



APAR INDUSTRIES LIMITED

(CIN : L91110GJ1989PLC012802)

Regd. Office : 301, Panorama Complex, R. C. Dutt Road, Vadodara – 390 007 (Gujarat).

Phone : 0265-2339906, 2331935 Fax : 0265- 2330309

Email : com_sec@apar.com Website : www.apar.com

NOTICE FOR POSTAL BALLOT AND E-VOTING

Dear Shareholders,

Notice is hereby given that pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 and other applicable Rules of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and applicable Clauses of the Listing Regulations / Agreements, the Resolutions appended below are proposed to be passed as Special Resolutions by way of postal ballot and electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the items and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The shareholders of the Company at their Extra-Ordinary General Meeting held on 29th April, 2011, had approved the appointment of Dr. Narendra D. Desai (Non – Executive Chairman) as Technical Adviser / Management Consultant of the Company w.e.f. 1st February, 2011 for a period of 5 years with the term valid up to 31st January, 2016 and payment of remuneration and commission to him.

On the recommendation of the Nomination and Compensation-cum-Remuneration Committee [NRC] and Audit Committee, the Board of Directors at their meeting held on 5th November, 2015, approved the re-appointment of Dr. Narendra D. Desai (Non-Executive Chairman) as Technical Adviser / Management Consultant of the Company w.e.f. 1st February, 2016 for a further period of 5 years and payment of remuneration and commission to him, subject to the approval of the shareholders. Accordingly, the undernoted Special Resolutions and the Explanatory Statement are being sent to you along with the Postal Ballot Form for your kind consideration. As stated in the Explanatory Statement, the proposed re-appointment is without any revision in fixed professional fee and commission.

Further, as per the provisions of the Act, read with the applicable Rules and the Listing Agreement / Listing Regulations, the Company is required to provide to its members facility to exercise their right to vote by electronic means. Accordingly, instructions for e-voting have been provided hereunder.

You are requested to peruse the proposed Special Resolutions along with Explanatory Statement, read with the instructions printed in the accompanying Postal Ballot Form and return the same along with your Assent (FOR) or Dissent (AGAINST), in the self-addressed postage pre-paid business reply envelope, enclosed with this Notice, so as to reach the Scrutinizer on or before 17.00 Hrs. on Wednesday, 20th January, 2016. Postal Ballot forms can also be downloaded from the website of the Company viz. www.apar.com. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received.

In compliance with applicable clauses of Equity Listing Agreement / SEBI Listing Regulations and Section 110 of the Act, read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for its Shareholders which would enable them to cast their votes electronically, instead of physical postal ballot form.

The Company has appointed Mr. Hemang M. Mehta, Practicing Company Secretary as a Scrutinizer for conducting the Postal Ballot and E-voting in a fair and transparent manner. Further, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility. It is clarified that E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Form. In respect of shareholders opting for e-voting mode as above, they should cast their votes online from 10.00 Hrs. on Monday, 21st December, 2015 till 17.00 Hrs. on Wednesday, 20th January, 2016 as per e-voting and other instructions provided with Postal Ballot Form. E-Voting shall not be allowed beyond 17.00 Hrs. on Wednesday, 20th January, 2016.

Only members entitled to vote are entitled to fill in the postal ballot form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots including e-voting and the Results of the Postal Ballot and E-voting will be announced by the Chairman of the Company or person authorised by him in writing on Friday, 22nd January, 2016 at 4.00 p.m. at the Corporate Office of the Company.

The results together with the Scrutinizer's Report will be posted on the Company's website viz. www.apar.com and also on the website of CDSL <https://www.cdslindia.com/evoting/EvotingInstanceAndResults.aspx> besides being communicated to the BSE and NSE where the Company's shares are listed.

The date of declaration of the result of the postal ballot and e-voting shall be the date on which the appended resolutions would be deemed to have been passed, if approved by requisite majority.

The Members are requested to consider and, if thought fit, pass the following resolutions as Special Resolutions.

PROPOSED SPECIAL RESOLUTIONS:

1. 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 proviso (a) & (b) to sub section (4) of Section 197, Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Listing Agreement with the Stock Exchanges / Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto, Article 140(b) of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Compensation-cum-Remuneration (NCR) Committee and approval of the Audit Committee and Board of Directors at their respective Meetings held on 5th November, 2015, consent of the Company be and is hereby accorded for re-appointment of Dr. Narendra D. Desai, a Technocrat and Non-Executive Chairman of the Company, in the capacity as Technical Adviser / Management Consultant, who possesses requisite qualifications for Office of profession, for a further period of 5 (five) years w.e.f. 1st February, 2016 for availing his professional technical services in manufacturing and also to avail his expertise in the management field and that he be paid consultancy fees and provided facilities for his professional services as detailed below in accordance of law.

i) Consultancy Fee :

- (a) Fixed Fees of Rs. 30,00,000/- per annum payable in monthly equal installments.
- (b) Such further fees as the Board may sanction for specific professional assignment, which he may accept as per the Company's requirement.

ii) Facilities: In addition to the above fees, he will be provided the following facilities which shall be revised by the Board of Directors from time to time for facilitating him in the performance of professional services to the Company :

- (a) Reimbursement of actual rent upto Rs. 3,00,000/- per month for occupation of unfurnished residential accommodation occupied by him.
- (b) The Company shall incur all expenses relating to his travel etc., for his rendering professional services to the Company.
- (c) The facility of Company maintained Motor Car with driver will be provided to him for use in connection with rendering professional services to the Company. For possible use of the said vehicle for private or personal purposes, the Company will recover from him the amount which is equal to the amount of perquisite value of employer's car used by an employee for personal use under Income Tax Rules from time to time.
- (d) The Company will provide a Mobile phone and land line telephone connections at his residence.

2. 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 provisions of Section 197, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Listing Agreement with the Stock Exchanges / Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto, Article 140(b) of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Compensation-cum-Remuneration (NCR) Committee and approval of the Audit Committee and Board of Directors at their respective Meetings held on 5th November, 2015, the consent of the Company be and is hereby accorded for payment of Commission to Dr. Narendra D. Desai, Non-Executive Chairman of the Company,

w.e.f. 1st February, 2016 for a period of 5 (five) years, for each financial year commencing from Financial Year 2015 16 at a rate not exceeding 1% of Net Profits of the Company, as computed in the manner specified under Section 198 of the Act and he will also be eligible to receive the remuneration and facilities for the professional services rendered/ to be rendered by him to the Company as Technical Adviser / Management Consultant and also the sitting fees for attending the Meetings of the Board of Directors of the Company or any Committee thereof.”

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended hereto.
2. Consideration and approval of the Shareholders of the Company by postal ballot and e-voting is sought for the above resolutions.
3. Resolution passed by the shareholders through Postal Ballot and E-voting is deemed to have been passed at a General Meeting of the shareholders.
4. The material documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays (between 03.00 p.m. to 05.00 p.m.) up to the last date for receipt of the Postal Ballot Form i.e. Wednesday, 20th January, 2016.
5. The Notice along with Explanatory Statement and Business Reply Envelope, are being sent to all the eligible shareholders of the Company by courier 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) or Registrar and Share Transfer Agent (RTA) as on 11th December, 2015. The Notice will be displayed on the website of the Company (www.apar.com) and of CDSL.
6. The Company has appointed Mr. Hemang M. Mehta, Practicing Company Secretary, of M/s. H. M. Mehta & Associates, Vadodara, Gujarat as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on 11th December, 2015. The resolutions shall be considered approved by the Shareholders in case the votes in favour of the resolutions are not less than three times the votes cast against the Resolutions.
8. A postal ballot form along with self-addressed pre-paid Business Reply Envelope is enclosed. Shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Shareholders who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Company's website (www.apar.com) or seek duplicate postal ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer on or before 17.00 Hrs. on Wednesday, 20th January, 2016. Any postal ballot form received after the said date and time period shall be treated as if the reply from the member has not been received.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.
10. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and / or furnished to National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL)). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney (“PoA”) on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.
11. The instructions for the Shareholders for voting electronically are as under:-

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the below mentioned instructions to cast their vote through e-voting:

The voting period begins on 21st December, 2015 and ends on 20th January, 2016. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off-date of 11th December, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 characters Alpha-numeric DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user, follow the steps given in the table below.

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none">• 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 first two letters of their name and the 8 digits of the sequence number in the PAN field as mentioned on the mailing address sticker.• 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. e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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 (iii).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly to the EVSN 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on EVSN of APAR INDUSTRIES LTD.
- (x) 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.
- (xi) Click on the “Resolutions File Link” if you wish to view the Resolution.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If you are a Demat account holder and have forgotten your password then enter the User ID and the image verification code as displayed and click on Forgot Password & enter the relevant details as prompted by the system.
- (xvi) **Note for Corporate Shareholders :**
- 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.
- (xvii) 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.
- (xviii) You can opt only one mode of voting i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by E-voting will be treated as invalid.
- (xix) Mr. Hemang M. Mehta, Practicing Company Secretary, Vadodara, Gujarat (Membership No. FCS 4965 & Certificate of Practice No. 2554) has been appointed as the Scrutinizer to scrutinize the E-voting and Postal Ballot process in a fair and transparent manner.

- (xx) The Scrutinizer shall after the conclusion of voting will first count the votes cast and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than three days of the conclusion of the voting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.apar.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd. and NSE Ltd.

By Order of the Board

Place : Mumbai
Date : 5th November, 2015

Sanjaya Kunder
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement for Item Nos. 1 & 2 of the accompanying Notice sets out hereinabove, is as under:

ITEM NO. 1 & 2:

The agenda Item No. 1 & 2 of the Notice relates to the approval of re-appointment and payment of fees / remuneration and providing facilities to Dr. Narendra D. Desai (Non-Executive Chairman / Director), for the professional services rendered / to be rendered to the Company and payment of commission to him.

The Board of Directors of the Company at its meeting held on 2nd February, 2011 and the Shareholders of the Company at the Extra-Ordinary General Meeting held on 29th April, 2011 had –

- a. appointed Dr. Narendra D. Desai as Technical Adviser / Management Consultant of the Company w.e.f. 1st February, 2011 for a period of 5 years;
- b. approved payment of remuneration to him for the aforesaid period; and
- c. approved payment of Commission on Net Profits of the Company during the said period.

The period for the appointment of Dr. Desai will be expiring on 31st January, 2016. Considering the immense contribution made by Dr. Narendra D. Desai during his present tenure, the Nomination and Compensation-cum-Remuneration Committee (NRC) of Directors, the Audit Committee and the Board of Directors of the Company at their respective meetings held on 5th November, 2015 have approved the re-appointment of Dr. Narendra D. Desai as Technical Adviser / Management Consultant of the Company w.e.f. 1st February, 2016 for a further period of 5 years with no change in fixed professional fees of Rs. 30,00,000/- per annum and no change in payment of commission upto 1% of the net profit of the Company, which is subject to the approval of shareholders.

Dr. Narendra D. Desai has a Honors Degree (Elect. Engg.), University of London, UK and Ph. D, UPenn, U.S.A. including Cost and Business Management Studies, Wharton School. Visiting lecturer at Carnegie Melon, Pittsburgh (U.S.A.), Drexel University, Philadelphia (U.S.A.) and many other universities in India. He had been Founder Chairman of GE Apar Lighting India Limited (a 50% joint venture with General Electric, U.S.A). Ex-chairman of DGTD, Light Electrical Industry Panel, Govt. of India, New Delhi. Past President of ELCOMA (Electrical Lamp and Component Manufacturers Association), and many other associations. He is the President of Dharmsinh Desai University, Nadiad (Gujarat), a leading university in Gujarat.

The present Managing Directors of the Company are hard pressed with variety of functions relating to day-to-day management of the Company's existing business and they would not be able to give concentrated attention to the details of expansion projects of the Company, product development and other technical / management matters. The Company has a history of continuous expansion year after year. Considering the nature and volume of business and its continuous expansion activities, the Managing Directors of the Company need expert technical and management support. Therefore, it would be in the interest of the Company to continue to avail Dr. Desai's professional services by re-appointing him as Technical Adviser / Management Consultant of the Company.

The Central Government vide its letter No. 6/06/2005/CL.VII dated 18th May, 2006 under Section 309 of the Companies Act, 1956 have opined that Dr. Desai possesses the requisite qualifications for rendering such services.

Considering the competence of Dr. Desai and present levels of professional fees / charges being charged by the reputed experienced professionals like Technical Adviser / Management Consultant, for the expert services / advices, your Board of Directors feels that the remuneration / fees as proposed in the resolution is reasonable.

Besides the payment of remuneration in the professional capacity, Dr. Desai will be entitled to receive usual sitting fees for attending the meetings of Board of Directors and Committees thereof.

Further, the rich and varied experience of Dr. Desai plays the crucial role in laying down policies and providing guidelines for conduct of Company's business. He has been contributing immensely to the success of the Company through his active participation in the Board / Committee Meetings. The rich experience of Dr. Desai in business management and administration has led to sound decisions. The NRC, Audit Committee and Board have therefore, recommended and approved that Dr. Desai be continued to receive the payment of commission upto 1 % of the net profit of the Company w.e.f. 1st February, 2016 for a period of five years, for each financial year commencing from Financial Year 2015-16.

The above transaction of re-appointment with payment of professional fee and other facilities to him as set out in Agenda item no. 1 and payment of commission as set out in Agenda item no. 2 are not a "material related party transaction" in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that requires approval of the shareholders of the Company. However, under the provisions of Section 188 read with Section 197 of the Companies Act, 2013 and Article 140(b) of the Articles of Association of the Company, approval of the members is required for reappointing Dr. Desai as Technical Adviser / Management Consultant of the Company being considered as Director holding an office or place of profit and paying him commission upto 1% of the Net Profit.

Dr. Narendra D. Desai is Promoter and Non-Executive Chairman holding directorship in other Group Companies of Apar and he is related to Mr. Kushal N. Desai and Mr. C. N. Desai, Managing Directors of the Company. Further, he holds 72,71,761 equity shares (18.89 % of equity capital) of the Company which forms part of the Promoter group.

The Board, therefore, commends the Special Resolutions under Section 197 of the Companies Act, 2013 for the approval by members as to holding of office or place of profit by Dr. Desai as Technical Adviser / Management Consultant and payment of Commission to him.

Dr. Desai being related party to the transactions shall not vote and remain abstain from voting for the above resolutions and if he votes, the same shall not be counted.

The above explanatory statement, read along with the resolutions, sets out the material terms of remuneration as payable to Dr. Desai as Non-Executive Chairman and Director for the professional services rendered / to be rendered by him, which may also be treated as an abstract and Memorandum of interest, under Section 190 of the Companies Act, 2013.

Except Dr. Narendra D. Desai, Mr. Kushal N. Desai and Mr. C. N. Desai, None of Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 and 2 of the Notice.

By Order of the Board

Place : Mumbai
Date : 5th November, 2015

Sanjaya Kunder
Company Secretary



APAR INDUSTRIES LIMITED

(CIN : L91110GJ1989PLC012802)

Regd. Office : 301, Panorama Complex, R. C. Dutt Road, Vadodara – 390 007 (Gujarat).

Phone : 0265-2339906, 2331935 Fax : 0265- 2330309

Email : com_sec@apar.com Website : www.apar.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

1. Sequence No. :
2. Name and Registered Address of the Sole /
First named Member
[In Block Letters] :
3. Name(s) of the Joint holder (s), if any
[In Block Letters] :
4. Registered Folio No. / DP ID No. / Client ID No.* :
*(Applicable to Members holding Shares
in dematerialised form)
5. Number of Shares Held :
6. I / We hereby exercise my / our vote in respect of Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 5th November, 2015 by sending my / our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing tick (✓) mark at the appropriate box below :

(Tick in both the boxes will render the ballot invalid)

Sr. No.	Description	No. of Shares	(For)	(Against)
			I / We assent to the Resolution	I / We dissent to the Resolution
1)	To approve re-appointment of Dr. Narendra D. Desai, a Technocrat and Non-Executive Chairman of the Company as Technical Adviser / Management Consultant of the Company for a period of 5 years w.e.f. 1st February, 2016 and payment of consultancy fees and providing of other facilities.			
2)	To approve payment of Commission to Dr. Narendra D. Desai, Non-Executive Chairman of the Company w.e.f. 1st February, 2016 for a period of 5 (five) years, for each financial year commencing from Financial year 2015-16 at a rate not exceeding 1% of Net profits of the Company.			

Place :

Date :

(Signature of the Member)

Last date for receipt of Postal Ballot Forms by Scrutinizer is Wednesday, 20th January, 2016.

Note : Please read the instructions printed overleaf carefully before exercising your vote.

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 attached pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot Form, if deposited in person or if sent by courier at the expense of the Member, will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The consent must be accorded by recording the assent in the column "**FOR**" and dissent in the column "**AGAINST**" by placing a tick (✓) mark in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
3. This Postal Ballot Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named Member and in his / her absence, by the next named joint-holder.

Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.

A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case, an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

4. Unsigned, Incomplete or Incorrect Postal Ballot Forms shall be rejected.
5. Kindly ensure that duly completed Postal Ballot Form reaches the Scrutinizer before close of working hours of **Wednesday, 20th January, 2016**, Postal Ballot Form received after **Wednesday, 20th January, 2016** will be strictly treated as if, the reply from the Member(s) has not been received.
6. The self addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
7. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction 5 above i.e. on or before **Wednesday, 20th January, 2016**.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the date of dispatch of the Notice.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed Business Reply Envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
10. A Member need not use all his / her votes nor he / she needs to cast all his / her votes in the same way.
11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
12. There will be only one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. The decision of the Scrutinizer on the validity of the Postal Ballot will be final.