

# LOGIX MICROSYSTEMS LIMITED

Registered Office: 177/2C, Billekahalli Industrial Area, Bannerghatta Road, Bangalore-560076

Ph. 080-67125400 Fax: 080-67125408 www.logixworld.com

CIN: L72200KA1995PLC018734 Email ID: Info@logixworld.com

## POSTAL BALLOT FORM

1. Name & Registered Address of the sole/ first named shareholder :
2. Name(s) of the joint Holder(s), (if any)
3. Registered folio Number/  
DP ID No./Client ID No.\*  
\*(Applicable to investors holding shares in dematerialized form)
4. Number of Share(s) held
5. I/We hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated 2nd July 2014 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below( tick in both boxes will render the ballot invalid).

Sl. No.	Description	Type of Resolution	No. of Shares	For I/We assent to the Resolution	Against I/We dissent to the Resolution
(1)	Change of name of the Company from 'Logix Microsystems Limited' to 'IZMO Limited' pursuant to Section 13 of the Companies Act, 2013 and consequent alteration in the Memorandum and the Articles of Association of the Company	Special			
(2)	Transactions with Related Parties u/s 188 of the Companies Act, 2013	Special			
(3)	Amendment to the Employee Stock Option Scheme namely Employee Stock Option Plan 2013:	Special			

e-mail ID:

Place:

Date:

Signature of the Member

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH  
PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

## INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5 PM) on 1st August 2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 1st August 2014 providing sufficient time for postal transit. Facility of voting through electronic mode is being provided by the Company as per the Notice of Postal Ballot.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 30th June 2014.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Registered Office of the Company on 2nd August 2014 at 4PM. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website [www.logixworld.com](http://www.logixworld.com) and published in newspapers.
14. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Gopi SD, Senior Manager Finance and Accounts and Compliance Officer, Logix Microsystems Limited, 177/2C, Billekahalli Industrial Area, Bannerghatta Road, Bangalore-560076 Ph. 080-67125400 Fax: 080-67125408 and Email to: [gopi.sd@logixworld.com](mailto:gopi.sd@logixworld.com)

# LOGIX MICROSYSTEMS LIMITED

Registered Office: 177/2C, Billekahalli Industrial Area, Bannerghatta Road, Bangalore-560076

Ph. 080-67125400 Fax: 080-67125408 www.logixworld.com

CIN: L72200KA1995PLC018734 Email ID: Info@logixworld.com

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To:

The Members  
Logix Microsystems Limited  
Bangalore

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("The Act") read with the Companies (Management and Administration) Rules, 2014 (including the statutory modifications or re-enactment thereof for the time being in force) ("Rules") that the Resolutions appended below are proposed to be passed by the Members as Special Resolution by way of Postal Ballot by giving their assent/descent. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot Form.

In the event the draft resolution as set out is assented to by requisite majority of Members by means of a Postal Ballot, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The Special Resolution shall be declared as passed if the number of votes cast in favour is not less than three times the number of votes cast against the said Resolution, if any. The date of announcement of result of postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing the said Resolution.

Please read carefully the instructions printed on the enclosed Postal Ballot Form and return duly completed in the enclosed/attached self-addressed postage pre-paid envelope, so as to reach the scrutinizers before the close of working hours on 1st August 2014.

1. Change of name of the Company from 'Logix Microsystems Limited' to 'IZMO Limited' pursuant to Section 13 of the Companies Act, 2013 and consequent alteration in the Memorandum and in the Articles of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, the consent, authority and approval of the Company be and is hereby accorded to change the name of the Company from "Logix Microsystems Limited" to "IZMO Limited" and accordingly the name "Logix Microsystems Limited" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the name "IZMO Limited".

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and for removal of any difficulty or doubt, the Board (which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters

incidental or consequential thereto.”

2. Transactions with Related Parties u/s 188 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April 2014 upto the maximum per annum amounts as appended below for each of next five years:

(Rs. In crores)				
NAME OF RELATED PARTIES:-	Transactions defined u/s 188(1) of Companies Act, 2013			
	Sale, Purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services;
Logix Americas Inc., USA	50.00	5.00	Nil	50.00
Izmo Europe BVBA	50.00	5.00	Nil	50.00
Midrange Software Pte Ltd, Singapore	10.00	5.00	Nil	10.00
Homestar Systems Inc., USA	10.00	5.00	Nil	10.00
Homestar LLC, USA	10.00	5.00	Nil	10.00
Izmo AOA LLC	10.00	5.00	Nil	10.00
Carazoo Online Solutions Private Limited	10.00	5.00	5.00	10.00
Si2 Microsystems Private Limited	10.00	5.00	5.00	10.00
D'gipro Systems Private Limited	10.00	5.00	5.00	10.00
D'gipro Design Automation and Marketing Private Limited	10.00	5.00	5.00	10.00

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and for removal of any difficulty or doubt, the Board (which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.”

3. Amendment to the Employee Stock Option Scheme namely Employee Stock Option Plan 2013:

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

“RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association of the Company and pursuant to the provisions of Section 62 (1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the

provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including the Remuneration Committee/ Compensation Committee which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this Resolution), consent and approval of the Members of the Company be and is hereby accorded to amend the Employee Stock Option Scheme viz. Employee Stock Option Plan 2013 [ESOP 2013] as follows:

- a. By deleting the existing paragraph 8 of the ESOP 2013 and inserting the following paragraph 8:

**'8. Vesting Conditions / Schedule**

Options granted under ESOP 2013 would vest within a period not less than one year and not more than three years from the grant date of such options. Vesting of options would be subject to continuous employment with the Company and thus the options would vest on passage of time. In addition to this, the Remuneration Committee/ Compensation Committee may also specify certain performance parameters subject to which the options would vest. The specific vesting schedule would be 30% on completion of 1st year, 30% on completion of 2nd year and balance 40% on completion of 3rd year.'

- b. By deleting the existing paragraph 9 of the ESOP 2013 and inserting the following paragraph 9:

**'9. Exercise Price**

Options under the ESOP 2013 would be issued at nominal value of Rs.10/- per Share.'

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution and for removal of any difficulty or doubt, the Board (which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto."

Bangalore  
02.07.2014

By order of the Board  
For Logix Microsystems Limited

Sd/-  
Sanjay Soni  
Managing Director  
DIN: 00609097  
Address: Flat No. 9, Prestige  
Casablanca Apartments,  
12/1, Airport Road,  
Bangalore-560017

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses specified above is annexed hereto.
2. The Board vide its resolution passed on 23.06.2014 has appointed Mr. Manjunatha Reddy M having Membership No.: 19957 and CP No.: 7259, Practising Company Secretary, 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. Please carefully read the instructions printed and enclosed with the Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on 1st August 2014.
4. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on 30th June, 2014. 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. 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 Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period, whichever is earlier.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Registered Office of the Company and send the same by post to the Scrutinizer.

Members may contact Mr. Gopi SD, Compliance Officer, for any grievances connected with voting by postal ballot including voting by electronic means at the Registered Office of the Company at 177/2C, Billekahalli Industrial Area, Bannerghatta Road, Bangalore – 560 076 Ph. 080-67125400 Fax: 080-67125408.

6. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairperson on 2nd August 2014. The Chairperson will, or in her absence any other person so authorized by her will, announce the result of voting by postal ballot on 2nd August, 2014 at 4 P.M. at the Registered Office of the Company at 177/2C, Billekahalli Industrial Area, Bannerghatta Road, Bangalore – 560 076 and the Resolution will be taken as passed effectively on the date of announcement of the result by Chairperson or such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted on the website of the Company [www.logixworld.com](http://www.logixworld.com) besides being communicated to the stock exchanges on which the shares of the Company are listed.

All documents referred to in the accompanying Notice and the Explanatory Statement shall

be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to the date of declaration of the result of Postal Ballot.

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

### Item No. 1

Change of name of the Company from 'Logix Microsystems Limited' to 'IZMO Limited' pursuant to Section 13 of the Companies Act, 2013 and consequent alteration in the Memorandum and in the Articles of Association of the Company.

Most of the revenues of your Company are from the services provided to its subsidiaries in the US and the Europe. Since the introduction of the products 'IZMO' in the US through your Company's Subsidiary, the Company is popularly known in the said markets as 'IZMO'. Therefore, to fall in line with the name of the Company's products sold in the US and European Markets, it is proposed to change the name of Company to "IZMO Limited".

The Board of Directors of your Company has approved this item in the Board Meeting held on 23rd June, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company.

### Item No. 2

#### Transactions with Related Parties u/s 188 of the Companies Act, 2013.

The provisions of Section 188(1) of the Companies Act, 2013 that govern the following Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in case the paid-up share capital of a company is Rs. 10 crores or more, the prior approval of shareholders by way of a Special Resolution:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions which are not on arm's length basis.

The provisions of section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company in their meeting held on 23.06.2014 has approved the proposed transactions along with annual limits that your Company may enter into with its Related Parties as defined under the Companies Act, 2013 for the financial year 2014-15 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given below for kind perusal of the members:

(Rs. In crores)				
NAME OF RELATED PARTIES, NAME OF THE DIRECTOR WHO IS RELATED AND NATURE OF RELATIONSHIP WITH RELATED PARTIES:	Transactions defined u/s 188(1) of Companies Act, 2013 /Nature, material terms, monetary value and particulars of the contract and arrangement.			
	Sale, Purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services;
Logix Americas Inc., USA Wholly Owned Subsidiary of the Company	50.00	5.00	Nil	50.00
Izmo Europe BVBA Wholly Owned Subsidiary of the Company	50.00	5.00	Nil	50.00
Midrange Software Pte Ltd, Singapore Wholly Owned Subsidiary of the Company	10.00	5.00	Nil	10.00
Homestar Systems Inc., USA 98% held by Logix Americas Inc., USA	10.00	5.00	Nil	10.00
Homestar LLC, USA Wholly Owned Subsidiary of Homestar Systems Inc., USA	10.00	5.00	Nil	10.00
Izmo AOA LLC Subsidiary of Logix Americas Inc., USA	10.00	5.00	Nil	10.00
Carazoo Online Solutions Private Limited 49% held by the Company	10.00	5.00	5.00	10.00
Si2 Microsystems Private Limited Mr. Sanjay Soni has interest both in management and shareholding to the extent of 18.50% (approx) on as if converted and fully diluted basis	10.00	5.00	5.00	10.00
D'gipro Systems Private Limited Mr. Sanjay Soni is a Director	10.00	5.00	5.00	10.00
D'gipro Design Automation & Marketing Private Limited Mr. Sanjay Soni is a Director	10.00	5.00	5.00	10.00

(a) Name of the related party and nature of relationship: As provided in table above.

(b) Nature, duration of the contract and particulars of the contract or arrangement:

Most of the related parties are Subsidiaries of the Company situated outside India. These were not covered under the scope of Section 297 of the Companies Act, 1956. Now, that the provisions of Section 188 of the Companies Act, 2013 includes the bodies corporate incorporated outside India, this resolution is being passed to comply with the requirements of the said provision.

The details of nature of interests are provided in table above.

All the proposed contracts are for a period of 5 years commencing from 1st April 2014. Each Column states the proposed value of the Contract per year in each of the next five years commencing from 1st April 2014.

- i. Nature: Business/commercial contracts in the ordinary course of business;
  - ii. Duration: Each Contract is for a period of 5 years with effect from 1st April 2014
  - iii. Particulars of the Contract or arrangement: The nature of the Contract is for buying and selling of products, goods and services; Selling or otherwise disposing of, or buying, property of any kind; and Leasing of property of any kind.
- (c) Material terms of the contract or arrangement including the value, if any: As referred in point (b) above.
- (d) Any advance paid or received for the contract or arrangement, if any: Some advances are received from 1st April 2014 till date from some of the aforesaid parties and are duly recorded in the books of accounts.
- (e) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis. Further, the Company is also subject to transfer pricing norms prevalent in the country.
- (f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
- (g) Any other information relevant or important for the members to take a decision on the proposed transaction: Nil.

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act 2013, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The Board of Directors of your Company has approved this item in the Board Meeting held on 23rd June, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution. Promoter Directors and Key Managerial Personnel of the Company and their relatives are interested in this resolution to the extent of their shareholding in the Company.

Item 3: *Amendment to the Employee Stock Option Scheme namely Employee Stock Option Plan 2013*

**Amendment to the Employee Stock Option Scheme namely Employee Stock Option Plan 2013 [ESOP 2013]:**

Your Board with a view to make the ESOP 2013 more attractive to the employees of the Company and thereby attract and retain the talent in the Company proposes to amend the Employee Stock Option Scheme namely Employee Stock Option Plan 2013 by deleting the existing paragraphs 8 and 9 and introducing the new paragraphs 8 and 9 as detailed in the resolution.

All employees of the company would be benefited in the same manner by the proposed amendment to the ESOP 2013.

The Board of Directors of your Company has approved this item in the Board Meeting held on 23rd June, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company.

**By order of the Board  
For Logix Microsystems Limited**

**Bangalore .  
02.07.2014**

**Sd/-  
Sanjay Soni  
Managing Director  
DIN: 00609097  
Address: Flat No. 9,  
Prestige Casablanca Apartments,  
12/1, Airport Road,  
Bangalore-560017**

## INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope so as to reach the Scrutinizer before the closure of working hours (5 P.M.) on or before 1st August, 2014. The postage will be borne and paid by the Company.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in pt. (1) above.
4. This Postal Ballot Form should be completed and signed by the member or members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/Authority as mentioned in the item no. 6 above) along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. The Company also offers e-Voting facility. Please refer the instructions below for details.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "LOGIX" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed) and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com)

and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field; Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on <LOGIX> on which you choose to vote.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 3rd July 2014 at 9AM and ends on 1st August 2014 at 5PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <30.06.2014>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).