



MAHARASHTRA SCOOTERS LTD.

CIN-L35912MH1975PLC018376
Regd. Office : C/o Bajaj Auto Limited,
Mumbai-Pune Road, Akurdi, Pune 411 035 (India)
Phone : 020-27472851, Fax : 020-27472764
Website : www.mahascooters.com

MSL:SH:SE:

10 February 2020

Corporate Relations Department BSE Limited 1 st Floor, New Trading Ring P.J. Tower, Dalal Street, MUMBAI 400 001 https://listing.bseindia.com	Corporate Listing Department National Stock Exchange of India Ltd. Plot No.C/1, C Block Bandra – Kurla Complex, Bandra (East) MUMBAI 400 051 https://connect2nse.com/LISTING
BSE Scrip Code No. 500266	NSE Scrip Symbol: MAHSCOOTER

Sub: **Intimation of completion of dispatch of Postal Ballot Notice and Postal Ballot Form**

Dear Sir,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Requirements) Regulations, 2015, we submit herewith a PDF copy of Notice of Postal Ballot dated 28 January 2020 and Postal Ballot Form referred to therein and confirm that the Company has completed dispatch of Postal Ballot Notice, accompanied with Postal Ballot Form and self-addressed pre-paid Business Reply Envelope, on **Saturday, 8 February 2020** to all the members registered as on **31 January 2020**, through permitted mode of dispatch, seeking their approval on Special Resolution referred to therein, by way of postal ballot, including e-voting.

The voting period started on **Monday, 10 February 2020 at 9.00 a.m. and ends on Tuesday, 10 March 2020 at 5.00 p.m.**, subsequent to which the voting module shall be disabled.

Kindly disseminate the above intimation on your portals.

Thanking you,

Yours truly,
For Maharashtra Scooters Limited


N.S. Kulkarni
Company Secretary & Compliance Officer



MAHARASHTRA SCOOTERS LTD.

CIN: L35912MH1975PLC018376

Regd. Office: C/o. Bajaj Auto Ltd.,
Mumbai-Pune Road, Akurdi,
Pune – 411 035

Website: www.mahascooters.com

E-mail: investors_msl@bajajauto.co.in

Phone: 020-66106564

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that approval of the members of **Maharashtra Scooters Limited** ("the **Company**") is sought for the following resolution through voting by postal ballot / e-voting in accordance with Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard – 2 on general meetings (the "SS2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws and regulations.

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

The Company has appointed Shri Shyamprasad D. Limaye, Practising Company Secretary (FCS No.1587, CP No.572) as Scrutinizer for conducting the Postal Ballot including remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through remote e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. of **Tuesday, 10 March 2020**. Postal Ballot Forms received after this day will be treated as invalid. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Rules as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is also providing e-voting facility for voting electronically on the resolution proposed in the Postal Ballot Notice. Members desirous of opting for e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of Postal Ballot (including e-voting) and the results of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorised by him by 12 March 2020, at the Registered office of the Company and also by placing the same on the Company's website i.e. www.mahascooters.com and on the website of KFin Technologies P. Ltd., Hyderabad, the Share Transfer Agent (KFin) of the Company at www.evoting.karvy.com and the result will simultaneously be communicated to the Stock Exchanges.

Approval for limiting Foreign Portfolio Investors' (FPIs) investment at 24% of the equity paid-up share capital in the Company

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

"RESOLVED that pursuant to the provisions of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and all other applicable acts, rules, regulations, provisions, circulars and guidelines (including any amendment, variation, statutory modifications or re-enactments thereof for the time being in force) and subject to such approvals, permissions and sanctions if any, and to the extent required of appropriate regulatory/statutory authorities including but not limited to Reserve Bank of India, Securities and Exchange Board of India, consent be and is hereby accorded for the limit of investment in the equity shares of the Company by and/or on behalf of Foreign Portfolio Investment Scheme or any other scheme, such that the aggregate foreign portfolio investments does not exceed 24 per cent of the equity paid-up share capital at any point of time on a fully diluted basis or such other limit as may be prescribed by any regulatory authority or under any law for the time being in force."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

By Order of the Board of Directors
For **Maharashtra Scooters Limited**

Sd/-

N.S. Kulkarni
Company Secretary

Place : Pune

Date : 28 January, 2020

NOTES:

1. Statement pertaining to the said resolution setting out all material facts, concerning the items and the reason thereof, as required under Section 102(1) of the Companies Act, 2013 for the above item of business is annexed to this Notice.
2. In compliance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise votes through electronic voting system('remote e-voting') on the e-voting platform provided by KFin Technologies Private Limited ('KFin') to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to this Notice and instructions covered in postal ballot form.
3. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
4. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with postage pre-paid Business Reply Envelope addressed to the Scrutinizer.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of Beneficial ownership maintained by the Depositories as on the close of business hours on Friday, **31 January 2020**.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, **31 January 2020 ("Cut-off date")**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. The e-voting period commences on **Monday, 10 February 2020 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Tuesday, 10 March 2020 (both days inclusive)**. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, **Friday, 31 January 2020** may cast their vote electronically. The e-voting module shall be disabled by KFin thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid Business Reply Envelope to the Scrutinizer Shri Shyamprasad D. Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572), so that it reaches the Scrutinizer not later than **5.00 p.m. IST on Tuesday, 10 March 2020**. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after **5.00 p.m. IST on Tuesday, 10 March 2020**, it will be considered that no reply from the Member has been received.
10. The resolution, if approved, shall be deemed to have been passed on the last date of voting, that is, Tuesday, **10 March 2020**.
11. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office from Monday to Friday from 10.00 am to 12.30 pm except holidays from the date of despatch of this Postal Ballot Notice.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
13. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. The postal ballot notice is being uploaded on the Company's website viz. www.mahascooters.com and of KFin viz. <https://evoting.karvy.com>.

16. INSTRUCTIONS FOR VOTING:

A. For Members who receive Notice of postal ballot through email:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$,etc.). 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. On successful login, the system will prompt you to select the EVENT i.e. Maharashtra Scooters Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at cssdlimaye@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'MSL_EVENT No'.
- xii. Members can cast their vote online from 10 February 2020 (9.00 a.m.) till 10 March 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFin on 1800 345 4001 (toll free).
- xiv. Members may alternatively cast their votes using the postal ballot form which can be downloaded from the Company's website viz., www.mahascooters.com and also on the website of KFin viz., <https://evoting.karvy.com> Please refer instructions provided in the postal ballot form.

B. For Members who receive the Notice of postal ballot in physical form:

- i. Members holding shares either in dematerialised or physical form who are in receipt of Notice in physical form, may cast their votes using the postal ballot form enclosed to this Notice. Please read carefully instructions provided in the postal ballot form and return the same, duly completed along with assent ('FOR') or dissent ('AGAINST'), in the enclosed pre-paid self-addressed business reply envelope to the Scrutinizer, Shri Shyamprasad D Limaye, Practising Company Secretary, Unit: Maharashtra Scooters Limited, C/o KFin Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, such that it reaches by 10 March 2020. Postal ballot forms received from the Members after 10 March 2020 (5.00 p.m.) will be strictly treated as if no reply has been received from the Member(s). Incomplete, unsigned, defaced or mutilated postal ballot form will be rejected and the Scrutinizer's decision on the validity of a postal ballot form and the votes cast will be final and binding.

- ii. Members may alternatively opt for remote e-voting, for which the User ID & initial password is provided at the bottom of the postal ballot form.
- iii. Please follow steps from Sl. No.(ii) to (xiii) under heading A above to vote through remote e-voting platform.

C. General Instructions:

- i. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - ii. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change the vote subsequently. A Member cannot vote both by postal ballot and remote e-voting and if he votes both by postal ballot and remote e-voting, his vote by postal ballot shall be treated as invalid.
17. The Scrutinizer shall, after conclusion of the voting period and completion of the scrutiny, submit his consolidated report to the Company. The result of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorised by him by 12 March 2020 at the Registered Office of the Company and also by placing the same on the Company's website viz., www.mahascooters.com and on the website of KFin viz., <https://evoting.karvy.com> and the results will simultaneously be communicated to the Stock Exchanges.

Annexure to the Notice:

Statement pursuant to Section 102(1) of Companies Act, 2013 ('the Act')

As per the erstwhile Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017, the total holdings of all Foreign Portfolio Investment (FPIs) including any other direct and indirect foreign investments in an Indian company were capped at 24% of paid-up equity share capital and any increase beyond 24% was subject to approval of Board and shareholders by way of a special resolution.

The Ministry of Finance, (Department of Economic Affairs), vide its notification dated 17 October 2019, superseded the Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018 with the introduction of Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("New rules").

As per the said new rules, the existing FPI limit with effect from 1 April 2020, will be the sectoral cap i.e. 100 per cent for the Company. The Company may, however, with approval of the Board and the shareholders (by means of a special resolution) decrease the said limit to 24%, 49% or 74% as the Company may choose before the said date i.e. 1 April 2020.

Accordingly, as approved by the Board of Directors of the Company at their meeting held on 28 January 2020, considering the existing FPI investment in the Company at about 5.11%, it is proposed to consider capping the FPI limit at 24 per cent of the equity paid-up share capital of the Company instead of 100% that is allowed by the Reserve Bank of India.

None of the Directors or key managerial personnel and their relatives are concerned or interested, directly or indirectly, financially or otherwise in this resolution except to the extent of their respective shareholding.

The Board commends the special resolution set out in the Notice for approval by shareholders.

By Order of the Board of Directors
For **Maharashtra Scooters Limited**

Place : Pune
Date : 28 January, 2020

Sd/-
N.S. Kulkarni
Company Secretary



CIN: L35912MH1975PLC018376

Regd. Office: C/o. Bajaj Auto Ltd., Mumbai-Pune Road, Akurdi, Pune - 411 035

Website: www.mahascoters.com

E-mail: investors_msl@bajajauto.co.in

Phone: 020-66106564

MAHARASHTRA SCOOTERS LTD.

POSTAL BALLOT FORM

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

Serial No.

(1) Name(s) of Member(s) (including joint-holders, if any)

(2) Registered address of the Sole/ First named member

(3) Folio No. / DP ID No. / Client ID No.* (*Applicable to Members holding shares in dematerialised form)

(4) No. of Equity shares held

(5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot/e-voting for the business stated in the Postal Ballot Notice of the Company dated 28 January 2020, by conveying my /our assent (For) or Dissent (Against) to the said Special Resolution by placing the tick (✓) mark at the appropriate box below:

Table with 4 columns: Description of Special Resolution, No. of Shares, I/We assent to the Resolution (For) (Number of Shares), I/We dissent to the Resolution (Against) (Number of Shares)

Table with 4 columns: Description of Special Resolution, No. of Shares, I/We assent to the Resolution (For) (Number of Shares), I/We dissent to the Resolution (Against) (Number of Shares)

Place: _____ Date: _____ Signature of Sole / First Named Member

ELECTRONIC VOTING PARTICULARS

Table with 2 columns: EVEN (E-Voting Event Number), USER ID, PASSWORD/PIN

Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period

Table with 2 columns: Commencement of Voting, End of Voting

Note: Please read the instructions printed overleaf before filling this form. For e-voting, please refer instructions under Note no. 16 in the Postal Ballot Notice sent herewith.



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Serial No.

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Table with 2 columns: Commencement of Voting, End of Voting

Note: Please read the instructions printed overleaf before filling this form. For e-voting, please refer instructions under Note no. 16 in the Postal Ballot Notice sent herewith.

INSTRUCTIONS

- 1) A member entitled to vote and desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and return the same, in the enclosed pre-paid self-addressed business reply envelope to Shri Shyamprasad D Limaye, Practising Company Secretary, (FCS No. 1587, CP No. 572), who is appointed by the Board of Directors as Scrutiniser for the postal ballot process.
- 2) Members are requested to convey their assent or dissent in this Postal Ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- 3) Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier at the expense of the member, will also be accepted.
- 4) Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company's share transfer agent i.e. KFin Technologies Pvt. Ltd. /Depository Participant(s). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named member.
- 5) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/authority letter and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite instructions to the person voting on the Postal Ballot Form.
- 6) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- 7) Additionally, please note that the Postal Ballot Form shall be considered invalid if:
 - a) A form other than the one issued by the Company has been used;
 - b) It is not possible to determine without any doubt the assent or dissent of the member;
 - c) Neither assent or dissent is mentioned;
 - d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
- 8) The right of voting by postal ballot cannot be exercised by a Proxy.
- 9) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on 31 January 2020 (cut-off date).
- 10) Duly completed Postal Ballot form should reach the scrutinizer not later than 5.00 p.m. IST on Tuesday, 10 March 2020. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
- 11) A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's website (www.mahascooters.com) and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
- 12) The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in the Notice of the Postal Ballot dated 28 January 2020.
- 13) A member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot form. If a member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.

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