Re-appointment of Shri Miyar Ramanath Nayak (DIN: 03352749) as an Independent Director			

Place:

Date:

(Signature of the Member)

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

✂.....✂..... CUT HERE✂.....✂.....

VOTING THROUGH ELECTRONIC MEANS

The Company has engaged the services of Karvy Fintech Private Limited (“Karvy”) as the authorized Agency to provide e-voting facility for Postal Ballot Notice dated August 9, 2019. E-voting facility is available at the link <https://evoting.karvy.com>. E-voting particulars are as under:

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

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

Commencement of E-voting	From 9:00 A.M. on Tuesday, August 13, 2019
End of E-voting	Up to 5:00 P.M. on Wednesday, September 11, 2019

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

This communication forms an integral part of Postal Ballot Notice dated August 9, 2019.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

- i) A Member desiring to exercise the vote by Postal Ballot Form should send duly completed and signed Postal Ballot Form to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postal Ballot Form, if sent by any other mode like courier, speed post, registered post etc. at the expense of Member, will also be accepted.
- ii) In case of joint holding, Postal Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
- iii) There will be only one Postal Ballot Form for every Folio irrespective of number of joint Members.
- iv) In case of shares held by Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) duly completed Postal Ballot Form should be accompanied by certified true copy of the Board Resolution / Power of Attorney / Authority Letter together with attested specimen signature of the duly authorised signatory(ies).
- v) Unsigned / incomplete or incorrect Postal Ballot Form shall be rejected.
- vi) Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than **5:00 P.M. on September 11, 2019**. Postal Ballot Forms received thereafter shall not be considered.
- vii) A Member may request for a duplicate Postal Ballot Form, if required, from Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31 - 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- viii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the **Cut-off date i.e. Friday, August 2, 2019**.
- ix) Please convey your assent (FOR) or dissent (AGAINST) in Postal Ballot Form. The assent / dissent must be accorded by placing a tick mark (✓) in the appropriate column of Postal Ballot Form.
- x) Member(s) are requested not to send any other paper along with Postal Ballot Form, other than as required, in the enclosed self-addressed postage pre-paid business reply envelope.
- xi) The Scrutinizer's decision on the validity of Postal Ballot Form shall be final and binding.
- xii) The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure on e-voting is enumerated in the Notes to Postal Ballot Notice.
- xiii) **Members can opt for only one mode of voting i.e. either by Postal Ballot Form or by e-voting.** However, if Members cast their vote through both mode of voting, then the voting through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.