



GUJARAT THEMIS BIOSYN LIMITED

[CIN: L24230GJ1981PLC004878]

Registered Office: 69/C, GIDC Industrial Estate, Vapi, Dist. Valsad, Gujarat— 396 195, India

• **Phone:** 022-6760 7080 • **E-mail:** gtblmumbai@gtbl.in ; • **Website:** www.gtbl.in

POSTAL BALLOT NOTICE

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

To
The Members,
Gujarat Themis Biosyn Limited

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") (including any statutory modification(s) or re-enactment for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), that the resolution appended below is proposed to be passed by the members of Gujarat Themis Biosyn Limited (the "Company") by postal ballot / electronic voting (e-voting).

The Company is desirous of seeking your consent to the proposal contained in the Resolution set out below in compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the above resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed **Mr. Ketan R Shirwadkar of M/s. KRS and Co, Practicing Company Secretaries** as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.

The Board has appointed Mr. Parag K. Bodha, Company Secretary as the person responsible for the entire poll process.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), 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 Form by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities to the members of the Company. It may be noted that e-voting is optional. However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. The members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If a member is opting for e-voting, then he/she/it is not required to send the Physical Ballot and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download the Postal Ballot Form from the websites: www.evotingindia.com or www.gtbl.in.

The detailed procedure for e-voting is given in the notes to the Notice.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter mark your assent or dissent by filling in the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer, at the address of Link Intime (I) Pvt. Ltd., Registrars & Transfer Agent of the Company, **on or before 5.00 p.m. on Sunday, April 19, 2020**. In respect of the shareholders opting for e-voting mode as above, they should cast their vote online **from 9.00 a.m. on Saturday, March 21, 2020 till 5.00 p.m. on Sunday, April 19, 2020** as per the instructions given in the notes to the Notice. **Your assent/dissent received after 5.00 p.m. on Sunday, April 19, 2020 would be strictly treated as if a reply from you has not been received.** Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Chairman, or in his absence to the Secretary of the Company.

The results of the Postal Ballot will be announced **on Tuesday, April 21, 2020 at 5.00 p.m.**, by the Chairman or by any person authorised by the Board of Directors of the Company at 11/12, Udyog Nagar, S. V. Road, Goregaon West, Mumbai – 400104 and will be displayed at the Registered Office of the Company at '69/C, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat, India, besides being communicated to Stock Exchange where the Company's shares are listed. The results will be displayed on the website of the Company (www.gtbl.in).

The resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Forms/ e-voting i.e. **Sunday April 19, 2020**.

SPECIAL BUSINESS:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

Approval of Gujarat Themis Biosyn Limited – Employee Stock Option Scheme 2020 ("GTBL – ESOS 2020) and grant of Employees Stock Options to the Employees of the Company thereafter.

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and

sanctions as may be necessary and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, consent of the members, be and is hereby accorded, to the 'Gujarat Themis Biosyn Limited - Employee Stock Option Scheme 2020' ("GTBL - ESOS 2020") and to create, offer, and grant up to, 10,00,000 [Ten Lacs only] employee stock options to the eligible employees of the Company, determined in terms of GTBL - ESOS 2020, from time to time, in one or more tranches, exercisable in aggregate into not more than 10,00,000 [Ten Lacs only] equity shares of the Company, whereby each such option would be exercisable for one equity share of a face value of Rs.5/- each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board (which expression shall include a Committee thereof) in accordance with the provisions of the GTBL - ESOS 2020 and provisions of applicable law as may be prevailing at that time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required upon exercise of options from time to time in accordance with the GTBL - ESOS 2020 and that such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the GTBL - ESOS 2020 as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company and relevant provisions of the applicable laws;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

Date: 07th February, 2020
Place: Mumbai

By Order of the Board
For **Gujarat Themis Biosyn Limited**
Sd/-
Parag K. Bodha
Company Secretary

NOTES:

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business specified hereinabove is annexed hereto.

1. The Notice of the Postal Ballot is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope to all the members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, March 13, 2020**. The members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent the Notice of Postal Ballot by e-mail. Those members who have not so registered their e-mail IDs will receive the Notice of the Postal Ballot and the Postal Ballot Form by post/courier. The voting rights shall be reckoned on the paid-up value of the shares registered in the names of the shareholders as on the cut-off date i.e. **Friday, March 13, 2020**. Shareholders can also download the Postal Ballot Form from the websites: www.evotingindia.com or www.gtbl.in or seek duplicate Postal Ballot Form from Registrar and Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
2. In accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The instructions for e-voting are annexed to this Notice.
3. The members can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. If a member is opting for e-voting, then he/she/it is not required to send the Physical Ballot and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid.

INSTRUCTIONS FOR E-VOTING:

- i. The voting period commences **from 9.00 a.m. on Saturday, March 21, 2020 till 5.00 p.m. on Sunday, April 19, 2020**. During this period, members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, March 13, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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 www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act") setting out material facts relating to Approval of GTBL ESOS 2020.

The Company appreciates the critical role people play in the organizational growth. It strongly believes that the value created by its people should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize critical talents, the Company is intending to issue employee stock options under an employee stock option plan namely 'Gujarat Themis Biosyn Limited - Employee Stock Option Scheme 2020' (hereinafter referred to as "GTBL - ESOS 2020") to the employees and Directors of the Company, as determined from time to time.

Pursuant to Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company is seeking approval of its members to offer GTBL - ESOS 2020 to eligible employees (defined herein below).

The salient features of GTBL - ESOS 2020 are set out as per Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16 June 2015 ("Circular") issued by Securities and Exchange Board of India and are as under:

a) Brief description of GTBL - ESOS 2020: The purposes of the Scheme are:

- To encourage ownership of the Company's equity shares by the Employees on an ongoing basis;
- To align employee compensation with performance of the Company;
- To benefit the Company by enabling the attraction and retention of the best available talent by enabling them to contribute and share in the growth of the Company;
- To provide existing Employees an opportunity for investment in the Company's equity shares.
- To promote the success of the Company
- To promote the culture of employee ownership in the Company, approval of the shareholders is being sought for issue of stock options under the GTBL - ESOS 2020 to the Employees of the Company.

b) The total numbers of Options to be granted: 10,00,000

c) Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s);

1. a permanent employee of the Company who has been working in India or out of India; or
2. a Director of the Company, whether a Whole-time Director or not but excluding an Independent Director, who is permitted to receive Stock Options as per Applicable Law; or
3. a permanent employee or Director of a Subsidiary, in India or outside India, or of the Holding company of the Company but does not include:
 - an employee who is a Promoter or a person belonging to the Promoter Group of the Company; or
 - a Director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding shares of the Company.

d) The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme; The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

e) Requirements of vesting and period of vesting; Vesting of options may commence after a period of not less than one year from the date of individual grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the GTBL - ESOS 2020.

f) The maximum period within which the options shall be vested; The maximum vesting period may extend up to 5 (five) years from the date of grant of options, unless otherwise decided by the Nomination and Remuneration Committee.

g) Exercise price or formula for arriving at the same; Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme. The exercise price for the purpose of grant of options will be the closing market price one day prior to the date of grant on the stock exchange where the equity shares of the Company are listed.

h) Exercise period and process of exercise; The Exercise period shall commence from the date of vesting of Options and would expire not later than 5 (five) years from the date of vesting. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period.

i) Maximum number of options to be granted per employee and in aggregate; The number of Options that may be granted to any employee under GTBL - ESOS 2020 shall not exceed, during any one year, equal to or exceeding one per cent of the issued capital of the company at the time of grant of option, if the prior specific approval from shareholders of the Company through a special resolution to this effect is not obtained.

j) Maximum quantum of benefits to be provided per employee under a Scheme; The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

- k) **The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;** If an Option holder's employment is terminated with the Company for 'Cause' as specified in the GTBL - ESOS 2020 (cause includes acts such as misconduct, fraud, misrepresentation etc. as detailed in the GTBL - ESOS 2020), then all the vested options (but not exercised) and unvested options shall lapse and be cancelled forthwith. The Company shall not have any obligation towards the Option holder with regard to such lapsed Options.

If an Option holder's employment is terminated with the Company for any other reasons other than the 'Cause' (as specified in the GTBL - ESOS 2020), then all the unvested Options shall vest on the date of termination / resignation / superannuation of the employee. As regards the vested Options (including the options vested on the date of termination / resignation / superannuation, as the case may be), the Option holder shall be entitled to exercise the vested Options within 12 (twelve) months from the date of termination / resignation / superannuation, failing which such vested Options shall lapse and be cancelled forthwith. There shall be no further obligation of the Company towards the Option holder with regard to lapsed Options.

- l) **The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee; and;** The options will lapse if not exercised within the specified exercise period as mention in (k) above.
- m) **Whether the scheme(s) is to be implemented and administered directly by the Company or through a Trust;** The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.
- n) **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the Trust or both;** GTBL - ESOS 2020 involves new issue of equity shares by the Company.
- o) **The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc;** GTBL - ESOS 2020 is to be implemented and administered directly by the Company without forming or involving any Trust. Therefore, provision of any loan to a Trust under the Plan does not arise.
- p) **Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purposes of the Plan(s);** GTBL - ESOS 2020 is to be implemented and administered directly by the Company without forming or involving any trust. Therefore, the Plan does not envisage any secondary acquisition.
- q) **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15;** The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein or such other policies as may be prescribed under SEBI SBEB Regulations.
- r) **The method which the company shall use to value its options;** To calculate the Employee compensation cost, the Company shall use the Intrinsic Value method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of the Options granted. If Intrinsic Value method is used the difference between the Employee compensation cost so computed and the Employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' report.
- s) **Lock-In Period:** The Shares allotted upon exercise of Stock Options granted under the Scheme are not subject to any lock in.
- t) **Declaration:** In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Regulation 6(1) of SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution. Further, as GTBL - ESOS 2020 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) except to the extent of the stock options that may be granted to them under GTBL - ESOS 2020.

Your Directors, therefore, recommend the passing of the resolution as a Special Resolution.

Gujarat Themis Biosyn Limited
[CIN: L24230GJ1981PLC004878]
Registered Office: 69/C, GIDC Industrial Estate, Vapi, Dist. Valsad,
Gujarat— 396 195, India
Phone: 022-6760 7080
Email: gtblmumbai@gtbl.in ;Website: www.gtbl.in

By Order of the Board
For **Gujarat Themis Biosyn Limited**
Sd/-
Parag K. Bodha
Company Secretary

Date: 7th February, 2020
Place: Mumbai

**GUJARAT THEMIS BIOSYN LIMITED**

CIN: L24230GJ1981PLC004878]

Registered Office: 69/C, GIDC Industrial Estate, Vapi, Dist. Valsad, Gujarat-- 396 195, India● **Phone:** 022-6760 7080 ● **E-mail:** gtblmumbai@gtbl.in ; ● **Website:** www.gtbl.in**POSTAL BALLOT FORM**

(Please read the instructions carefully before completing the Form)

Sr. No.:

1.	Name(s) of Member(s) Registered Address of the Sole / First named Member	
2.	Joint-holders, if any	
3.	Registered Folio No. / DP ID No. */ Client ID No.* (*applicable to investors holding shares in demat form)	
4.	No. of shares held	

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice of Postal Ballot dated February 07, 2020 of the Company by conveying my/our assent or dissent to the said Resolution by placing tick (√) mark in the appropriate boxes given below :

Item No.	Description	No. of shares held	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1	Special Resolution: To Approve Gujarat Themis Biosyn Limited – Employee Stock Option Scheme 2020 (“GTBL – ESOS 2020) and grant of Employees Stock Options to the Employees of the Company thereafter			

Place:

Date:

(Signature of the Member / Beneficial Owner)**E-Voting Particulars**

EVS (E-voting Sequence Number)	User ID	Password
200316002		

Notes:

- If the voting rights are exercised electronically, there is no need to use this form.
- Please read carefully, the instructions printed over leaf before exercising your vote.
- The last date of receipt of Postal Ballot Form by the Scrutinizer is **Sunday, April 19, 2020.**

INSTRUCTIONS

1. A member desiring to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy is permitted to be used for the purpose) and send it **to the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd.**, in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots if deposited in person or if sent by courier at the expense of the member shall also be accepted.
 2. The self-addressed envelope bears the name and address of the Scrutinizer / Registrars & Transfer Agent of the Company M/s. Link Intime (I) Pvt. Ltd.
 3. This Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company / Depository Participants.
 4. Unsigned, incomplete, defaced, mutilated and incorrectly ticked Postal Ballot Forms shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding on the members.
 5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority Letter / Power of Attorney together with attested specimen signature(s) of the authorised signatory(ies).
 6. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint members.
 7. The right of voting by Postal Ballot / e-voting shall not be exercised by a Proxy.
 8. A member need not use all his/her/its votes nor he/she/it needs to cast all his/her/its votes in the same way. If the member desires to cast only 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.
 9. **The voting period commences from 9.00 a.m. on Saturday, March 21, 2020 till 5.00 p.m. on Sunday, April 19, 2020.** Postal Ballot Form(s) received after this date will be strictly treated as if the reply from the Shareholders / Members / Beneficial Owners has not been received.
 10. Duly completed Postal Ballot Form should be received by the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd., **on or before 5.00 p.m. on Sunday, April 19, 2020.** Postal Ballot Forms received after this date will be strictly treated as if no reply from the member has been received.
 11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members / beneficial owners as on the cut-off date i.e. **Friday, March 13, 2020.**
 12. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than **Tuesday, April 21, 2020.**
 13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelopes addressed to the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd., and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
 14. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal ballot Form should reach the Scrutinizer at the address of Registrars & Transfer Agent of the Company i.e. Link Intime (I) Pvt. Ltd not later than the date specified at serial no. 10 above.
 15. The results of the Postal Ballot will be displayed at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), and posted on the Company's website for the information of the members.
 16. The Company is pleased to offer e-voting facility as an alternate for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is outlined in the Notes to the Postal Ballot Notice.
 17. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for e-voting, then please do not cast your vote by e-voting and vice-versa. If a member casts his/her/its vote through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated invalid.
-