



## MAJESCO LIMITED

(formerly known as Minefields Computers Limited)

Registered Office: MNDC, MBP-P-136, Mahape, Navi Mumbai – 400 710, Maharashtra, India

Corporate Identification Number (CIN): L72300MH2013PLC244874

Phone: +91-22-61501800; Fax: +91-22-27781320;

Website: www.majesco.com; E-mail: investors.grievances@majesco.com

### POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013,  
read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, to transact the business mentioned in the resolution appended below, proposed to be passed by the Members through Postal Ballot/ electronic voting (hereinafter referred to as "E-voting").

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Mukesh Sarswat, Practicing Company Secretary (ICSI Membership No. FCS 9992, Certificate of Practice No. 10856), as the Scrutinizer for conducting the Postal Ballot/ E-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

Members have the option to vote either by Postal Ballot or through E-voting. Members are requested to carefully read the instructions printed by on the Postal Ballot Form and return the same duly completed and signed, in the enclosed postage pre-paid self-addressed business reply envelope, so as to reach the Scrutinizer on or before 5:00 PM (IST) on Tuesday, April 30, 2019. Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the notes to this Postal Ballot Notice. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

#### **SPECIAL BUSINESS**

##### **Sale and transfer of India Insurance Products & Services Business on slump sale basis**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification or re-enactment or amendment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary and subject to such terms and conditions as may be imposed by them, if any, approval of the Members be and is hereby accorded to sell, transfer and dispose of, as a going concern and on a slump sale basis, the Company's India Insurance Products & Services Business, together with the use of all the licences, permits, consents and approvals whatsoever, and all related assets (excluding all immovable assets) and liabilities together with employees, to Majesco Software and Solutions India Private Limited, a step-down subsidiary of the Company ("MSSIPL"), for a lump sum consideration of ₹ 2437.45 lakhs (Rupees Two Thousand Four Hundred Thirty Seven lakhs and Forty Five thousand only) subject to certain adjustments at or after closing, as agreed between the Company and MSSIPL.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall include any Committee of the Board constituted or to be constituted) be and is hereby authorised to do and perform all such acts, deeds, matters and things and to execute all such agreements, deeds, documents, instruments and writings including but not limited to business transfer agreement as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or to any Director or Officer(s) or Authorised Representative(s) of the Company, in order to give effect to aforesaid resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** any Director of the Company or Mrs. Varika Rastogi, Company Secretary be and are hereby severally authorised to sign a certified true copy of this resolution and submit the same to the relevant authorities or to any other person as may be required."

By order of the Board of Directors  
For **Majesco Limited**

Place: Navi Mumbai  
Date: March 16, 2019

Sd/-  
**Varika Rastogi**  
Company Secretary  
F 7864

## **NOTES:**

1. Pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act"), Explanatory Statement setting out the material facts and reasons for the proposed resolution, is appended and forms part of the Notice.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on the cut-off date i.e. Friday, March 22, 2019. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date i.e. Friday, March 22, 2019.
4. The dispatch of the Postal Ballot Notice will be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and published on the Company's website: [www.majesco.com](http://www.majesco.com).
5. The Postal Ballot Notice is being sent electronically to all the Members who have registered their e-mail IDs with the depository participants/ the Company's Registrar and Share Transfer Agent ("RTA"). For members whose e-mail IDs are not registered, physical copy of the Postal Ballot Notice along with Postal Ballot Form and a postage-prepaid self-addressed business reply envelope, is being sent by the permitted mode (Registered Post/ Speed Post/ Courier). Any member who has not received the Postal Ballot Form may write to the Company or RTA and may obtain a copy thereof. The same may also be downloaded from the Company's website: [www.majesco.com](http://www.majesco.com).
6. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is extending E-voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of NSDL to provide E-voting facility to the Members.
7. The e-voting shall commence on Monday, April 1, 2019 at 9:00 A. M. (IST) and end on Tuesday, April 30, 2019 at 5:00 P. M. (IST). The e-voting facility shall only be available during the above-mentioned date and time and shall not be allowed thereafter.
8. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached postage pre-paid self-addressed business reply envelope. Unsigned Postal Ballot Form/s will be rejected. Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed and signed Postal Ballot Form(s) should reach the Scrutinizer on or before 5:00 P. M. (IST) on Tuesday, April 30, 2019, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-voting module shall also be disabled by NSDL for voting thereafter.
9. The Members can opt for only one mode of voting i.e. either by postal ballot or E-voting. In case Members cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. A member cannot exercise his vote by proxy on Postal Ballot.
10. All documents referred to in the Postal Ballot Notice and Explanatory Statement will be available at the Registered Office of the Company, for inspection by the Members on all working days between 10:00 A. M. (IST) to 1:00 P. M. (IST), from the date of dispatch of the Notice up to the last date of receipt of Postal Ballot Form/ E-voting, i.e. Tuesday, April 30, 2019.
11. The Scrutinizer will submit his report to the Chairman or the Managing Director or the Company Secretary, after completion of scrutiny and the result of voting by postal ballot (including e-voting) will be announced, on or before Thursday, May 2, 2019. The result along with the report of the Scrutinizer will be displayed on the Company's website: [www.majesco.com](http://www.majesco.com) and on the NSDL's website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where shares of the Company are listed.
12. The last date specified by the Company i.e. April 30, 2019 for receipt of duly completed Postal Ballot Forms or E-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. Postal ballot form received from a Member after 30 (thirty) days from date of dispatch of this Notice shall not be valid.
14. If a Member who has not received postal ballot form may apply to the Company and obtain a duplicate thereof.
15. A Member who is a related party is not entitled to vote on the resolution relating to approval of any contract or arrangement in which such Member is a related party.
16. Contact details of the person responsible to address the queries/ grievances connected with the voting by Postal Ballot including E-voting, if any:

Mrs. Varika Rastogi, Company Secretary, Majesco Limited - MNDC, MBP-P-136, Mahape, Navi Mumbai – 400 710, Phone: +91 22 6150 1800; E-mail: [investors.grievances@majesco.com](mailto:investors.grievances@majesco.com)

Or

Ms. Krishna Priya Maddula, Registrar and Share Transfer Agent, Karvy Fintech Private Limited, Unit – Majesco Limited, Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Hyderabad - 500 032, Phone: +91 40 6716 1633, E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

## **17. INSTRUCTIONS FOR E-VOTING**

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.mukeshsaraswat@gmail.com](mailto:cs.mukeshsaraswat@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

By order of the Board of Directors  
For **Majesco Limited**

Place: Navi Mumbai  
Date: March 16, 2019

Sd/-  
**Varika Rastogi**  
Company Secretary  
F 7864

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

In order to achieve the twin objective of consolidation of entire Insurance Software and Products business under Majesco, USA, subsidiary of the Company and to ensure greater operational synergies, the Board of Directors of the Company at its meeting held on March 16, 2019, based on recommendations of the Audit Committee, has approved sale, transfer and disposal, as a going concern and on a slump sale

basis, of the Company's India Insurance Products & Services Business ("India Business"), together with the use of all the licences, permits, consents and approvals whatsoever, and all related assets (excluding all immovable assets) and liabilities together with employees, to Majesco Software and Solutions India Private Limited ("MSSIPL"), a wholly-owned step-down subsidiary of Majesco, USA, for a lump sum consideration of ₹ 2437.45 lakhs (Rupees Two Thousand Four Hundred Thirty Seven lakhs and Forty Five thousand only) subject to certain adjustments at or after closing, as agreed between the Company and MSSIPL, with effect from April 1, 2019.

MSSIPL is a wholly-owned step-down subsidiary of Majesco, USA. Further, the Company owns 70.31% of the shareholding of Majesco, USA. The total income of India Business for the financial year ended March 31, 2018 was ₹ 1999 lakhs and formed 51.83% of the total income of the Company on standalone basis.

RSM Astute Consulting Private Limited was appointed for carrying out an independent valuation of India Business and has estimated in its valuation report an enterprise value of ₹ 2437.45 lakhs.

The Board is of the opinion that the said sale is in the interest of the Company, shareholders, customers, employees and other stakeholders.

The said transaction being with a related party and not in the ordinary course of business, is a related party transaction, as per Section 188 of the Companies Act, 2013 ("the Act") and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and has been duly approved by the Audit Committee and the Board, at their meetings held on March 16, 2019. However, approval of the Members is not required for executing the said related party transaction, considering following grounds:

- a) As per Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, approval of the Members is required by way of an ordinary resolution, if the company is selling or otherwise disposing off any property or buying any property in excess of 10% of its net worth as per preceding financial year's audited financial statements or ₹ 10000 lakhs, whichever is lower. Net worth of the Company is ₹ 51990 lakhs as on March 31, 2018 and the said transaction value of ₹ 2437.45 lakhs falls within the statutorily prescribed threshold limits. Hence approval of the Members is not required for entering into this related party transaction.
- b) In terms of Regulation 23 of the LODR Regulations, approval of the Members by way of ordinary resolution is required for entering into material related party transaction. A material related party transaction means a transaction (taken individually or together with other previous transactions during the financial year) which exceeds 10% of the annual consolidated turnover of the company. Annual consolidated turnover of the Company was ₹ 81696 lakhs for the financial year ended March 31, 2018. Hence the said transaction does not qualify to be a material related party transaction.

Though approval of the Members is not required for proposed related party transaction, information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, is provided below, considering good governance practice.

Sl. No.	Description	Details
1.	Name of the Related Party	MSSIPL
2.	Nature of Relationship	MSSIPL is step-down subsidiary company of Majesco Limited.
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale, transfer and disposal, as a going concern and on a slump sale basis, of the Company's India Business, together with the use of all the licences, permits, consents and approvals whatsoever, and all related assets (excluding all immovable assets) and liabilities together with employees, to MSSIPL, for a lump sum consideration of ₹ 2437.45 lakhs (Rupees Two Thousand Four Hundred Thirty Seven lakhs and Forty Five thousand only) subject to certain adjustments at or after closing, as agreed between the Company and MSSIPL, with effect from April 1, 2019.
4.	Name of the Director or Key Managerial Personnel who is related, if any	Both the companies have common Directors.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant information have been mentioned in the foregoing paragraphs.

In terms of Section 180(1)(a) of the Act, approval of the Members is required by a company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the company. An undertaking is defined to mean an undertaking in which the investment of a company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year. Given that the undertaking being transferred generated more than 20% of the total income during the previous financial year ended March 31, 2018, the sale/ transfer of India Business requires approval of the members by a special resolution under Section 180(1)(a) of the Act. The approval of the members of the Company is accordingly being sought for the proposed transaction under the provisions of Section 110 of the Act read with applicable Rules through Postal Ballot as set out in the accompanying Postal Ballot Notice by way of special resolution.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special Resolution for approval of the members through Postal Ballot.

The relevant documents referred to in the Postal Ballot Notice and Explanatory Statement will be available at the Registered Office of the Company for inspection by the Members on all working days between 10:00 A. M. (IST) to 1:00 P. M. (IST), from the date of dispatch of the Notice up to the last date of receipt of Postal Ballot Form/ E-voting, i.e. Tuesday, April 30, 2019.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are interested or concerned in the said Resolution except to the extent of their respective shareholding, if any, in the Company.

By order of the Board of Directors  
For **Majesco Limited**

Place: Navi Mumbai  
Date: March 16, 2019

Sd/-  
**Varika Rastogi**  
Company Secretary  
F 7864

**Enclosures:**

1. Postal Ballot Form
2. Postage pre-paid self-addressed envelope

 **MAJESCO**  
**MAJESCO LIMITED**

(formerly known as Minefields Computers Limited)

**Registered Office:** MNDC, MBP-P-136, Mahape, Navi Mumbai – 400 710, Maharashtra, India

**Corporate Identification Number (CIN):** L72300MH2013PLC244874

**Phone:** +91-22-61501800; **Fax:** +91-22-27781320

**Website:** [www.majesco.com](http://www.majesco.com), **E-mail:** [investors.grievances@majesco.com](mailto:investors.grievances@majesco.com)

**POSTAL BALLOT FORM**

[Please read the instructions printed overleaf carefully before completing this form]

Serial No. :

1.	Name and Registered address of the Sole/ first named Member (in block letters)	
2.	Name(s) of Joint holder(s) if any (in block letters)	
3.	Registered Folio No./ DP ID - Client ID No.* [*Applicable to members holding share(s) in dematerialized form]	
4.	Number of equity share(s) held	

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 March 16, 2019 of Majesco Limited ('the Company') by conveying my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	Number of equity share(s)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Sale and transfer of India Insurance Products & Services Business on slump sale basis			

Place:

Date:

\_\_\_\_\_  
Signature of Member

**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Event Number)	User Id	Password/PIN
<b>110570</b>		

## Instructions

1. Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or by registered post at the expense of the Member(s) will also be accepted.
2. 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.
3. This Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered/ recorded with the Company/ Depository Participant) by the first named member and in his absence, by the next named member.
4. Unsigned or incomplete or incorrectly filled Postal Ballot Form will be rejected.
5. Where the Postal Ballot Form has been signed by an authorized representative of Institutional members (i.e. other than individuals, HUF, NRI etc.), a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. The postage pre-paid self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P. M. (IST) on Tuesday, April 30, 2019. Postal Ballot Forms received after this date and time shall be strictly treated as invalid.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, March 22, 2019.
8. A member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date and time specified herein above.
9. A member may choose not to use all his votes for voting. He also may choose not to cast all his votes towards either assent or dissent.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
12. **E-Voting:** The Company is pleased to provide E-voting facility as an alternative for members of the Company to enable them to cast their votes electronically instead of dispatching physical Postal Ballot. E-voting is optional. In case a member has voted through e-voting facility, he is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as send his vote through physical Postal Ballot Form, the vote casted through e-voting shall only be considered as valid and the voting through physical Postal Ballot Form shall be considered as invalid. Members are requested to refer to the Notice of Postal Ballot for detailed instructions with respect to e-voting.