

# KALYANPUR CEMENTS LTD.

CIN :L26942WB1937PLC009086,

Regd. Off.: 2 & 3,Dr.Rajendra Prasad Sarani, Kolkata-700 001

Corp. Office: Maurya Centre, 1 Fraser Road, Patna-800 001

Email -admin@kalyanpur.com ; Website:www.kalyanpur.com

## NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to Sections 102,110 and other applicable provisions, if any, of the Companies Act 2013 (the Act) read with the provisions of Rule 22 and Rule 20 (as amended) of the Companies (Management and Administration) Rules, 2014 that the resolution appended below is proposed to be passed as **Special Resolution** by way of Postal Ballot with e-voting facility.

### SPECIAL RESOLUTION (SPECIAL BUSINESS)

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule-V to the Companies Act, 2013 and other applicable provisions, if any, of that Act and subject to the approval of the Central Government, if required, approval of the Company be and is hereby accorded to the reappointment of Shri Shailendra Prakash Sinha as Managing Director of the Company for a period of three years with effect from 23rd Feb. 2016 upon the remuneration (including minimum remuneration) and such other terms and conditions as set out in the Explanatory statement annexed hereto.

#### Notes:

1. An Explanatory Statement as required under Section 102 read with Section 110 of the Companies Act, 2013 is given hereinafter. A statement pursuant to Sub-Clause (iv) of 2nd proviso to Clause B of Section II of part II of Schedule -V is also provided along with this Notice as Annexure-1.
2. The Notice is being sent to all the Members by registered post/ courier (and electronically by email to those Members who have registered their email IDs with the company or Depository Participant), whose names appear in the register of Members/ Record of Depositories as on **11th December, 2015** and such members will be considered for voting;
3. The voting through e-voting will start on **15th December, 2015** at 10.00 a.m. and will close on **13th January, 2016** at 5.00 p.m. The Postal Ballot, where the member chooses to vote through physical postal ballot, must reach the Scrutinizer on or before **13th January, 2016 at 5.00p.m.**
4. Resolution passed by the Members through Postal Ballot will be deemed to have been passed effectively at the general meeting of the Members of the company.
5. In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the companies (Management and Administration) Rules, 2014 and Rule 20, as amended, of the said Rules, the company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of through Postal Ballot Form. The procedure and instructions for the same are given on the reverse of the Ballot form enclosed herewith.
6. The Board of Directors of the Company has appointed Mr.A.K.Labh, Practicing Company Secretary (FCS-4848 / CP-3238) of M/s. A. K. Labh & Co., Company Secretaries, Kolkata as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his consolidated report to the Chairman or the person authorized by the Board of Directors of the Company for this purpose.
7. You are requested to carefully read the instructions printed on the Ballot Form attached hereto, fill up the form, give your assent or dissent on the Resolution contained in the Ballot Form and return the duly completed and signed Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage prepaid business reply envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 5.00 p.m. IST) on **13th January, 2016**. The Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.
8. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, he/she should not vote by Postal ballot and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, the voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid. Postal Ballot means voting by post or through electronic means.
9. In line with the "Green Initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of Notice/documents on the Shareholders and pursuant to section 108, 110 of the Companies Act 2013 and the Companies (Management and Administration) Rules 2014 and clause 35B of the Listing agreement, the Company is sending this Notice electronically on the e-mail addresses as obtained from the Depositories / other sources to the Members. Such Individual Member may exercise his voting electronically as per the procedure given in the Postal Ballot Form. In case a Member does not want to avail the electronic voting facility organized through CDSL, such Member may cast his vote through postal ballot attached with this Notice sent to all the members individually. In case, any member has not received the Ballot Form alongwith the Notice, he may send a request for the same to the company at its registered office or its Registrars & Share Transfer Agents namely, Link IntimeIndia Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata-700 020, Ph.No.033-22890539, 22890540. On receipt of such request, the Registrar and Share Transfer Agents will dispatch the same in physical form to enable the Member to send back the duly signed Postal Ballot so as to reach by **13th January, 2016 at 5.00 p.m.**

10. Upon completion of scrutiny of the Postal Ballots and unblocking of e-voting, the Scrutinizer will submit his consolidated report to the Chairman or in his absence to the person so authorized by the Board of Directors in this behalf. The result will be declared by your Company on **18th January, 2016** at its Registered Office and the Resolution will be taken as passed effectively on the date of such declaration (18th January, 2016), if assented to by the requisite majority. The date of declaration of the result by the Company shall be deemed to be the date of the General Meeting convened in that behalf. The result of the Postal Ballot will be communicated to the Stock Exchanges where your Company's shares are listed and the result will also be put up on the website of the Company i.e. [www.kalyanpur.com](http://www.kalyanpur.com).

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

### SPECIAL RESOLUTION

The Board of Directors in its meeting held on 1st February, 2013 approved the reappointment of Shri Shailendra Prakash Sinha as Managing Director for a period of 3 years with effect from 23rd February, 2013. His present tenure would end on 22nd February, 2016. It is proposed to reappoint Shri Shailendra Prakash Sinha as Managing Director with effect from 23.02.2016 for a period of three years. The Board of Directors have approved the reappointment and the remuneration payable to the Managing Director has also been approved by the Nomination & Remuneration Committee as well as the Board. The brief profile of the Managing Director proposed to be reappointed is given below pursuant to Clause 49 of the Listing Agreement.

#### Shri Shailendra Prakash Sinha

Shri Shailendra Prakash Sinha, 65, is a Commerce Graduate and a certificate holder in hotel management from Cornell University, USA. He has also undergone the Senior Executive Programme of Stanford University, USA. He has over 44 years of industrial experience. He has earlier held the positions of Joint Managing Director, Managing Director and Manager of the Company as well as Managing Director of Bihar Hotels Ltd. He has been associated with the Company for long and has expertise in Financial & General Management areas. He has also successfully provided leadership to the Company in the process of its revival. He holds directorship in (i) Differential Technologies Ltd., (ii) Canterbury Result (P) Ltd. and (iii) Bihar State Tourism Development Corporation Ltd. He is associated with various trade bodies like Bihar Industries Association, Bihar Chamber of Commerce, CII Patna Chapter etc. He is not related with any Director or Key Managerial Personnel of the Company nor does he have any pecuniary relationship with the Company.

As stated above, the Board of Directors reappointed Shri Shailendra Prakash Sinha as Managing Director with effect from 23rd Feb. 2016 for a period of three years in terms of the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 and other provisions, if any, of the Act read with Schedule V thereof. The Nomination & Remuneration Committee as well as the Board of Directors have already approved the remuneration payable to the Managing Director in their meetings held on 7th November, 2015.

The Board of Directors also approved the said remuneration as "Minimum Remuneration" in the event of loss or inadequacy of profit payable to Shri Shailendra Prakash Sinha, the Managing Director in its meeting held on 7th November, 2015. The remuneration payable to the Managing Director on his reappointment and as approved by the Nomination and Remuneration Committee as well as the Board of Directors and for which the Shareholders' approval is being sought is given below:

Remuneration payable to Shri Shailendra Prakash Sinha, the Managing Director and other terms & conditions applicable to his appointment.

#### Remuneration during the period 23.02.2016 to 31.03.2017

- 1.0 Salary - Rs. 3,10,000 per month.  
Annual increment, during the year 2017-18 and the remaining period comprised in the tenure of reappointment i.e. April, 2018 to 22nd February, 2019 not exceeding Rs.50,000/- p.m. depending upon the Company's performance and subject to approval of the Nomination & Remuneration Committee.
- 2.0 Perquisites –
- (i) Free residential accommodation or house rent allowance not exceeding 60% of basic salary.
  - (ii) Reimbursement of medical expenses for self and family as per Company's Rules within the overall ceiling of one month salary per annum with a provision for accumulation of the unspent amount with no ceiling on such accumulation.
- 3.0 Club Membership – Club Membership fee will be reimbursed subject to a maximum of two clubs. The expenses incurred in the Club for official work will be fully reimbursed.
- 4.0 (a) Provident Fund @ 12% of the basic salary.  
(b) Gratuity not exceeding half a month's salary for each completed year of service.
- 5.0 **Others:**
- 5.1 Provision of a Car with driver for official use.
  - 5.2 **Leave** - Mr. Sinha will be eligible to get 30 days Privileged Leave, 15 days Casual Leave and 15 days Sick Leave for any completed year of service which will be allowed to accumulate as per Rules of the Company.
  - 5.3 **Telephone** - Two telephones at the residential office and one Cell Phone to be provided by the company.
  - 5.4 **Travelling Expenses** - The company shall pay all actual expenses incurred for travelling in connection with the business of the company as per Company's Rules.
  - 5.5 **Corporate P R and Entertainment** - Such expenses will be reimbursed on actual basis and when incurred for the business of the company, within the budget fixed by the company from time to time.

The remuneration payable to Shri Shailendra Prakash Sinha, Managing Director during the period of his reappointment will therefore be as under :

Sn.	Particulars	Remuneration during the period 23.2.2016 to 31.3.2017		Remuneration during the period 01.04.2017 to 31.03.2018		Remuneration during the period 01.04.2018 to 22.02.2019	
		For the period	Per month	For the period	Per month	For the period	Per month
1	Basic salary	40.96	3.10	43.20	3.60	44.22	4.10
2	House Rent Allowance @ 60%	24.58	1.86	25.92	2.16	26.53	2.46
3	Provident Fund	4.92	0.37	5.18	0.43	5.31	0.49
4	Medical reimbursement	3.41	0.26	3.60	0.30	3.69	0.34
	<b>TOTAL</b>	<b>73.87</b>	<b>5.59</b>	<b>77.90</b>	<b>6.49</b>	<b>79.75</b>	<b>7.39</b>

Shri Shailendra Prakash Sinha is interested in the Resolution. No other director or the Key Managerial Person of the company or their relatives are interested in the Resolution.

## ANNEXURE - I

### Statement pursuant to Sub-clause (iv) of 2nd proviso to Clause – B of Section-II of Part –II of Schedule – V of the Act

#### I. General Information

- The company is engaged in the business of manufacture and marketing of cement and it presently operates one million ton cement plant in the district Rohtas of Bihar.
- The company is a very old company and it commenced commercial production in 1946.
- Since this is an old company, it is not applicable.
- Financial Performance** – The company has been passing through financial difficulties caused by various economic factors affecting the Cement Industry and as a result has incurred losses year after year. The company is registered with BIFR as a Sick Unit for its revival. The operations of the company as well as its financial performance having improved earlier have deteriorated in last few years. The operations are now expected to show improvement in near future.
- The company at present does not have any foreign investment or a collaborator.

#### II Information about the appointee –

- Background details** – Shri Shailendra Prakash Sinha, 65 is a Commerce Graduate and a certificate holder in hotel management from Cornell University, USA. He has also undergone a senior Executive programme from Stanford University, USA. He has over 44 years of industrial experience.  
He holds directorship in several other companies namely (i) Differential Technologies Ltd. (ii) Canterbury Result (P) Ltd. & (iii) Bihar State Tourism Development Corporation Ltd. . He earlier held the position of President of Bihar Industries Association. Presently he is the President of Patna Chapter of Confederation of Indian Industries (CII). He is also associated with various other Industry Associations, trade associations and Chamber of Commerce.
- Past Remuneration** – Shri Shailendra Prakash Sinha during the period preceding the proposed reappointment has drawn the following remuneration:

	Per Month (₹)	Annual (₹)
(i) Basic Salary	3,10,000	37,20,000
(ii) HRA @ 60%	1,86,000	22,32,000
(iii) Provident Fund @ 12%	37,200	4,46,400
(iv) Medical Expenses	25,833	3,10,000
(v) Electricity, Gas etc.	Nil	Nil
(vi) Bonus	Nil	Nil
(vii) Stock Option	Nil	Nil
(viii) Pension	Nil	Nil
<b>Total</b>	<b>5,59,033</b>	<b>67,08,400</b>

- Recognition or Awards** – Nothing specific.
- Job Profile and Suitability** – Shri Shailendra Prakash Sinha has held the positions of Jt. Managing Director, Managing Director and Manager of the Company under the Companies Act, 1956. He also earlier held the position of Managing Director of Bihar Hotels Ltd. besides holding directorship of various other companies.  
He has been closely associated with day-to-day management of the affairs of the company and handles his responsibilities well. As a result of his able leadership, the performance of the company improved during past years when the plant's

capacity utilization improved from 38% in 2004-05 to 68% in 2009-10. The operations further improved to 76% of the capacity during 2010-11 although the company suffered loss due to various economic reasons. Moreover, Shri Sinha has contributed significantly in resolving the company's complex problems and due to his efforts, the Govt. of Bihar approved the company's Revival Scheme which provides for various reliefs and concessions for company's revival and the said Revival Scheme has also been approved by BIFR. He is therefore considered suitable for the responsibilities entrusted to him as Managing Director of the Company. Even though, the company's financial position has deteriorated in recent years mainly due to the macro economic situation in the country, his efforts have been helpful in holding on the operations. The company has recently submitted a Modified Draft Rehabilitation Scheme (MDRS) to BIFR.

5. **Remuneration Proposed** – The details of remuneration proposed to be paid are given in the Explanatory statement to the Notice.
6. **Comparative Remuneration** – The remuneration paid to the incumbents at equivalent level in similar size companies in cement industry is higher than what is proposed in the Resolution placed before the shareholders for approval.
7. **Pecuniary Relationship and relationship with Managerial Personnel** – Shri Sinha does not have any pecuniary relationship directly or indirectly with the company. He is not related to any director of the company or any Key Managerial Personnel.

### III. Other information

1. **Reasons of loss or inadequate profit** - Earlier, due to recession in cement industry and other economic factors, the company suffered heavy financial losses leading to its registration with BIFR. The company's financial position was also adversely affected to some extent due to (i) non-release of working capital by banks, (ii) denial of incentives due to the company by Govt. of Bihar. The company's operations improved subsequently during the period 2006-07 to 2009-10. Its revival package, which provides for various reliefs and concessions, has now been approved by the Govt. of Bihar and BIFR and the same is under implementation. Although the Company's operations had shown improvement few years ago as a result of significant improvement in the plant up-keep, better capacity utilization as well as improvement in cement prices, the operation deteriorated in recent years due to macro economic situation prevailing in the country caused by sub-dued demand of cement in the back drop of low public spending and low growth in infrastructure sector in Govt. as well as private sector including Public Private Partnership (PPP) area, high capacity created in the cement industry etc. In addition, non-renewal of mining lease by the gov. of Bihar also caused lower production in last two years and the company incurred huge loss in those two years due to the reason of such non-renewal of the mining lease. This has been subsequently explained in para 3 herein below.
2. **Steps taken or proposed to be taken for improvement** –
  - (i) The Asset Reconstruction Company (India) Ltd. (ARCIL) formed under the Companies Act, 1956 and registered with RBI in terms of the provisions of Securitisation & Reconstruction of Financial Assets & Enforcement of Security Interests Act, 2002, acquired substantial portion of the company's debts from various Financial Institutions and Banks.
  - (ii) The Hon'ble Calcutta High Court approved an Scheme of Compromise between the company and its Shareholders and Secured Creditors.
  - (iii) As provided in the scheme of compromise, the company received Rs. 17 crores as Debt and Equity towards (a) completion of overdue repairs and replacements, (b) debottlenecking of sectional capacity imbalances and (c) Voluntary Retirement Scheme for surplus manpower.
  - (iv) As mentioned above, BIFR has approved a Revival Scheme providing for various reliefs and concessions and the scheme is under implementation.
3. **Expected increase in productivity and profits** – The Company's productivity levels substantially improved few years ago which however, deteriorated in recent past due to maintenance backlogs resulting from working capital difficulties, as owing to its BIFR status, the company did not have access to bank finance for meeting its working capital requirements. Further, due to non renewal of mining lease by the Govt. of Bihar in December, 2013, there was a considerable shortfall in production which resulted in loss. The mining lease issues are now expected to be resolved as the Ministry of Environment, Forest & Climate change has granted the environmental clearance. The issue relating to Eco Sensitive Zone (ESZ) which is an important and key factor in environmental matters is also nearing resolution with the Govt. of India being in the final stage of publication of the ESZ notification in the official gazette. With Resolution of Environmental issues, the Company's operations would improve.

### IV. Disclosures

The disclosures required to be made in Directors' Report under the heading "Corporate Governance" are always made and will be made in future also in the Annual Report as and when the same is prepared.

**BY ORDER OF THE BOARD**  
**For KALYANPUR CEMENTS LTD.**

PLACE : KOLKATA  
DATE: 07.11.2015

(P. K. CHAUBEY)  
C.F.O. & CO. SECY.

# KALYANPUR CEMENTS LIMITED

Regd. Office: 2&3, Dr. Rajendra Prasad Sarani, Kolkata 700 001

Tel:+913322302977/6470, Fax:+913322301909

Corporate Office: Maurya Centre, 1, Fraser Road, Patna 800001

Tel:916122221551 Fax:916122332884

CIN: L26942WB1937PLC009086 website: www.kalyanpur.com

## POSTAL BALLOT FORM

(PLEASE READ THE INSTRUCTIONS BEFORE COMPLETING THE FORM)

- (1) Postal Ballot No. :
- (2) Name(s) of Shareholder :  
(in block letters)
- (3) Registered address of the sole /  
First-named Shareholder :
- (4) Name(s) of Joint holder(s)
- (5) i) Registered Folio No. :  
ii)\* DP ID / Client ID :  
\* (Applicable to investors  
holding Share(s) in Demat Form)
- (6) No. of Share(s) :
- (7) I/We hereby exercise my/our vote in respect of the resolution to be passed through Postal ballot for the business stated in the Notice dated **7th November, 2015**, of the company by sending my/our assent/dissent to the said resolution by placing tick (✓) mark at the appropriate box below:-

Item No.	Description Special Business	No. of Share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval of reappointment of Shri Shailendra Prakash Sinha, as Managing Director for a period of 3 years w.e.f. 23 <sup>rd</sup> February, 2016 & remuneration payable to him pursuant to Sections 196, 197 & 203 read with Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of that Act.			

Place : Kolkata

Date :

Signature of the Shareholder

### ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID (Demat Account/ Folio No. of members holding shares in physical mode)	DEFAULT D.O.B.	PAN / DEFAULT PAN (Original PAN/ as per point no. (vi) of e-voting procedure of Instructions)
151211004			

NOTE : PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE EXERCISING YOUR VOTE

# INSTRUCTIONS

## 1. The Company also offers e-voting facility. Please see the instructions below for details.

In compliance with the provisions of the Companies Act, 2013, the Company also offers e-voting option to all the shareholders. For this purpose, the Company has made necessary arrangement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting and is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically.

- Shareholders have option to vote either through e-voting or through Ballot Form. Shareholders who wish to vote through Ballot Form can download the Ballot Form from the link "Miscellaneous" on the Company's Website [www.kalyanpur.com](http://www.kalyanpur.com) or use the Ballot Form sent along with the Notice for the Postal Ballot. Notice is being sent by courier/registered post pursuant to the provisions of Rule 22 of the Companies (Management & Administration) Rules, 2014. Fill in the details as required in the Postal Ballot Form and send the same by post to the Scrutinizer, Mr.A.K.Lab, Practicing Company Secretary (FCS-4848/CP-3238) Unit Kalyanpur Cements Ltd., Link Intime India Pvt. Ltd., 59 C, Chowringhee Road, 3<sup>rd</sup> Floor, Kolkata-700 020, Ph.No.033-22890539/0540
- The voting period starts on **15th December, 2015** at 10.00 a.m. and ends on the **13<sup>th</sup> January, 2016** at 5.00 p.m. The e-voting module will be disabled for voting thereafter by CDSL
- In case of any grievance, Mr. P.K.Chaubey, Chief Financial officer & Company Secretary may be contacted on Telephone Nos. 0612-2226727 / 3092009. Alternatively, the Registrar and Transfer Agents (RTAs) M/s. Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3<sup>rd</sup> Floor, Kolkata 700020 may be contacted on the telephone 033-22890539 / 0540,
- The e-voting procedure to be followed by the shareholders to cast their votes:

## e-voting Procedure

The procedure and instructions for e-voting are as follows:

### In case of members receiving e-mail:

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on "Shareholders" tab.
- Now, select the Electronic Voting Sequence Number (EVSN) "151211004" along with "KALYANPUR CEMENTS LIMITED" from the drop down menu and click on "SUBMIT".
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: Not applicable as NSDL has not provided connectivity to the company for shares held in demat mode). Members holding shares in Physical Form should enter Folio Number and then enter the Captcha Code as displayed and Click on Login.
- 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.
- 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 their name and the last 8 digit Client ID/Folio No. in the PAN field. In case the Folio No. is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio No. 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company please enter the member id / Folio Number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly to 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for "KALYANPUR CEMENTS LIMITED" on which you choose to vote.
- 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.
- Click on the "Resolution File Link" if you wish to view the entire Resolution.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the password then Enter the User ID and Captcha Code, click on Forgot Password & enter the details as prompted by the system.
- 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](http://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](mailto: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](mailto: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.

(xviii) 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](mailto:helpdesk.evoting@cdslindia.com)

### In case of members receiving the physical copy:

- Please follow all steps from sl. No. (i) to sl. No. (xviii) above to cast vote.
- The voting period begins on **15th December, 2015** at 10.00a.m. and ends on **13<sup>th</sup> January, 2016** at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **11th December, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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](mailto:helpdesk.evoting@cdslindia.com).

## Physical Voting

- A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed Self Addressed Business Reply Envelope at the address provided on the Business Reply Envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if delivered by the Member personally or sent by courier at the expense of the Member will also be accepted.
- This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named member.
- 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 Board Resolution/Authority.
- The consent 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.
- Unsigned Postal Ballot Forms will be rejected.
- Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00p.m. on **13<sup>th</sup> January, 2016**. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
- A Member may request for a duplicate Postal Ballot Form from the RTAs/M/s. Link Intime (India) Pvt. Ltd., 59C Chowringhee Road, 3<sup>rd</sup> Floor, Kolkata 700 020 (Phone: 033-22890539/0540) or the company. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at Sl. No. 6 above.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid Self-Addressed Business Reply envelope.
- The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- The result of the Postal Ballot will be declared on **18<sup>th</sup> January, 2016**.