



## SUPRAJIT ENGINEERING LIMITED

Registered Office: No. 100, Bommasandra Industrial Area, Bangalore- 560 099  
CIN: L29199KA1985PLC006934, Telephone : +91-80-4342 1100, Fax : +91-80-2783 3279  
Email: info@suprajit.com and Website: www.suprajit.com

### **POSTAL BALLOT NOTICE** **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

To

The Members of Suprajit Engineering Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Postal Ballot Rules") (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders ("the Shareholders") of Suprajit Engineering Limited ("the Company"), to consider and if thought fit, pass, the resolutions noted herein below by way of Postal Ballot.

The Resolutions along with the Explanatory Statements setting out the material facts are as follows:

#### **SPECIAL BUSINESS:**

##### **1. Alteration of Main Objects:**

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

"RESOLVED THAT pursuant to the provisions of Section 13 (1) and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the requisite approval of the Registrar of Companies/Ministry of Corporate Affairs, consent of the Shareholders of the Company be and is hereby accorded to alter the Memorandum of Association of the Company to include new Main Objects.

- a) By adding the following new sub-clause 6 under Clause 3 (A):
- b) To carry on business as manufacturers, buyers, sellers, importers, exporters and agents for all kinds of electric lamps, including fluorescent lamps of all kinds, incandescent lamps of all types, including vacuum and gas filled lamps, general lightning service lamps, high wattage lamps, photo flood lamps, automobile and vehicle lamps, train lamps, locomotive headlight lamps, miniature lamps, telephone dial lamps, projector lamps, tungsten halogen lamps, LED lamps of various kinds as well as gas discharge lamps including mercury vapour lamps, sodium vapour lamps, metal halide lamps, flash bulbs, neon lamps and tubes and the various components, parts, accessories and raw-materials thereof including tungsten, molybdenum, copper, nickel, iron, solder and other types of wires, rods, plates, sheets used in all types of electric lamps and gases including argon, krypton, oxygen, nitrogen, hydrogen and deal in and all kinds of packing materials used or required thereof and all other auto components."

##### **2. Alteration of Articles of Association:**

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

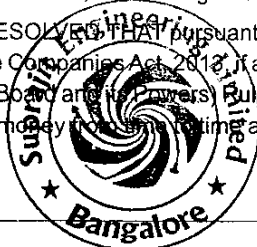
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company be and are hereby altered as follows:

- a) By replacing the existing Article 8.12 as follows:  
8.12. Any amount remains unpaid in the Un paid Dividend account as mentioned in the Articles '8.14' and '8.15' below, may be treated in the manner prescribed under the Act.
- b) By deleting the existing Article 22(3)."

##### **3. Increase in Borrowing Powers:**

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

"RESOLVED THAT pursuant to Section 180(1) (C) of the Companies Act, 2013 or other applicable provisions of the Companies Act, 2013, if any, or any amendment or modifications thereof, read with the Companies (Meetings of Board and its Powers) Rules, 2014, approval be and is hereby accorded to borrow and raise such sum or sums of money for such time as may be required for the purposes of the business of the Company, not exceeding



Rs. 1,000 Crores (Rupees One Thousand Crores only) notwithstanding the fact that such borrowings together with the monies already borrowed by the Company may exceed aggregate of its paid-up share capital and free reserves of the Company, apart from temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company wheresoever situate, present and future, and the whole or part of the undertaking of the Company to, or in favour of, banks or other lenders, to secure the said borrowings upto an amount in the aggregate not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only) together with interest, such other finance charges and all other moneys payable by the Company to the lenders as per the agreements entered into, by the Company with the banks or other lenders

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above resolution."

#### 4. Loans and Investments:

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, if any, approval be and is hereby accorded to the Board of Directors of the Company to:

- a. give any loan to any person or other body corporate;
- b. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as the Board may deem fit, up to Rs. 1000 Crores (Rupees One Thousand Crores only) notwithstanding that the aggregate amount of all the existing loans/ guarantees/investments together with the proposed loan and investments may exceed sixty percent of the aggregate of paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above resolution."

By the order of the Board  
For Suprajit Engineering Limited

Date : 18th April, 2016  
Place : Bangalore

Medappa Gowda J  
Company Secretary

#### Notes:

1. A copy of this notice has been placed on the website of the Company and shall remain on the website until the last date for receipt of the Postal Ballots from the shareholders.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Postal Ballot Rules"), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as Annexure – A ("the Explanatory Statement").
3. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record of depositories as on 18th April, 2016.
4. The Board of Directors of the Company ("the Board") has appointed Mr. Parameshwar G. Bhat, Practising Company Secretary as the 'Scrutinizer' for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner ("the Scrutinizer"). The Scrutinizer's address is # 496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore 560 080.
5. The Shareholders are requested to carefully read the instructions printed at the end of the Notice and either: (a) return the form duly completed in the attached self-addressed pre-paid postage envelope ("the Envelope"); or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer on or before 24th May, 2016.

6. The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in the following newspapers: (i) at least one vernacular newspaper in the principal vernacular language of the district in which the Registered Office of the Company is situated, and having a wide circulation in that district, and (ii) at least one English newspaper in English language having a wide circulation in that district.
7. The Shareholders are requested to exercise their voting rights by either using the attached Postal Ballot form (no other form or photocopy of the Postal Ballot form is permitted) or through e-voting.
8. Only a Shareholder who is entitled to vote is entitled to exercise his/ her vote through the Postal Ballot form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on 18th day of April, 2016, and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
9. The Scrutinizer will submit his report to Chairman and Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of Postal Ballot forms on 26th May, 2016.
10. The results of voting by Postal Ballot will be announced at 5.00 p.m. IST on 26th May, 2016 at the Registered Office of the Company. Additionally, the result will be posted on Company's website: [www.suprajit.com](http://www.suprajit.com), and will be communicated to the BSE and the NSE. The date of declaration of the results of the Postal Ballot voting process will be taken to be the date of passing of the Special Resolutions.
11. Shareholders who wish to vote through ballot form may download the ballot form from the link [www.evotingindia.com](http://www.evotingindia.com) or seek a duplicate form from Integrated Enterprises (India) Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003, Telephone Numbers: 080 2346 0815 - 818, fill in the details and send the same to the Scrutinizer.
12. Please note that any Postal Ballot Form(s) received after the last date (i.e. 24th May, 2016) will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.
13. For any queries, Shareholders are requested to refer to Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the 'downloads' section of [www.evotingindia.com](http://www.evotingindia.com).

By the order of the Board  
For **Suprajit Engineering Limited**

Date : 18th April, 2016  
Place : Bangalore

Medappa Gowda J  
Company Secretary

## ANNEXURE - A

### EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out the material facts for the items in the Notice.

**Certain compliances with the Companies Act, 2013 are proposed leading to alteration of Memorandum and Articles of Association which require approval of the Shareholders.**

Attention of the Shareholders is drawn to the various enabling approvals obtained through Postal Ballot in the last quarter of FY 2015-16. Whilst these were so obtained to broadly facilitate the Board to exercise certain operative functions and discharge their responsibilities in line with the provisions of the Companies Act, 2013, Listing Agreements with the Stock Exchanges and other applicable laws, some of the powers were utilized, though not fully. However, with the Company's growth plans, based on the recommendations of the Management, the Committees, the Directors have felt it appropriate to enhance some of the powers already accorded by the Shareholders. The process of obtaining the approval from the Shareholders being time consuming, the Board in its wisdom, and without hurrying, has deemed it fit at this point in time to seek approvals from the Shareholders for certain items of business.

Following Explanatory Statements on each item will offer the justifications:

#### **Item No.1:**

##### **Alteration of Main Objects:**

Your Board of Directors has recommended the amalgamation of the Company's subsidiary namely Phoenix Lamps Limited with the Company at the Board Meeting held on 18th April, 2016, subject to all requisite approvals as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In order to comply with the legal requirements, it is proposed to include the business and Objects relating to Lamps carried on by Phoenix Lamps Limited in the Main Objects of your Company's Memorandum of Association.

None of the Directors of the Company is concerned or interested in the above resolution except to the extent of their holding of Equity Shares in the Company.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Item No.2:**

##### **Alteration of Articles of Association of the Company:**

Certain Articles as explained in the Resolution No. 1 need to be modified to be fully in line with the provisions of the Companies Act, 2013.

The Board of Directors recommends this Special Resolution for your approval.

None of the Directors of the Company is concerned or interested in the above resolution except to the extent of their holding of Equity Shares in the Company.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Item No.3:**

##### **Increase in Borrowing Powers**

It may be recalled that the Shareholders' approval was obtained to increase the borrowing powers of the Company upto Rs. 300 Crores through Postal Ballot in the month of February, 2015.

Further, the Shareholders have witnessed the good growth achieved by the Company and are also aware that the Company completed the majority stake acquisition in Phoenix Lamps Limited. The Company has also set up two new cable plants. Moving forward, in view of the relentless pursuit of organic and inorganic growth plans and considering the future fund requirements which may become essential, as a matter of abundant caution, it is deemed fit to enhance the borrowing limits of your Board. Therefore, it is proposed to seek the approval of the Shareholders to increase the borrowing powers to Rs. 1000 Crores (One Thousand Crores only).

Further, such enhanced borrowing powers will need the Board of Directors to hypothecate, mortgage and/or charge all the immovable and movable assets of the Company.

These require approval of the Shareholders. Hence, the resolution is brought before you for your approval.

The Board of Directors recommends this Special Resolution for your approval.

None of the Directors of the Company is concerned or interested in the above resolution except to the extent of their holding of Equity Shares in the Company.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Item No. 4:**

**Loans and Investments**

Shareholders may further recapitulate that the approval was obtained to increase the powers to give loans and investments up to up Rs.300 Crores through Postal Ballot in the month of March, 2015.

As stated earlier, your Company utilized the limits of making loans and investments to some extent already. It may be noted that from time to time, the Company may have to either give loans or make investments in the best interests of the Company including building up strong relationships, strategic alliances or such other synergic associations with others including subsidiaries.

Section 186 of the Companies Act, 2013 permits the Company to give loans or acquire securities not exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more.

The Board of Directors in its wisdom has recommended that approval of the shareholders be obtained for investments exceeding the limit indicated i.e. up to Rs. 1000 Crores (Rupees One Thousand Crores only) to enable the Company to give loans or acquire securities in the best interest of the Company.

The Board of Directors recommends this Special Resolution for your approval.

None of the Directors of the Company is concerned or interested in the above resolution except to the extent of their holding of Equity Shares in the Company.

This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By the order of the Board  
For **Suprajit Engineering Limited**

Date : 18th April, 2016  
Place : Bangalore

Medappa Gowda J  
Company Secretary

Enclosed:

1. Postal Ballot Form
2. Self-addressed and postage prepaid envelope

**INSTRUCTIONS**

1. Shareholders have an option to vote either through physical mode by submitting the Postal Ballot Form or through e-voting. If a shareholder has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through physical ballot shall be treated as invalid.
2. A Shareholder entitled to vote and desirous of exercising his/ her vote by a Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer appointed by the Board in the Envelope. Inland postage will be paid by the Company. However, any Envelope containing a Postal Ballot Form, if deposited in person or sent by courier at the expense of such Shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched to the Scrutinizer.
3. A Shareholder may convey his/ her/ its assent/ dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark ( \* ) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
4. The Envelope bears the name of the Scrutinizer.

5. The Postal Ballot Form must be completed and signed by the Shareholder. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
6. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
7. The vote shall not be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer before 5.00 P.M. on 24th May, 2016. All Postal Ballot Forms received after this date will be strictly treated as if they have not been received.
9. Where the Postal Ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the resolution of its board of directors authorizing such representative to vote on the resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a power of attorney holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such power of attorney.
10. Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every 'Registered Folio' / 'Client ID', irrespective of the number of joint holders.
12. A Shareholder neither needs to use all his/ her votes nor cast his/ her votes in the same way.
13. A Shareholder may request 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 item 8.
14. Shareholders are requested to fill the Postal Ballot form with indelible ink and not by any erasable writing mode.
15. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final and binding.
16. The Company has appointed Mr. Medappa Gowda J, Company Secretary of the Company as the person responsible for the entire Postal Ballot voting process.
17. Though not mandatory, the Postal Ballot form along with the 'Postal Ballot Notice' and Explanatory Statement is being sent to Shareholders having registered address outside India. Since the Envelope is not valid for use from outside India, such Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched.
18. The votes of a Shareholder will be considered invalid on any of the following grounds:
  - if the Shareholder's signature does not tally with the specimen signature;
  - if the Shareholder has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Special Resolutions' in such a manner that the aggregate Shares voted 'FOR' and 'AGAINST' exceeds total number of Shares held under Serial No. 4 of the Postal Ballot Form;
  - if the Postal Ballot Form is unsigned incomplete or incorrectly filled;if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholder, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.
19. In accordance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("e-voting") as an option to its shareholders to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of CDSL to provide e-voting facilities to the shareholders of the Company. It may be noted that e-voting is optional. If a shareholder has voted through e-voting facility, he/she is not required to send the Postal Ballot Form.

**The instructions for shareholders voting electronically are as under:**

- (i) the voting period begins on 25th April, 2016 at 9.00 am (IST) and ends on 24th May, 2016 at 5.00 pm (IST). 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 18th April, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

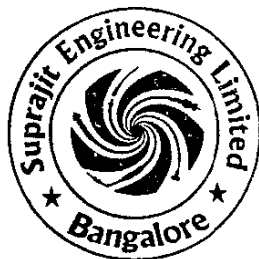
<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SUPRAJIT ENGINEERING LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

**(i) Other Instructions:**

1. The voting period begins on Monday of 25th April, 2016 at 9.00 a.m. (IST) and ends on Tuesday, 24th May, 2016 5.00 p.m. (IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th April, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  2. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 18th April, 2016.
  3. Mr. Parameshwar G. Bhat, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
  4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two 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 Managing Director of the Company.
- (ii) The results on Resolutions shall be declared at 5.00 PM on 26th May, 2016 and subject to the receipt of requisite votes, the Resolutions shall be deemed to be passed on the 26th May, 2016.



*[Handwritten signature]*