



Lakshmi Precision Screws Limited

(CIN: L35999HR1968PLC004977)

Registered Office: 46/1, Mile Stone, Hissar Road, Rohtak-124001
Email: complianceofficer@lpsindia.com, Website: www.lpsindia.com
Tel.: +91 1262 248289 Fax: +91 1262 248297

NOTICE OF 2ND POSTAL BALLOT

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

NOTICE is hereby given to the members of **Lakshmi Precision Screws Limited ("Company")** pursuant to the Section 110 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to consider and if thought fit, to pass the resolutions noted herein as Special Resolutions by way of Postal Ballot, by giving their assent/ dissent in the Postal Ballot Form annexed to this notice. The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

You are requested to carefully read the instructions printed in the Postal Ballot Form, for voting by "post" or through "electronic means" namely by –

- (i) returning the ballot form duly completed in all respects, as per instructions contained in the postal ballot form, in the attached self addressed postage pre-paid envelope, so as to reach the scrutinizer not later than 5.00 P.M. on 30th December, 2015: or
- (ii) casting their votes electronically from 01st December, 2015 (9.00 A.M.) to 30th December, 2015 (5.00 P.M.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot will be declared by the Chairman at the Registered Office of the Company.

The results will also be displayed on the website of the Company i.e. www.lpsindia.com, besides communicating to concerned Stock Exchanges where the shares of the Company are listed. The results of postal ballot shall also be announced through newspaper advertisement.

The Company is pleased to provide remote e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th November, 2015, may cast their vote electronically on the Business as set out in the Notice of the Postal Ballot through electronic voting system of **National Securities Depository Limited (NSDL)**.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of the results.

SPECIAL BUSINESS

- (1) To consider and to give ASSENT/ DISSENT for passing the following resolution as a **Special Resolution**:

Renewal in the remuneration package of Mr. Lalit Kumar Jain, Chairman and Managing Director for remaining period of his present tenure.

"RESOLVED THAT in continuation of the special resolution No.06 dated 29.09.2012, passed by the members in their 43rd Annual General Meeting and pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) 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, approval of the members be and is hereby accorded for the remuneration payable to Mr. Lalit Kumar Jain (DIN 00061293) as Chairman and Managing Director of the Company for the remaining period of his present tenure of 2 years of his appointment with effect from 01.01.2016 to 31.12.2017 on the terms and conditions as recommended by Nomination cum Corporate Governance and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter or vary the said terms and conditions at its discretion as it may deem fit and as acceptable to Mr. Lalit Kumar Jain within the limits specified in the Explanatory Statement without being required to seek further consent or approval of the members of the Company.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to file the necessary application to the Central Government for obtaining the approval and to do all such acts and things as may be deemed necessary in this regard."

- (2) To consider and to give ASSENT/ DISSENT for passing the following resolution as a **Special Resolution**:

Renewal in the remuneration package of Mr. Dinesh Kumar Jain, Vice Chairman and Managing Director for remaining period of his present tenure.

"RESOLVED THAT in continuation of the special resolution No.07 dated 29.09.2012, passed by the members in their 43rd Annual General Meeting and pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) 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, approval of the members be and is hereby accorded for the remuneration payable to Mr. Dinesh Kumar Jain (DIN 00066363) as Vice Chairman and Managing Director of the Company for the remaining period of his present tenure of 2 years of his appointment with effect from 01.01.2016 to 31.12.2017 on the terms and conditions as recommended by Nomination cum Corporate Governance and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter or vary the said terms and conditions at its discretion as it may deem fit and as acceptable to Mr. Dinesh Kumar Jain within the limits specified in the Explanatory Statement without being required to seek further consent or approval of the members of the Company.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to file the necessary application to the Central Government for obtaining the approval and to do all such acts and things as may be deemed necessary in this regard."

- (3) To consider and to give ASSENT/ DISSENT for passing the following resolution as a **Special Resolution**:

Renewal in the remuneration package of Mr. Vijay Kumar Jain, Joint Managing Director for remaining period of his present tenure.

"RESOLVED THAT in continuation of the special resolution No.08 dated 29.09.2012, passed by the members in their 43rd Annual General Meeting and pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the

Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) 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, approval of the members be and is hereby accorded for the remuneration payable to Mr. Vijay Kumar Jain (DIN 00073747) as Joint Managing Director of the Company for the remaining period of his present tenure of 2 years of his appointment with effect from 01.01.2016 to 31.12.2017 on the terms and conditions as recommended by Nomination cum Corporate Governance and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to alter or vary the said terms and conditions at its discretion as it may deem fit and as acceptable to Mr. Vijay Kumar Jain within the limits specified in the Explanatory Statement without being required to seek further consent or approval of the members of the Company.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to file the necessary application to the Central Government for obtaining the approval and to do all such acts and things as may be deemed necessary in this regard."

By Order of the Board of Directors
For **Lakshmi Precision Screws Limited**
Santosh Kumar Sharma
Company Secretary

Place :New Delhi
Date :13th November 2015

FCS 6817
46/1, Mile Stone, Hissar Road, Rohtak - 124001

NOTES:

- (1) An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of the Special Business set out above and procedures for voting through "electronic means" is annexed hereto
- (2) Please read the instructions printed on the reverse of the Postal Ballot Form, before exercising the vote.
- (3) Postal ballot form & self addressed pre-paid postage envelope.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED 13TH NOVEMBER, 2015

Item No. 01 to 03

Mr. Lalit Kumar Jain, Chairman and Managing Director, Mr. Dinesh Kumar Jain, Vice Chairman and Managing Director and Mr. Vijay Kumar Jain, Joint Managing Director were appointed by the members in their Annual General Meeting held on 29.09.2012 for a period of 5 years i.e. 01.01.2013 to 31.12.2017 on a remuneration package as approved by the Central Government. Consequently, the applications made to the Central Government, the Company has received the approval of Central Government for the appointment for a period of 5 years from 01.01.2013 to 31.12.2017 and payment of remuneration for a period of three years from 01.01.2013 to 31.12.2015 vide its letters no.SRNo. B60507860/04/2012-CL.VII, SRNo. B60508405/4/2012-CL.VII dated 17.09.2013 and SRNo.B60508736/4/2012-CL.VII dated 29.10.2013 respectively. Accordingly, their terms of approval of remuneration are effective upto 31.12.2015.

Presently, Mr. Lalit Kumar Jain, Chairman & Managing Director have a sanctioned remuneration of Rs.11.50 lacs per month; and Mr. Dinesh Kumar Jain, Vice Chairman & Managing Director and Mr. Vijay Kumar Jain, Joint Managing Director each have a sanctioned remuneration of Rs.11 lacs per month. The annual turnover of the Company touched to Rs.372 crores during the financial year 2014-15 as on 31.03.2015. The Company has fixed the target of turnover of Rs.425 crores for the financial year 2015-16 and Rs.500 crores for the financial year 2016-17. The job responsibilities of Whole Time Executive Directors have also considerably increased. Considering their background, outstanding contribution and achievements, and as a part of the initiative to create continued enduring leadership for the Company, the Nomination cum Corporate Governance and Remuneration Committee as well as the Board of Directors at their meetings held on 13.11.2015 have approved the remuneration package for the remaining period of his tenure of 2 years of their appointment with effect from 01.01.2016 to 31.12.2017, the remuneration package to be paid individually and severally and on the terms and conditions as set out below:-

1. Basic Salary and Other Allowances:

- | | | |
|---------------------------|---|--|
| (a) Mr. Lalit Kumar Jain | : | Basic Salary Rs.5,50,000 per month
Other Allowances Rs.6,00,000 per month |
| (b) Mr. Dinesh Kumar Jain | : | Basic Salary Rs.5,50,000 per month
Other Allowances Rs.5,50,000 per month |
| (c) Mr. Vijay Kumar Jain | : | Basic Salary Rs.5,50,000 per month
Other Allowances Rs.5,50,000 per month |

2. Contribution to provident fund, superannuation fund or any annuity fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.

3. **OTHER BENEFITS**

- (i) The Chairman and Managing Director, Vice Chairman and Managing Director and Joint Managing Director shall also be entitled to such other benefits, schemes, privileges and amenities as are granted to senior executives of the Company in accordance with the Company's practices, rules and regulations in force from time to time.
- (ii) Further they will be reimbursed various expenses incurred in the interest of the business of the Company like entertainment and traveling expenses.

The disclosure of the information under Clause 49 of the Listing agreement with the Stock Exchanges and pursuant to Secretarial Standard - 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government are given in the Annexure to the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Lalit Kumar Jain, Mr. Vijay Kumar Jain, Mr. Rajesh Jain and Smt. Sushila Devi Jain, Directors are interested in passing of resolutions set out at item nos.01 & 03. Further, no other Director or key managerial personnel or their respective relatives except Mr. Dinesh Kumar Jain are interested in passing

of resolution set out at item no. 02.

The above may also be treated as an abstract of the terms and conditions of above remuneration and memorandum of interest pursuant to the provisions of Section 190 of the Companies Act, 2013.

The Board commends the Special Resolutions as set out at Item Nos.01 to 03 of the Notice for approval by the Members.

The above proposals are in the interest of the Company and the Directors recommend the proposed Special Resolutions for the approval of the members of the Company.

The copy of all the documents referred to in the notice and explanatory statement are open for inspection of the shareholders of the Company at the registered office of the Company on all working days (from Monday to Saturday) except holidays, between 11:00 a.m. to 1:00 p.m. upto December 30, 2015.

By Order of the Board of Directors
For Lakshmi Precision Screws Limited
 Santosh Kumar Sharma
 Company Secretary
 FCS 6817
 46/1, Mile Stone, Hissar Road, Rohtak - 124001

Place :New Delhi

Date :13th November 2015

PARTICULARS OF DIRECTORS SEEKING RENEWAL IN REMUNERATION AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE 2 (SS-2) SECRETARIAL STANDARD ON GENERAL MEETINGS/ CLAUSE 49 (VIII)(E) OF THE LISTING AGREEMENT

Name	Mr. Lalit Kumar Jain ED (DIN 00061293)	Mr. Dinesh Kumar Jain ED (DIN 00066363)	Mr. Vijay Kumar Jain ED (DIN 00073747)
Date of Birth	19.10.1954	07.09.1948	27.06.1957
Date of first appointment on the Board	05.12.1974	27.12.1968	05.12.1974
Qualifications	Engineering Graduate	Commerce Graduate	Graduate
Experience, other details and expertise in specific functional areas	Mr. Jain has 41 years of experience as an Industrialist. He has a wide experience of project management, finance, technology, marketing, HRD & better quality management. He has contributed greatly on matters relating to Corporate Governance, Business Development and holding of high level reviews of corporate strategy and planning. His comprehensive industrial exposure brings highly valued insights in strategy & brand building of the Company. Mr. Jain is engaged whole time in looking after and supervising the affairs of the Company & has indepth understanding.	Mr. Jain has the distinguished credit of carrying with him over 47 years rich Industrial experience. He is on the Board as Whole time Director since the date of inception of the Company. He has a wide experience in the field of finance, banking, sales/ marketing, HRD, excise and taxation, and administration. He has contributed greatly, in the company achieving its present position.	Mr. Jain has the distinguished credit of carrying with him over 41 years of rich Industrial experience. He has a wide experience in the field of finance, purchase, project implementation, general administration, environment protection and eco-friendliness. He has also contributed greatly, in the company achieving its present position.
Details of remuneration sought to be paid (Item No.01 to 03)	Details available in the Postal Ballot Notice	Details available in the Postal Ballot Notice	Details available in the Postal Ballot Notice
Current remuneration	Rs.1.38 crores	Rs.1.32 crores	Rs.1.32 crores
Name of the other Companies in which holds Directorship	<ul style="list-style-type: none"> • Indian Fasteners Ltd. • Amit Screws Pvt. Ltd. • LPS Bossard Pvt. Ltd. • LPS Bossard Information Systems Pvt. Ltd. • LVR Holding Ltd. • LPS-EJOT Fastening Systems Pvt. Ltd. 	<ul style="list-style-type: none"> • Indian Fasteners Ltd. • Advance Cable Technologies Pvt. Ltd. • Sanchar Engineers Pvt. Ltd. 	<ul style="list-style-type: none"> • Indian Fasteners Ltd. • Amit Screws Pvt. Ltd. • LVR Holding Ltd.
Name of Committee of the other Companies in which holds Membership/ Chairmanship	NIL	NIL	NIL
Shareholding in the Company	11,59,600 Equity Shares of Rs.10/- each	2,52,000 Equity Shares of Rs.10/- each	11,32,593 Equity Shares of Rs.10/- each
Relationship with Other Director(s), Manager and other KMP of the Company	Son of Smt, Sushila Devi Jain, Director and Brother Mr. Vijay Kumar Jain, Joint Managing Director and Mr. Rajesh Jain, Director	Not related to any Director, Manager and KMP of the Company	Son of Smt, Sushila Devi Jain, Director and Brother Mr. Lalit Kumar Jain, Chairman & Managing Director and Mr. Rajesh Jain, Director
Number of meetings of the Board attended during the year	4 (Four) during the financial year 2014-15 3 (Three) during the financial year 2015-16	4 (Four) during the financial year 2014-15 3 (Three) during the financial year 2015-16	2 (Two) during the financial year 2014-15 Nil during the financial year 2015-16

Notes :-

- The Company is pleased to offer remote e-voting facility for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his/ her right to vote on the postal ballot by electronic means and the business may be transacted through remote e-voting services provided by NSDL. The Company may pass any resolution by electronic voting system in accordance with the above provisions.
- Voting rights are reckoned on the basis of the shares registered in the name of Members/Beneficial owners as on cut-off date 13th November, 2015.

Members are requested to read instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and pre-paid postage envelope so as to reach the Scrutinizer on or before on the 30th December, 2015 (5.00 P.M.) at the following addressed Mr. Suresh Kumar, Scrutinizer, M/s RMG & Associates, Company Secretaries, 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi – 110005. +91 9968300649 (Hand phone) | +91 11 2875 2857, 4742 0000 (Tel) | +91 11 4504 2509

3. The instructions for remote e-voting are as under:

(A). In case of member receives an email from NSDL, whose email id is registered with the Company/ Depository Participant(s).

1. Open email and open PDF file named – “Lakshmi Precision Screws Limited remote e-voting pdf” with the Client ID or Folio No. as password. The said PDF file contains the user ID and password/ PIN for e-voting. Please note that the password is an initial password, which the member may change.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
3. Click on Shareholder – Login.
4. Put user ID and password as initial password/ PIN noted in step (1) above. Click Login.
5. Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of remote e-voting opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of Lakshmi Precision Screws Limited.
8. Now, the members may cast the vote as the page opens.
9. Members cast their vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once a member has voted on the resolution, the member will not be allowed to modify the vote.
12. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to e-voting@rmgcs.com or complianceofficer@lpsindia.com with a copy marked to evoting@nsdl.co.in.

(B). In case of a member receiving the physical copy [i.e. whose email IDs are not registered with the Depository Participant(s)].

1. Initial password is provided as below/ at the bottom of the Ballot Paper:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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2. The Member may follow all steps from serial no. 2 to 12 in (A) above to cast the vote.
3. In case of any queries, the member may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsd.com or contact NSDL at the toll free No.1800-222-990.

Contract details of the person responsible to address the grievances connected with the electronic voting.	Mr. Rajiv Ranjan Assistant Manager – NSDL 4 th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Email: evoting@nsdl.co.in or rajivr@nsdl.co.in Phone: +91-22-24994600/ 24994738 Toll Free No.1800-222-990
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4. If the member is already registered with NSDL for e-voting then member can use the existing user ID and password/ PIN for casting the vote.
5. Members can also update their mobile number and email id in the user profile details of the folio, which may be used for sending future communication.
6. The remote e-voting period commences on 01st December, 2015 (9.00 am) and ends on 30th December, 2015 (5.00 pm). During this period, members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th November, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 13th November, 2015.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting by postal ballot.
9. The Company has appointed Mr. Suresh Kumar, Practicing Company Secretary (Membership No: FCS 07776, COP No. 8529) Partner of M/s. RMG & Associates, Company Secretaries as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman and Managing Director/ Managing Director of the Company.
11. The results declared along with the Scrutinizers Report shall be placed on the website of the Company www.lpsindia.com and website of NSDL immediately after the declaration of results by the Chairman or a Director authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited and National Stock Exchange Limited, Mumbai.



Lakshmi Precision Screws Limited

(CIN: L35999HR1968PLC004977)

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Email: complianceofficer@lpsindia.com, Website: www.lpsindia.com.
Tel.: +91 1262 248289 Fax: +91 1262 248297

Sr. No.

POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by Company)

1. Name and address of the sole/ first named shareholder (in block letters)
2. Name(s) of the joint holders, if any :
3. Registered Folio No./DP ID No./ Client ID No.*
*(Applicable to members holding Shares in dematerialized form)
4. Number Of Share(s) held :
5. Class of Share : Equity Shares

SPECIMEN

I/ we hereby exercise my/ our vote in respect of Special Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 13th November, 2015 by conveying my/ our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Special Resolution for renewal in the remuneration package of Mr. Lalit Kumar Jain, Chairman & Managing Director for remaining period of his present tenure.			
2.	Special Resolution for renewal in the remuneration package of Mr. Dinesh Kumar Jain, Vice Chairman & Managing Director for remaining period of his present tenure.			
3.	Special Resolution for renewal in the remuneration package of Mr. Vijay Kumar Jain, Joint Managing Director for remaining period of his present tenure.			

Place :

Date :

Signature of Shareholder(s)

(Note: This portion may be torn off and retained by the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event No.)	USER ID (16 Digits Demat Account /Folio No.)	PASSWORD / PIN

Note: Please read notes/ instructions for postal ballot/ remote e-voting before filling the form (casting your vote through remote e-voting. Last date for receipt of Postal Ballot Forms by the Scrutinizer/ casting your vote by remote e-voting is Wednesday, 30th December, 2015 (5.00 P.M).

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Instances in which the Postal Ballot form shall be treated as invalid or rejected:

- 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 the last date prescribed;
- 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; and
- k) Member has made any amendment to the resolution or, imposed any condition while exercising his vote.

A Postal Ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

Members who have not received Postal Ballot form may apply either to the Company at the above mentioned address/ email or contact our scrutiner Mr. Suresh Kumar, M/s RMG & Associates, Company Secretaries, 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi - 110005. +91 9968300649 (Hand phone) | +91 11 2875 2857, 4742 0000 (Tel) | +91 11 4504 2509 email: suresh@rmgcs.com

INSTRUCTIONS FOR FILLING THE POSTAL BALLOT FORM

1. In terms of the provisions of Section 110 of the Companies Act, 2013, the relevant Rules made there under, the assent or dissent of the shareholders of the Company in respect of the Special Resolutions content in the Postal Ballot Notice dated November 13, 2015 shall be determined through Postal Ballot.
2. The Board of Directors has vide its resolution passed on November 13, 2015 appointed Mr. Suresh Kumar, Practicing Company Secretary (holding Membership No. FCS- 07776 and C.P. - 8529) partner of M/s. RMG & Associates, New Delhi as the Scrutinizer for conducting the Postal Ballot process in accordance with the applicable laws and in fair and transparent manner.
3. A Shareholder desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Registered Shareholder will also be accepted.
4. This postal ballot form should be completed and signed by the Shareholder as per the specimen signature recorded with the Company/ Depository Participant. In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.
5. In case of Shares held by Companies, Trusts, Societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization.
6. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. 5.00 P.M.) on 30th December, 2015. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. 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 date specified at the item no. 7 above.
9. Voting Rights shall be reckoned on the paid up value of the Shares registered in the name of the Shareholder as on the cut-off date.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form, except giving their assent or dissent and putting their signature. If any such paper is sent the same will be destroyed by the Scrutinizer.
11. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
12. The Postal Ballot shall not be exercised by Proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
13. The Scrutinizer will submit his consolidated report of Postal Ballot and remote e-voting process to the Chairman after completion of the scrutiny of the Postal Ballot Forms. The results will be announced on 02nd January, 2016 at the Registered Office of the Company and also be placed on the website of the Company.
14. The date of declaration of the results of the postal ballot, shall be deemed to be the date of passing the said resolutions. The results will be intimated to the Stock Exchanges on which the shares of the Company are listed, i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited and will also be published in a leading English newspaper and a vernacular newspaper. The same shall also be displayed on the website of the Company.
15. The documents referred to in this notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company.
16. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to The Company Secretary at the Registered Office of the Company or by email at sk.sharma@ipsindia.com
17. Shareholders who have not registered their email IDs are requested to register the same with the Company, in case of shares held in physical form and with their respective Depository Participants, in case of share held in dematerialized/electronic form.
18. In accordance with the provisions of clause 35B of the Listing Agreement entered into by the Company with the Stock Exchanges and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide the electronic voting (remote e-voting) facility as an option to its shareholders to enable them to cast their vote electronically instead of dispatching the postal ballot forms by post. The Company has engaged the services of **National Securities Depository Limited (NSDL)** to provide the remote e-voting facilities to the shareholders of the Company. It may be noted that remote e-voting is optional. If a shareholder has voted through remote e-voting facility, he/she is not required to send the postal ballot forms. If a shareholder votes through remote e-voting facility as well as sends his/ her vote through the Postal Ballot Form, then voting done through Postal Ballot Form shall prevail and voting done by remote e-voting will be treated as invalid by the Scrutinizer.