

Nikhil Adhesives Limited

Regd. Office: Vadkun, College Road, Dahanu – 401602

CIN: L51900MH1986PLC041062

Website: www.nikhiladhesives.com

Phone: 022-2683 6564/ 26836558/59

NOTICE OF POSTAL BALLOT

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

Dear Members,

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 "Companies Rules") including any statutory modification(s) or reenactment thereof for the time being in force, the enclosed resolutions as set out in this Notice are proposed to be passed by the Members as Special Resolution of Nikhil Adhesives Limited (the "Company") through Postal Ballot (Postal Ballot Forms and voting through electronic means)

A Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions, setting out material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Dharmesh Zaveri Proprietor of D. M. Zaveri & Co., Company Secretaries, as Scrutinizer for conducting the postal ballot (physical & e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR") and Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Section 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting only shall be considered by the Scrutinizer.

The e-voting facility is available at the link: <https://www.evotingindia.com/> from 9:00 a.m. onwards on Sunday, 18th March, 2018 upto Monday, 16th April, 2018, 05:00 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed prepaid postage envelope, so as to reach the Registered Office of the Company on or before the closing of the working hours i.e., 05:00 p.m. on Monday, 16th April, 2018 (end date of voting period).

Please note that any Postal ballot form(s) received after the said date will be treated as invalid. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman of the Company or in his absence, any Director authorised by the Board after the completion of the scrutiny of the postal ballot form. The results will be announced by the Chairman of the Company or in his absence, any person authorized by him on or before Tuesday, 17th April, 2018 at the present Administrative Office of the Company at 315, The Summit - Business Bay, Behind Guru Nanak Petrol Pump, Opp. Cinemax, Andheri - Kurla Road, Andheri East Mumbai – 400093.

The results of the postal ballot will also be displayed at the present Registered Office and on our website www.nikhiladhesives.com besides being communicated to the Stock Exchanges, where the Company's Equity Shares are listed. The last date of voting shall be the date on which the resolution(s) would be deemed to have been passed, if approved by special majority.

Proposed Resolutions

Item No 1: Ratification by members of the Company for amendment in the explanatory statement of Item No. 2 of Notice dated 15th January 2018 of the Extra-Ordinary General Meeting held on 14th February 2018

To consider and, if thought fit, to give your assent or dissent to the following resolution as **Special Resolution**:

“RESOLVED THAT in continuation of resolution passed by members in their extra-ordinary general meeting held on 14th February 2017 and pursuant to “in-principle” approval dated 27th February 2018 granted by the Bombay Stock Exchange for issue of equity shares on preferential basis subject to approval of members for insertion of required disclosure about the Key Managerial Personnel / Senior managing official in accordance with SEBI circular dated 24th January 2013 in respect of true identity of ultimate natural persons of M/s Karan Monomer's Private Limited, one of the allottee to the proposed preferential issue, since none of the members of said Company are holding more than 25% shares of the said Company as an integral part of the explanatory statement to the Item no 2 of Notice dated 15th January 2018 convening extra-ordinary general meeting of members on 14th February 2018, the said disclosure as mentioned in bold letters in this resolution under Item No. 1 of this notice (i.e. at serial no 1 & 34 in the table titled *List of members of Karan Monomer's Private Limited) be and is hereby ratified by the members of the Company as if the approval of members granted for such disclosure as part of the explanatory statement of Item No 2 of the Notice dated 15th January 2018;

6. The identity of (the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control) the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue: The Identity of the proposed allottees and percentage of post issued capital that may be held by them is as under:

Sr No.	Name of the Proposed Allottee along with PAN and Address	PAN	Address	Natural persons who are the ultimate beneficial owners / ultimately controlling the proposed allottees	Post Issue Holdings
1	Karan Monomer's Pvt. Ltd.	AABCK9746M	217 Samuel Street Third Floor Mumbai - 400003	Non Promoter-Body Corporate *List of Members of Karan Monomer's Pvt Ltd are given below;	2,25,600
2	Mr. Ajay Dilkush Sarupria	AKMPS1636E	901/B, Quantum Park Chs, Khar West, Mumbai - 400052	Non-Promoter- Individual	2,00,000
3	Mr. Varun Daga	AHNPD2386C	Daga House, Kothi Bazar, Betul (M.P.) - 460001	Non-Promoter- Individual	1,00,000
4	Mr. Charandeep Singh	BFBPS0639N	6 th Floor, Deejay Apartments, 46, Bhulabhai Desai Road, Mumbai - 400026	Non-Promoter- Individual	1,00,000

5	Mr. Samkit Rajendra Shah	BFLPS3171R	Near Jain Temple, Nehru Street, Vapi (W), 396191	Non-Promoter- Individual	50000
6	Ms. Meena Rajesh Shah	AEGPS2991Q	2/A/14, Rustamjee Regency, Jaswant Sawant Road, Dahisar West, Mumbai - 400068	Non-Promoter- Individual	12200
7	Ms. Diptee Bharat Mehta	AMCPM4742P	11/B/3, Sindhi Colony, Road No.- 24, Scheme No.-6, Opp. Sies College, Sion (W), Mumbai - 400022	Non-Promoter- Individual	12200

Sr. No	Name	No. of Shares	% of Holding
1	Shah Bharat Himatlal - Director and Key Managerial Personnel / Senior managing official	946500	19.316
2	Atul Gandhi	175000	3.571
3	Pacific Exports:- <u>Following are Natural persons who are the ultimate beneficial owners</u> Mr. Badri Prasad Choudhary –Proprietor	130000	2.653
4	Ashok Popatlal Shah	100000	2.041
5	Bipin B. Desai	10000	0.204
6	Dindayal Jajodia	40000	0.816
7	Rajesh Kamdar	135000	2.755
8	Mahesh H. Shah	125000	2.551
9	Vinod Amrutlal Shah	300000	6.122
10	Dinesh M. Shah	130000	2.653
11	Brugesh Shah	349500	7.133
12	Girish V. Shah	201000	4.102
13	Bharat Manilal Shah	265000	5.408
14	Vipul N. Bhatt	85000	1.735
15	Alkesh Shah	155000	3.163
16	Bharat R. Shah	60000	1.224
17	Harshad H. Shah	141000	2.878

18	Haresh Samani	20000	0.408
19	Ramesh V. Shah	150000	3.061
20	Kumar Manilal Shah	85000	1.735
21	Jigar Shah	46000	0.939
22	Mamta D. Shah	100000	2.041
23	Mukesh B. Shah	75000	1.531
24	Hemendra Sanghani	250000	5.102
25	Sumil B. Shah	25000	0.510
26	Prakash Jain	20000	0.408
27	Kishor Kamdar	65000	1.327
28	Hasmukh P. Shah	45000	0.918
29	Jignesh Shah	75000	1.531
30	Sarla R Shah	30000	0.612
31	Sheetal V Shah	10000	0.204
32	Dinesh Navi	110000	2.245
33	Rasiklal Shah	20000	0.408
34	Karan Bharat Shah - Director and Key Managerial Personnel / Senior managing official	375000	7.653
35	Krishma Bharat Shah	50000	1.020

* List of members of Karan Monomer's Private Limited

There is no change of control in the issuer consequent to the preferential issue.

RESOLVED FURTHER THAT Mr. Rajendra J. Sanghavi, Chairman, Mr. Umesh J. Sanghavi, Managing Director and Mr. Nirmal Tiwari, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and sign all such documents as is required to give effect to the above resolution.”

Item No 2: Shifting of Registered Office of the Company

*To consider and, if thought fit, to give your assent or dissent to the following resolution as **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereunder, the Registered Office of the Company be shifted from “Vadkun Collage Road Dahanu, Thane – 401602.” to “315, The Summit - Business Bay, Behind Guru Nanak Petrol Pump, Opp. Cinemax, Andheri - Kurla Road, Andheri East Mumbai – 400093” within the State of Maharashtra;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution Mr. Rajendra J. Sanghavi, Chairman, Mr. Umesh J. Sanghavi, Managing Director and Mr. Nirmal Tiwari, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion to give effect to the above resolution.

**By order of Board of Directors
For NIKHIL ADHESIVES LIMITED**

Place: Mumbai
Date: 07/03/2018

**Sd/-
Mr. Umesh J. Sanghavi
Managing Director**

Notes:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

1. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Public Holidays, Saturday & Sunday, upto 16th April, 2018 (end of voting period), the last date for the receipt of postal ballot forms.
2. The voting by Postal ballot is only for shareholders entitled to vote, who are required to duly fill in the postal ballot form and send it to the Registered Office of the Company. Any other recipient of this Notice, who does not have voting rights, should treat the Notice as intimation only.
3. The Company has appointed Mr. D. M. Zaveri, (FCS: 5418; C. P. No. 4363) Proprietor of M/s. D. M. Zaveri & Co., Practising Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal ballot process in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. for giving e-voting facility to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
5. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on Friday, 9th March, 2018 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date.
6. Shareholders, who have registered e-mail IDs for receipt of documents in electronic mode, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with Postal Ballot Form. Shareholders, who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal ballot Form from our website, www.nikhiladhesives.com.
7. The details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one English and one Vernacular language newspaper circulating in Maharashtra.
8. The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board after completion of the scrutiny and the Chairman of the Company or in his absence, any person authorized by him shall announce the results of the Postal Ballot on or before Tuesday, 17th April, 2018 at the present Administrative Office of the Company at 315, The Summit - Business Bay, Behind Guru Nanak Petrol Pump, Opp. Cinemax, Andheri - Kurla Road, Andheri East Mumbai – 400093 and will be placed on the Website of the Company www.nikhiladhesives.com and website of CDSL.
9. 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 in the attached self-addressed prepaid Business reply envelope. An unsigned Postal Ballot Form will be rejected. The Postal Ballot Form(s) shall also be deposited at the address given thereon.
10. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on Monday, 16th April, 2018 to be eligible for being considered; failing which, it will be strictly treated as if no reply has been received from the Member.
11. Any query/grievance may please be addressed to Mr. Nirmal Tiwari, Company Secretary & Compliance Officer with respect to the voting by Postal Ballot including voting by electronic means at: Email id: nirmal@nikhiladhesives.com or Tel.: +91 22 26835864; Fax: 26840750

The instructions for shareholders voting electronically are as under:

(i) The voting period begins at 9:00A.M. on Sunday, 18th March, 2018 and ends at 5:00 P.M. on Monday, 16th April, 2018 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. Friday, 9th March, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(iii) The shareholders should log on to the e-voting website <https://www.evotingindia.com/>.

(iv) Click on Shareholders.

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to <https://www.evotingindia.com/> and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> 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 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

(x) 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.

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

(xii) Click on the EVSN for the Nikhil Adhesives Limited on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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 <https://www.evotingindia.com/> and register themselves as Corporates.
- 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 linked in the login 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.
- (xx) 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 <https://www.evotingindia.com/>, under help section or write an email to helpdesk.evoting@cdslindia.com .

In case of members receiving the physical copy of Postal Ballot Form by Post and desiring to cast e-vote:

(A) Please follow all steps from Sl. No. (i) to Sl. No. (xvi) above to cast vote.

(B) The voting period begins on 18th March, 2018 at 09:00 AM and ends on 16th April, 2018 at 05:00 PM. 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. Friday, 9th March, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.

(C) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.

(D) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**By order of Board of Directors
For NIKHIL ADHESIVES LIMITED**

Place: Mumbai
Date: 07/03/2018

**Sd/-
Mr. Umesh J. Sanghavi
Managing Director**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Company had obtained members' approval to offer, issue and allot in one or more tranches, on preferential basis, up to 7,00,000 Equity Shares of face value of Re.10/- each (Rupee Ten only) fully paid-up for cash at issue price of Rs. 206/- (including premium of Rs. 196/-) per share determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations as on the Relevant Date, to the below mentioned proposed non-promoter allottees and on such other terms and conditions as may be approved by the Board ("**Preferential Issue**").

Sr. No	Name of the proposed allottee	Category	PAN	No of equity shares proposed	Total consideration payable by the proposed allottees (Rs.)
1	Karan Monomer's Pvt Ltd	Non-Promoters	AABCK9746M	2,25,600	4,64,73,600
2	Mr. Ajay Dilkush Sarupria	Non-Promoters	AKMPS1636E	2,00,000	4,12,00,000
3	Mr. Varun Daga	Non-Promoters	AHNP2386C	1,00,000	2,06,00,000
4	Mr. Charandeep Singh	Non-Promoters	BFBPS0639N	1,00,000	2,06,00,000
5	Mr. Samkit Rajendra Shah	Non-Promoters	BFLPS3171R	50000	1,03,00,000
6	Ms. Meena Rajesh Shah	Non-Promoters	AEGPS2991Q	12200	25,13,200
7	Ms. Diptee Bharat Mehta	Non-Promoters	AMCPM4742P	12200	25,13,200
Total				7,00,000	14,42,00,000

All relevant disclosures that are required to be given in the explanatory statement to the special resolution passed under Section 42 and 62 of the Companies Act, 2013 and in terms of the SEBI (ICDR) Regulations, 2009 were given by the board of directors in the explanatory statement to the Item no 2 of Notice dated 15th January 2018 convening extraordinary general meeting of members on 14th February 2018, The BSE limited while granting the "in principle approval" for the Allotment of shares on preferential basis has directed the Company to ratify the relevant disclosure about the Key Managerial Personnel / Senior managing official in accordance with SEBI circular dated 24th January 2013 in respect of true identity of ultimate natural persons of M/s Karan Monomer's Private Limited, one of the allottee to the proposed preferential issue since none of the members of said Company are holding more than 25% shares of the said company and hence the board has proposed such insertion as an integral part of the said explanatory statement to the Item no 2 of Notice dated 15th January 2018 convening extra-ordinary general meeting of members on 14th February 2018 and the said disclosure as mentioned in bold letters in the proposed resolution under item no. 1 of this notice (i.e. at serial no 1 & 34 in the table titled * List of members of Karan Monomer's Private Limited in the proposed resolution under item no. 1 of this Notice), for ratification of the members of the Company as if the approval of members granted for such disclosure as part of the explanatory statement of Item No 2 of the Notice dated 15th January 2018 in accordance with the directions provided by BSE limited.

The Board of directors recommends the passing of this resolution as a Special Resolution as set out in item No. 1 of the Notice.

None of the Directors and Key Managerial Personnel along with their relatives may be deemed to be concerned or interested in the aforesaid resolution except to the extent of their shareholding, if any.

ITEM NO. 2

As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Chapter VII relating to the Procedure to be followed for conducting business through postal ballot, shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at Thane. With a view to improve the operational efficiency, the Board of Directors considered proposal for shifting the registered office to its administrative office at Mumbai. The proposed location is outside the local limits of Thane city and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be moved to 315, The Summit - Business Bay, Behind Guru Nanak Petrol Pump, Opp. Cinemax, Andheri - Kurla Road, Andheri East Mumbai – 400093.

The Board of Directors recommends the resolutions set out at Item No. 2 for the approval of the members of the company as a special resolution.

None of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution except to the extent of their shareholding in the company.

**By order of Board of Directors
For NIKHIL ADHESIVES LIMITED**

Place: Mumbai
Date: 07/03/2018

**Sd/-
Mr. Umesh J. Sanghavi
Managing Director**

POSTAL BALLOT FORM
(Attached to the Notice dated 07/03/2018)

(Please read carefully the instructions printed overleaf before exercising the vote)

Serial No.:

1.	Name(s) of Shareholder(s), (including joint holders, if any) (in block letters)			
2.	Registered address of the sole/first named Shareholder			
3.	Registered Folio No./ DP ID No./Client ID No.* (* Applicable to investors holding shares in dematerialized form)			
4.	Number of shares held			
5.	I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below. <i>(Tick in both the boxes would render your Ballot invalid for the respective resolution)</i>			
Item No.	Description of the Resolution	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ratification by members of the Company for amendment in the explanatory statement of Item No. 2 of Notice dated 15 th January 2018 of the Extra-Ordinary General Meeting held on 14 th February 2018.			
2.	Shifting of Registered Office of the Company outside the local limits of the City			

Place :

Date :

(Signature of the shareholder)

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed prepaid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expenses of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should 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 and so on.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, 16th April, 2018. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.
6. In case of shares held by Companies, Trusts, Societies etc. duly completed Postal Ballot form should be accompanied by a certified true copy of Board Resolution / Authority.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder(s) as on the cut-off date mentioned in the Notice.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
10. The Postal Ballot shall not be exercised by a Proxy.
11. A (√) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than (√) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
12. A Member need not use all his votes nor does he need to cast all his votes in the same way. If a Member desires to cast only a part of his/her/its votes or cast part of them in favour and part of them against the resolution(s), the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the Member.
13. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
14. In case the shares are held in dematerialized form, the members are advised to forward their requests for change of address and updation of bank account details to their respective depository participants. In case the shares are held in physical form, the members are advised to update their information with the Registrar and Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400072.