



January 14, 2015

To,

**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.  
**Script code : 517230**

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051  
**Script code : PAEL**

Dear Sirs,

**Sub: Postal Ballot Notice Pursuant to Section 110 of the Companies Act, 2013**

Pursuant to Clause 31 of the Listing Agreement, we are sending herewith Notice of Postal Ballot dated December 12, 2014 along with the Postal Ballot Form in soft copy, seeking the consent of the Members by means of Postal Ballot for the following;

1. To borrow money on behalf of the Company upto a sum of Rs.100 Crores over and above paid up Capital and free reserves of the Company;
2. To create mortgage / pledge / hypothecation/ charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company ;
3. Authorizing the Board of Directors to repay the Deposit accepted pursuant to provisions of Companies Act 1956 (“**Earlier Deposit**”) on their respective dates.

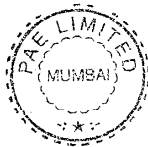
The e-voting would commence on Thursday, January 15, 2015 at 10.00 a.m. and would end at 5.30 p.m. on Saturday, February 14, 2015.

Kindly acknowledge the receipt of the same.

Yours Sincerely,

**For PAE Limited**

**Vishal Totla**  
**Company Secretary.**



**Encls:** as above.

**PAE LIMITED**

Registered office: 69, Tardeo Road, Mumbai - 400 034 • Phone: +91 22 66185799 • Fax: +91 22 66185757 • www.paeltd.com

CIN: I99999MH1950PLC008152-

# PAE LIMITED

Registered Office: 69, Tardeo Road, Mumbai - 400 034  
Phone No: 022 66185799; Fax No: 022 66185757  
CIN: L99999MH1950PLC008152 Website: www.paeltd.com



## NOTICE OF POSTAL BALLOT

### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member,

Notice is hereby given that, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as Special Resolutions by way of Postal Ballot / e-voting.

The proposed Special Resolutions and the Explanatory Statement pertaining to the aforesaid resolutions setting out all material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form (**the "Form"**) for your consideration. The Board of Directors of the Company (**the "Board"**) has appointed Mr. Ninad Awachat, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on Saturday, February 14, 2015. Please note that any Form received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

Pursuant to the provisions of the Act and in compliance with Clause 35B of the Listing Agreement, the Company is pleased to provide Electronic Voting (**"e-voting"**) facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the proposed resolutions for the process and manner in which e-voting is to be carried out.

Upon completion of the scrutiny of the Forms (including e-voting), the Scrutinizer will submit his report to the Executive Chairman or any other Executive Director of the Company. The result of the postal ballot would be announced by Executive Chairman or any other Executive Director of the Company on Wednesday, February 18, 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. [www.paeltd.com](http://www.paeltd.com).

### SPECIAL BUSINESS:

#### 1. Limits of Borrowing under Section 180(1)(c) of the Companies Act, 2013:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) (**"the Act"**) and in supersession of all earlier resolutions passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as **"the Board"** which term shall be deemed to include any Committee thereof) to borrow any sum or sums of monies and / or to receive / avail of financial assistance or to undertake financial obligation in any form, from time to time from any one or more of the Financial Institutions, Bankers, Funds and / or from any one or more other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, cash credit, advances or deposits or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress, investments, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company will or may exceed the aggregate of the paid up capital of the Company and its free reserves,

that is to say reserves not set apart for any specific purpose, so that the total amount upto which the monies may be borrowed by the Board and outstanding at any time (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed by more than ₹100 Crores (Rupees One Hundred Crores only) over and above the aggregate of the paid up capital and free reserves of the Company from the time to time, exclusive of interest and other charges and for securing such borrowings / facilities the Board be and is hereby further authorized to execute such debenture trust deeds or mortgage deeds, pledge deeds, charge, hypothecation, lien, promissory notes, deposits and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit with powers to vary and / or alter the terms and conditions of security created / to be created;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution;

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

**2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) (“**the Act**”) and in supersession of all earlier resolutions passed in this regard, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee thereof) to create such charges, mortgages, hypothecations, lien on investments/pledging of shares of subsidiaries held by the Company in addition to the subsisting charges, mortgages, hypothecations created by the Company, on such terms and conditions, at such time or times and in such forms and manner and with such ranking as to priority as the Board may think fit, all or some or any immovable and/or movable properties of the Company, wherever situated, present and future including investments made in subsidiaries and/or the whole or substantially the whole of the Company's any one or more undertaking or all the undertakings, including the present and/or future properties, whether movable or immovable, comprised in any undertaking or undertakings of the Company as the case may be, in favour of the lender(s) including Debenture Trustee(s) for the holder(s) of the Debentures that may be issued whether privately placed/ to be placed with the financial institutions, banks, bodies corporate and others and any other persons with powers to the lender(s)/Debenture Trustee(s) to take over the management of the business and concern of the Company in certain events and upon the terms and conditions decided/to be decided by the Board, together with interest thereon, additional interest, cumulative interest, liquidated damages, remuneration of Debenture Trustee(s), if any, on redemption/prepayment premium, if any, costs, charges, expenses and all other moneys payable by the Company to the lender(s) or Debenture Trustee(s) and to the holder(s) of the debentures/bonds or any other persons in terms of availment of loans or issue of the said debentures/bonds or any other loans in any form subject to the maximum amount of ₹ 100 Crores (Rupees One Hundred Crores only) over and above the aggregate of the paid up capital and free reserves of the Company from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in this respect and further to do all such acts, deeds and things and to execute all documents, writings, agreements, deeds, etc. as may be necessary, proper, desirable or expedient to give effect to this resolution;

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

**3. Repayment of Public Deposits.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 74 of the Companies Act, 2013, explanation given to Rule 19 of the Companies (Acceptance of Deposit) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) (“**the Act**”) the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee thereof) to repay the Deposits accepted by the Company from the Public and

the Members of the Company under the prescribed limits and the over all borrowing limits pursuant to the relevant provisions of the Companies Act, 1956 and the Rules made thereunder ("**Earlier Deposits**") and the interest due thereon, on the respective due dates of the Earlier Deposits and interest due thereon;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to sign and execute deeds, applications, documents, circulars and writings that may be required on behalf of the Company, if required to file petition with Company Law Board ("**CLB**") and generally to do all such other acts, deeds, matters and things as may be necessary, expedient or incidental for giving effect to this resolution."

By Order of the Board of Directors

**Vishal Totla**  
**Company Secretary**

December 12, 2014  
Mumbai.

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Resolutions at Item Nos.1, 2 and 3 above, is appended herein below along with Postal Ballot Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") as on December 31, 2014.
3. In compliance with the provisions of Section 108 other applicable provisions of the Act, if any, read with the Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement as amended from time to time, entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Ballot Form. E-voting is optional.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the special resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (including voting through electronic means).
5. The Board of Directors vide circular resolutions passed on December 12, 2014 had appointed Mr. Ninad Awachat, Proprietor of Ninad Awachat & Associates, Practicing Company Secretaries at Mumbai, as Scrutinizer for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner.
6. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage pre-paid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Scrutinizer's address. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.30 p.m. on Saturday, February 14, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Unsigned / blank / incomplete / defaced / mutilated / incorrectly ticked Postal Ballot Forms will be rejected. Members desiring to exercise their vote through e-voting are requested to refer the instructions mentioned at Sr. No. 13 below.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on December 31, 2014.
9. The Scrutinizer will submit his report to the Executive Chairman or any Executive Director of the Company after completion of the scrutiny of Postal Ballot received in Physical form and through e-voting process. The results of the Postal Ballot shall be then announced by Executive Chairman or any Executive Director on Wednesday, February 18, 2015 at

4.00 p.m. at the Registered & Corporate Office of the Company at 69, Tardeo Road, Mumbai – 400 034. In addition to the results being communicated to National Stock Exchange of India Limited and BSE Limited, the same along with the Scrutinizer Report shall also be displayed at the Company's Registered Office and on its website i.e. [www.paeltd.com](http://www.paeltd.com). The results of the Postal Ballot shall also be published in the newspapers.

10. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
11. The resolutions will be taken as passed effectively on the date of announcement of the result, if the results of the Postal Ballot indicate that the requisite majority of the Members had assented to the resolutions.
12. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection by the Members at the Registered & Corporate Office of the Company at 69, Tardeo Road, Mumbai – 400 034 during working hours on any working days except Saturdays from January 15, 2015 to February 10, 2015.
13. The procedure and instructions for Members for exercising their votes through e-voting are as under:
  - i. The voting period begins on January 15, 2015 from 10.00 a.m. and ends on February 14, 2015 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date December 31, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

|                       | <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> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>                                                                                                                                                                                                                                                   |

- 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 150106004 - PAE Limited
- 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same 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. 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 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.
- xix. 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**

### **Explanatory Statement for Resolutions mentioned under Item Nos. 1, 2 and 3 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")**

#### **Item No. 1 & 2:**

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the Shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

However, after the applicability of the provisions of new Section 180(1)(c) of the Act, (corresponding to Section 293(1)(d) of the Companies Act, 1956), the Company is required to pass a Special Resolution for the aforesaid purpose. The Ministry of Corporate Affairs ("MCA") had clarified, vide its General Circular No. 4/2014 dated March 25, 2014 about the need to pass a

Special Resolution within a period of one year from the date of notification of the said Section 180 of the Act, even though the Company has passed an Ordinary Resolution, as per the requirements of the earlier provisions of the Companies Act, 1956.

The Members of the Company at 44<sup>th</sup> Annual General Meeting held on July 25, 1994, approved, by way of Ordinary Resolution, a limit for exercising the powers of borrowing, by the Board of Directors ("**the Board**") for the business purpose of the Company, upto a sum not exceeding ₹ 75 Crores at any one time, in terms of Section 293(1)(d) of the Companies Act, 1956, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

The Board at its meeting held on November 10, 2014 has decided to seek the consent of the members, by way of a Special Resolution, to comply with the regulatory requirements as explained above by fixing a limit of ₹ 100 Crores, keeping in view the long term requirements of funds for future business plans. Similarly, the Board was also authorized to create mortgages and / or charges in such a manner, as the Board may think fit, to secure such borrowings, in terms of Section 293(1)(a) of the Companies Act, 1956, as may be insisted upon by the lenders. However, in terms of Section 180(1)(a) of the Act, such powers to create mortgages and / or charges against such borrowings will require a specific approval from the members by way of a Special Resolution through postal ballot, as per the provisions of Section 180(1)(a) read with Section 110 of the Act and rules made thereunder.

The Board, therefore, decided to seek the consent of the Members, by way of a special resolution in terms of the new requirements under the Act, for exercising its powers for creating such mortgages and / or charges against such borrowings. The Board of Directors recommends the resolutions set forth in Item Nos. 1 and 2 for the approval of the Members as special resolutions.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in above referred resolutions, except to the extent of their shareholding in the Company.

**Item No. 3:**

On the applicability of the Companies Act, 2013 ("**the Act**") your Company is not eligible to accept, renew the Public Deposits. Further pursuant to Section 74 of the Act your Company has to repay the deposits accepted under the relevant provisions of the Companies Act, 1956 and the Rules made thereunder ("**Earlier Deposit**") within one year from commencement of the Act or from the date on which such payments are due, whichever is earlier.

According to explanation to Rule 19 of the Companies (Acceptance of Deposit) Rules, 2014 your Company is deemed to be in compliance with the Act and the Rules made thereunder if your Company continues to repay the Earlier Deposit and interest due thereon on the respective due dates and complied with the requirements of the Act and the Rules made thereunder. Your Company will provide the credit rating on annual basis and the insurance cover, if required under the Act and the rules made thereunder. Your Company till date is regular in paying the Earlier Deposits and has never made any default in payments for principal as well as interest thereon.

In compliance of Sections 73,74 and 76 of the Act and the rules made thereunder approval of the Members by way of Special Resolution is being sought to repay the Earlier Deposit and interest thereon on the respective due dates.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in the said resolution, except to the extent of Fixed Deposit placed with the Company by them, their relatives or by the Companies/institution in which they are directors.

By Order of the Board of Directors

**Vishal Totla**  
**Company Secretary**

December 12, 2014  
Mumbai.

**Registered Office:**

69, Tardeo Road, Mumbai 400 034  
CIN: L99999MH1950PLC008152  
Website: www.paelttd.com

**PAE LIMITED**

Corporate identification Number (CIN): L99999MH1950PLC008152

Registered office: 69, Tardeo Road, Mumbai – 400 034

Tel: 91 22 6618 5799 E-mail: [investors@paelttd.com](mailto:investors@paelttd.com) Website: [www.paelttd.com](http://www.paelttd.com)**POSTAL BALLOT FORM**

(Please read the instruction printed overleaf carefully before completing this Form)

**Srno:**

- 1) Name and Registered Address :  
Of the Sole/First named  
Shareholder

- 2) Name(s) of the Joint :  
Holder(s) (if any)

- 3) Registered Folio No./ :  
DP ID and Client ID No.

- 4) Number of Share(s) held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the postal ballot Notice of the Company dated December 12, 2014 sending my /our assent or dissent to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

| Sr. No. | Resolution                                                                                                                                                                                                                                                                                              | Number of Shares | I/We assent to the Resolution For | I/We dissent to the Resolution Against |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------------------|----------------------------------------|
| 1       | Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow moneys on behalf of the Company up to a sum not exceeding Rs.100 Crores                                                                                                          |                  |                                   |                                        |
| 2       | Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage / pledge / hypothecation/ charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company                            |                  |                                   |                                        |
| 3       | Special Resolution under Section 74 of the Companies Act, 2013 read with Rule 19 of the Companies (Acceptance of Deposits) Rules, 2014 for authorizing the Board of Directors to repay the Deposit accepted pursuant to provisions of Companies Act 1956 ("Earlier Deposit") on their respective dates. |                  |                                   |                                        |

Place:

Date:

(Signature of the Shareholder)

**ELECTRONIC VOTING PARTICULARS**  
(Applicable for Individual Members only)

| EVSN<br>(Electronic Voting Sequence Number) | * Default Number |
|---------------------------------------------|------------------|
| 150106004                                   |                  |

*\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default number in the PAN field.*

Note:

- Last Date for receipt of Postal Ballot Form by the Scrutinizer is Saturday, February 14, 2015.
- If the voting rights are exercised electronically, there is no need to use the form.

## INSTRUCTIONS

1. The Company is providing voting through Postal Ballot (including voting through electronic means). Members who do not have access to e- voting facility including Members desiring to exercise their vote by Postal Ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted) and send it to Scrutinizer in the enclosed postage pre-paid self-addressed business reply envelope. Postage will be borne and paid by the Company. However Postal Ballot Form if sent by courier or by registered post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Scrutinizer's address. Member(s) desiring to exercise their vote through e-voting are requested to refer the instructions mentioned at point no. 13 of the Notes to the Postal Ballot Notice.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If you are opting for e-voting, then do not vote by Postal Ballot Form also and vice versa. However in case Member casts vote by both modes, then voting done through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.
3. A tick (3) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Tick in both boxes would render the Postal Ballot Form invalid. Please note that (x) mark or any other mark than tick (3) tick mark in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank. Unsigned/blank/incomplete/deleted/mutilated/incorrectly ticked Postal Ballot Forms will be rejected.
4. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participant). 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. There shall be one Postal Ballot form for every folio/Client ID, irrespective of the number of joint holders.
5. In case the shares are held by Companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization giving authority to the person voting on Postal Ballot Form, together with the duly attested specimen signature(s) of the authorised signatories.
6. A Member need not use all the votes nor he/she needs to cast all the votes in the same way.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope as such envelope will be sent to Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. Duly completed Ballot Form(s) should reach the Scrutinizer not later than Saturday, February 14, 2015 (5.30 p.m. IST) to be eligible for being considered. Ballot Form received after February 14, 2015 will be strictly treated as if the reply from the Members has not been received.
9. A member may request for a duplicate Postal Ballot Form or having any grievance pertaining to Postal Ballot process can write to the Registrar and Share Transfer Agent of the Company i.e. M/s. Link Intime India Pvt. Ltd., Unit: PAE Limited, C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (W), Mumbai- 400 078 or email at [investors@paelttd.com](mailto:investors@paelttd.com) or download the blank Ballot Form from the Company's website [www.paelttd.com](http://www.paelttd.com) , if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 8 above.
10. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of Postal Ballot.
11. The Scrutinizer will submit his report to the Executive Chairman or any Executive Director of the Company after completion of the scrutiny of Postal Ballot Form received in physical form and votes through e-voting. The result of the Postal Ballot shall be announced by Executive Chairman or any Executive Director of the Company on Wednesday, February 18, 2015 at the Registered & Corporate Office of the Company at 69, Tardeo Road, Mumbai – 400 034.
12. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website [www.paelttd.com](http://www.paelttd.com) and on the website of Central Depository Services Limited and will be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The result of the Postal Ballot shall also be published in the newspapers.
13. The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.
14. The right of voting by postal ballot should not be exercised by a Proxy.
15. The Voting rights shall be reckoned in proportion to the paid up capital of the equity shares in the name of the Members as on Wednesday, December 31, 2014.