



## **Silly Monks Entertainment Limited**

**CIN: L92120TG2013PLC090132**

**Registered Office:** 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084,  
Telangana, India. **Tele No.:** 040 - 2300 4518

**Email:** [investor@sillymonks.com](mailto:investor@sillymonks.com), **Website:** [www.sillymonks.com](http://www.sillymonks.com)

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### **POSTAL BALLOT NOTICE**

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

#### **Dear Member,**

Notice is hereby given pursuant to **Section 110** of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘**Listing Regulations**’) and pursuant to other applicable laws and regulations, that the resolutions appended below, are proposed to be passed by the Members of **Silly Monks Entertainment Limited (“the Company”)** through Postal Ballot/electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company, at their meeting held on 31<sup>st</sup> December, 2019, appointed **Mr. Jineshwar Kumar Sankhala**, Company Secretary in Practice (CP No. 18365), as the Scrutinizer for conducting the postal ballot process including e-voting process in fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed self-addressed postage pre-paid envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed 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 on the self-addressed postage pre-paid envelope.

The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 p.m. on **Friday 31<sup>st</sup> January, 2020**, to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the concerned Member. E-voting will be blocked by the Central Depository Services Limited (“CDSL”) at **5:00 p.m. (IST) on Friday 31<sup>st</sup> January, 2020** and E-voting shall not be allowed beyond the said date and time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under section “**Voting through Electronic Means**”.

The Scrutinizer will submit their report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The results shall be declared on **Saturday, 01<sup>st</sup> February, 2020** at the Registered Office of the Company and will be communicated to the Stock Exchange (Where the shares of the Company are listed), and will also be displayed on the Company’s website: [www.sillymonks.com](http://www.sillymonks.com).

The resolution shall be deemed to have been passed on the last date (i.e., 31<sup>st</sup> January 2020) specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.

Members are requested to consider and approve following business by way of **Postal Ballot** or **E-Voting**.

**SPECIAL BUSINESS:****ITEM NO. 1****TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

“To consider and if thought fit, to pass with or without modification(s) the following resolutions as **ORDINARY RESOLUTION**”:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the rules framed there under and in accordance with the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each, to Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore and Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each, by creating 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing equity shares of the Company and consequently, the existing **Clause V** of the **Memorandum of Association** of the Company be and is hereby altered and substituted by the following as **new Clause V**:

**“V. The Authorized Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore and Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.”**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

**ITEM NO. 2****TO APPROVE ISSUE OF BONUS SHARES**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **“ORDINARY RESOLUTION**”:

**“RESOLVED THAT,** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company and subject to such approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the securities premium account of the Company, for the purpose of the issue of bonus shares of Rs.10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 6 (Six) equity shares for every 5(Five) existing equity shares held by the Members.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank Pari Passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to dividend(s) to be declared after the bonus shares are allotted.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the bonus shares and the bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form as per the requirement of the applicable rules.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulties that may arise with regard to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard and which the Board in its discretion thinks fit and proper."

**ITEM NO. 3**

**MIGRATION OF COMPANY'S EQUITY SHARES FROM SME PLATFORM OF NSE - EMERGE TO MAIN BOARD - NATIONAL STOCK EXCHANGE OF INDIA LIMITED;**

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

"**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (SEBI(ICDR) Regulations) (as amended from time to time) and applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded for migration of the Company's equity shares from SME platform of NSE - Emerge to Main Board - National Stock Exchange of India Limited as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board.

**RESOLVED FURTHER THAT** the Board of directors and the Company Secretary of the Company be and are hereby authorized severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's equity shares from SME platform of NSE - Emerge to Main Board - National Stock Exchange of India Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

**For and on behalf of the Board  
M/s. Silly Monks Entertainment Limited**

**SD/-  
Tekulapalli Sanjay Reddy  
Chairman and Managing Director  
DIN: 00297272**

**Place: Hyderabad  
Date: 31.12.2019**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (Hereinafter referred to as the "**Rules**") setting out all material facts in respect of the business specified in this notice and the reasons there to is annexed hereto. The Special Resolutions mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the said Special Resolution.
2. In terms of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) the item of business as set out in the notice is sought to be passed by postal ballot. The postal ballot form for voting by shareholders is enclosed herewith.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited / RTA as on 27<sup>th</sup> December 2019 (being cut-off date for determining the members to whom the Notice shall be dispatched). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on 27<sup>th</sup> December 2019 will be considered for the purpose of voting.
5. A copy of this notice together with Postal Ballot Form has been placed on the website of the Company [www.sillymonks.com](http://www.sillymonks.com) and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
6. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid envelope, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 PM) on Friday 31<sup>st</sup> January, 2020. However, envelopes containing (postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after (i.e. 05:00 PM) Friday 31<sup>st</sup> January, 2020, it will be considered that no reply from the Member has been received.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited ('CDSL'). The instructions for e-voting forms part of this Notice.
8. Kindly note that the members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-voting. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. In case members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate form, he or she may send an e-mail to the Company at [investor@sillymonks.com](mailto:investor@sillymonks.com). The Company shall forward the same along with self-addressed postage pre-paid envelope to the Member.

10. Non Individual Shareholders and custodians should submit a scanned copy of the Board Resolution and/or Power of Attorney (POA), along with postal ballot form (for physical voting) and in case of e-voting Board Resolution and/or Power of Attorney (POA) shall be uploaded in PDF format in the system, for the scrutinizer to verify the same.
11. A Member cannot exercise his vote by proxy on postal ballot.
12. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) in Telugu newspaper, each having wide circulation in the State of Telangana, where the registered office of the Company is situated.
13. The scrutinizer will submit his report to the Chairman/ any of the Director(s) of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on Saturday, 01<sup>st</sup> February 2020, at the registered office of the Company and the result along with Scrutinizer report will also be displayed on the website of the Company [www.sillymonks.com](http://www.sillymonks.com) besides being communicated to the Stock Exchange.
14. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal ballot forms (i.e. on Friday 31<sup>st</sup> January, 2020) if assented by the members as per the provisions of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time).
15. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
16. Any query/grievances relating to the postal ballot process may be addressed to Ms. Sushma Barla (Company Secretary and Compliance Officer).  
**Her Contact details are:**  
**E-mail** : [investor@sillymonks.com](mailto:investor@sillymonks.com)  
**Tele No.** : 040 - 2300 4518  
**Address** : 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda,  
Kondapur, Hyderabad-500084, Telangana, India.

#### **VOTING THROUGH ELECTRONIC MEANS:**

##### **Instructions relating to E-voting:**

- (i) The voting period will commence on **02<sup>nd</sup> January 2020 (Thursday) at 9 a.m. (9.00 hours IST)** and will end on the **31<sup>st</sup> January 2020 (Friday) at 5.00 p.m. (17:00 hours IST)**. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for e-voting facility is 27<sup>th</sup> December 2019 and members whose names appear on the register of members/list of beneficial owners shall be entitled to avail the service.
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders / Members" tab.
- (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 [www.evotingindia.com](http://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:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (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 relevant Company i.e., Silly Monks Entertainment 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 & entering the details as prompted by the system.
- (xix) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.



- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013****Item Nos. 1 & 2****To Increase the Authorised Share Capital of the Company and Issuance of Bonus Shares**

The Board of Directors at its meeting held on Tuesday, 31<sup>st</sup> December 2019, subject to the approval of the members of the Company, approved and recommended issue of bonus equity shares of 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 6(Six) new fully paid-up equity shares of 10/- (Rupees Ten only) each for every 5 (Five) existing fully paid-up equity shares of 10/- (Rupees Ten only) each by capitalising a sum not exceeding 5,56,98,000/- (Rupees Five Crores Fifty Six Lakhs and Ninety Eight Thousand Only) out of securities premium account the Company.

In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore and Ten Lakhs) equity shares of 10/-(Rupees Ten only) each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of securities premium account of the Company, for the purpose of issue of bonus shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel is, in any way, deemed to be concerned or interested financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

Therefore, the Board of Directors recommends the proposed requisite resolution as requested in the proposed resolution for your approval.

**Item No. 3****Migration of Company's Equity Shares from SME Platform of NSE - Emerge to Main Board - National Stock Exchange of India Limited**

The Company's shares have been listed on SME Platform of NSE - Emerge since 18<sup>th</sup> January 2018 till date. As per the provisions of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2018 (as amended from time to time) the Company, whose shares are listed on SME Exchange for more than 2 years and having the Paid-up Share Capital of more than Rs. 10 Crore but up to Rs. 25 Crore may migrate from SME Exchange to Main Board.

In view of increasing business activities and for strong brand building, the Board of Directors of the Company are of the view that the migration of the Company to Main Board of National Stock Exchange of India Limited will enhance the recognition of the Company, increase the participation from the retail investors and trading in the Equity Shares of the Company on the Main Board will go a long way in enhancing the image and goodwill of the Company.

The Company was listed on 18<sup>th</sup> January, 2018 on SME platform of NSE - Emerge, pursuant to the proposed bonus issue of shares, paid up Capital of the Company is proposed to increase to Rs. 10,21,13,000/- (Rupees Ten Crores Twenty-One Lakhs and Thirteen Thousand only).

The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of **Special Resolution**.

Please note that the proposed special resolution shall be acted upon if the votes cast by Public Shareholders in favour of the Proposal amount to at least 2 times the number of votes cast by the public shareholders against the proposal.

It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the company on the Main Board of NSE and hence the management recommends the passing of said **Special resolution** and seeks shareholders' approval through Postal Ballot.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

**For and on behalf of the Board  
M/s. Silly Monks Entertainment Limited**

**Place: Hyderabad  
Date: 31.12.2019**

**SD/-  
Tekulapalli Sanjay Reddy  
Chairman and Managing Director  
DIN: 00297272**





## Silly Monks Entertainment Limited

CIN: L92120TG2013PLC090132

Registered Office: 301, Ektha Pearl, 2-17-89, B P Raju Marg, Kothaguda, Kondapur, Hyderabad – 500084,  
Telangana, India. Tele No.: 040 - 2300 4518

Email: [investor@sillymonks.com](mailto:investor@sillymonks.com), Website: [www.sillymonks.com](http://www.sillymonks.com)

### **POSTAL BALLOT FORM**

(To be returned to the Scrutinizer appointed by the Company)

1)	Name and Registered address of the Sole/First Member (IN BLOCK LETTERS)	
2)	Name(s) of the Joint Member(s), if any (IN BLOCK LETTERS)	
3)	Registered folio No. / *DP ID No. / Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4)	Number of Equity Shares held as on 27 <sup>th</sup> December 2019	Equity Shares of Rs.10/- each

I/We hereby exercise my/our vote in respect of Resolutions to be passed in respect of the Special Businesses stated in the postal ballot notice of the Company dated 31<sup>st</sup> December 2019, by sending my/our assent (for) or dissent (against) to the said resolution by placing tick (√) mark at the appropriate box below:

Item No.	Description	Nature of Resolution	No. of Equity shares	I/We assent to the resolution ("For")	I/We dissent from the resolution ("Against")
1	To Increase the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association	Ordinary			
2	To approve Issue of Bonus Shares	Ordinary			
3	Migration of Company's Equity Shares from SME Platform of NSE - Emerge to Main Board - National Stock Exchange of India Limited	Special			

Place:

Date:

Signature of the Member/Authorised Representative

#### Note:

1. Kindly read the instructions printed overleaf before filing the form.
2. Please return the duly filled and signed postal ballot form in the envelope enclosed herewith. Last date for receipt of this Postal Ballot Form by the Scrutinizer is **31<sup>st</sup> January 2020**.
3. In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.

## Instructions:

1. A Member desiring to exercise vote by Postal Ballot Form should complete this Postal Ballot Form and send it to the following address in the attached self-addressed postage pre-paid envelope to which necessary postage has already been affixed and borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by other means at the expense of the registered shareholder will also be accepted.
2. Duly completed postal ballot form should reach the aforesaid address not later than 05:00 p.m. on Friday, 31<sup>st</sup> January 2020. Postal ballot forms received after 31<sup>st</sup> January 2020 shall be treated as not received.
3. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
4. In the case of shares held by companies, trusts, societies etc., a certified true copy of Board Resolution/Authority should accompany the duly completed Postal Ballot Form.
5. Votes will be considered invalid on the following grounds:
  - a) A form other than one issued by the company has been used;
  - b) It has not been signed by or on behalf of the Member;
  - c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
  - d) It is not possible to determine without any doubt the assent or dissent of the Member;
  - e) Neither assent nor dissent is mentioned;
  - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - g) The envelope containing the postal ballot form is received after the last date prescribed;
  - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i) It is received from a Member who is in arrears of payment of calls;
  - j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
6. Members are requested not to send any other paper along-with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
7. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
8. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy
9. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
10. 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 or furnished by NSDL/CDSL to the Company) by the first mentioned shareholder and in his absence, by the next named shareholder.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on cut-off date i.e., 27<sup>th</sup> December 2019. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
12. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filing by using erasable writing medium/s like pencil).