ISO 9001 COMPANY

LIVE THE FUTURE

LLOYD ELECTRIC & ENGINEERING LIMITED

159, Okhla Industrial Estate, Phase - III, New Delhi-110 020 (INDIA)
Phone : +91-11-40627200, 40627300 Fax : +91-11-41609909
Website : www.lloydengg.com
CIN : L29120RJ1987PLC012841

February 22, 2017

The Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code: 517518

The Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (E)

Mumbai 400 051

NSE Symbol: LLOYDELENG

Reg.: Notice of Postal Ballot dated 18.02.2017

Dear Sir,

Pursuant to provisions of regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements), 2015, we submit herewith the copy of Postal Ballot dated February 18, 2017 to accord the approval of the shareholders for the following matters:

1. Sale of Consumer Durables Business of the Company to Havells India Ltd. as a going concern on slump sale basis;

2. Ceasing of usage of the Brand "LLOYD" and /or "Lloyd" and change of name of the Company.

The same are being dispatched to the shareholders of the Company through e-mail/post/courier.

This is for your kind information and record please.

Kindly acknowledge the receipt.

Thanking You,
Yours faithfully,
For Lloyd Electric & Engineering Ltd.

Mukat B. Sharma
Whole Time Director & CFO

LLOYD ELECTRIC & ENGINEERING LIMITED

CIN: L29120RJ1987PLC012841
Regd. Office: A-146 (B & C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301019.
Tel. No.: 01493-220724,221348, **Fax:** 01493-220543
Corp. Office: 159, Okhla Industrial Estate, Phase-III, New Delhi-110020, **Tel. No.** 011-40627200, **Fax:** 011-41609909
website: www.lloydengg.com, **E-mail:** investor.relation@lloydengg.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with 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 below are proposed to be passed as Special Resolutions by way of Postal Ballot / e-voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot form for your consideration.

The Board of Directors has appointed Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. 3754), 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 or dissent therein and return the same in original duly completed in the attached 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. 5:00 p.m. (IST) on Thursday, March 23, 2017. failing which it will be strictly treated as if no reply has been received from the member. No other form thereof shall be permitted.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice of the Postal Ballot.

The Scrutinizer shall submit his report to the Chairman or in his absence any other Director authorised by Chairman, after completion of scrutiny of Forms and e-Voting. The results of voting by Postal Ballot (i.e. through the Postal Ballot Form and e-Voting) will be declared on Friday, March 24, 2017 at 5:00 p.m. (IST) at the Corporate Office at 159, Okhla Industrial Estate, Phase-III, New Delhi-110020, India. The results along with the Scrutinizer's Report will be displayed at the Registered Office and the Corporate Office of the Company. The results shall be communicated to the Stock Exchanges and the same along with the Scrutinizer's Report will be displayed on the Company's website www.lloydengg.com as well as on National Securities Depository Limited's website- www.evoting.nsdl.com.

Members may please note that resolutions if assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means, will be taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. March 23, 2017.

PROPOSED RESOLUTIONS

1. Sale of Consumer Durables Business of the Company to Havells India Ltd. on a going concern basis

To consider and, if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other applicable rules framed thereunder, (including any statutory modification or re-enactment thereof, for the time being in force), applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities to the extent applicable and necessary, and subject to execution of the definitive documents and consummation of sale of its consumer durables business comprising of importing, trading, marketing, exporting, distribution, sale of air conditioners, televisions, washing machines and other household appliances, assembling of televisions under the brand "LLOYD" and / or "Lloyd" and all of the rights, title, interest and assets, licenses, intellectual property rights including the brand, logo, trade mark "LLOYD" and / or "Lloyd" ("CDB"), the consent of the members is hereby accorded to the Company to exit from and to sell / transfer / dispose of its CDB, on or before March 31, 2017 or such other date as the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any person(s) authorised and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) may deem fit as a going concern on a slump sale basis or in any other manner as may be deemed fit in the interest of the Company, to Havells India Limited for a consideration of INR 1,550 Crores (Indian Rupees One Thousand Five Hundred and Fifty Crore Only), subject to the closing conditions as set out in definitive agreements / documents.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to be changed and finalizing and executing necessary documents including but not limited to the business transfer agreement, contract manufacturing agreement, brand assignment agreement, escrow agreements, non compete,

other contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is, hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

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

2. Ceasing of Usage of the Brand "LLOYD"and /or "Lloyd" and Change of Name of the Company

To consider and, if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to section 13 of the Companies Act 2013 and the Companies (Incorporation) Rules, 2014, subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the terms of the definitive documents and consummation of the Proposed Transaction and such other approvals, consents and permissions being obtained from the Registrar of Companies, Stock Exchanges or any other appropriate authorities to the extent applicable and necessary, the consent of the members be and is hereby accorded for (i) ceasing the usage of the brand, logo, trademark and, or, any other intellectual property rights associated with "LLOYD" and / or "Lloyd" in its business (except with a limited license from Havells India Limited ("the buyer") for its existing remaining business of the division called "Lloyd Electric & Engineering Limited" for a limited period as to be set out in the definitive agreements) and to take necessary steps in furtherance of the same; (ii) the subsidiaries, affiliates, group companies, associated entities, promoter group, firms, etc., of the Company for ceasing the usage of the brand, logo, trademark or any other intellectual property rights associated with "LLOYD" and / or "Lloyd" in its business, in its corporate name and any other purposes and to take necessary steps in furtherance of the same; and (iii) change of name of the Company from "Lloyd Electric & Engineering Limited" to "LEEL Limited" or "LEEL Engineering Limited" or any other name as may be approved by the appropriate authorities; on or before the completion of the Proposed Transaction.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is "LEEL Limited" or "LEEL Engineering Limited"(or such other name as may be approved by the appropriate authorities)

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any person(s) authorised and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval"

By order of the Board
For Lloyd Electric & Engineering Ltd.

Brij Raj Punj
Chairman & Managing Director
DIN: 00080956

Date: 18.02.2017
Place: New Delhi

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on February 17, 2017.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, (hereinafter the "CMA Rules") and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that E-voting is optional.

4. As per CMA Rules, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post.

   Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors Relations' section on the Company's website www.lloydengg.com or may send a request to the Company on investor.relation@lloydengg.com for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot. However, the postal ballot should reach to scrutinizer by 5:00 PM (IST) March 23, 2017.

5. 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.

   The notice of Postal Ballot / e-voting is dispatched / emailed to the members whose names appear on the Register of Members as on February 17, 2017 and voting rights shall be reckoned on the basis of paid up value of the shares registered in the name of the members as on the said date.

6. **The e-voting commences on February 22, 2017 (09:00 AM) and ends on March 23, 2017 (05:00 P.M.)**.

   E-voting shall be disabled by NSDL at 5.00 P.M. on March 23, 2017. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

7. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives as explained in point no. 8A(xii) below.

8. The instructions for e-voting are as under:

   A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

   i. Open email and open PDF file viz; "LEEL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

   ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

   iii. Click on Shareholder – Login

   iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

   v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

   vii. Select "REVEN" of Lloyd Electric & Engineering Limited.

   viii. Now you are ready for remote e-voting as Cast Vote page opens

   ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

   x. Upon confirmation, the message "Vote cast successfully" will be displayed.

   xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

   xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **schughpcs@gmail.com** or with a copy marked to **evoting@nsdl.co.in.**

   B. In case of Members receiving Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

   i. User ID and initial password is provided in the Postal Ballot Form.

   ii. Please follow all steps from Sr. No. 8A (ii) to A (xi) above, to cast your vote.

   C. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

9. In case of queries or grievances connected with the facility of e-voting by electronic means the members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members at the Downloads section of www.evoting.nsdl.com or call toll free no: 1800222990 or contact the Company's RTA viz. Mr. Viren Rana, Vice President, Skyline Financial Services Pvt. Ltd., D-153 A, 1st Floor, Okhla Indl. Area, Phase-I, New Delhi – 110020, Tel. 011-26812682, e-mail at admin@skylinerta.com or may write to Ms. Anita K. Sharma, Company Secretary at corporate office at 159, Okhla Industrial Estate, Phase III, New Delhi- 110020, Tel: 011-40627200, 40627300 or e-mail at investor.relation@lloydengg.com.

10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s). Further, members are also requested to notify the change in their address and other contact details , if any, to the Company or RTA.

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

Item Nos. : 1 & 2

Lloyd Electric and Engineering Limited ("the Company") is the largest manufacturer of evaporator and condenser coils for air conditioners and heat exchangers / radiators serving the entire spectrum of Heating, Ventilation, Air Conditioning and Refrigeration (HVAC&R) Industry and also an 'Original Equipment Manufacturer' (OEM) supplier to manufacturers of air-conditioners in India, and provides customized air-conditioning solutions for institutional clients like Railways, Metro Rail Defence Industry etc. caters to both domestic and international markets and prominent brand in consumer durables business.

In the B2B segment, the Company has emerged as India's largest manufacturer of heat exchanger / evaporator coils and air-conditioners serving the entire spectrum of HVAC and refrigeration Industry. The Company also undertakes contract manufacturing of air-conditioners as OEM & ODM for prestigious Indian and foreign brands. Additionally, the Company is a supplier of customized packaged AC solutions to Indian Railways including Metro Rail.

The Company is the first Indian Company to be awarded IRIS (International Railway Industry Standard) and is eligible for Global Bidding in Railway/ Metro Business in HVAC & R Industry. The Company has bagged order from Bombardier and provides end-to-end solution in HVAC&R industry- complete integration in the HVAC&R industry, right from manufacturing the physical components, air-conditioners conditioners to selling to OEM s' and to the end customers.

In the B2C segment, the Company had ventured into consumer durable segment in 2011, by acquiring distribution network and "LLOYD" and / or "Lloyd" logo from its group company, Fedders Lloyd Corporation Limited. However, in light of the changing economic scenario and due to increasing competitive environment, the Consumer Durables Business ("CDB") of the Company has reached a stage where substantial growth capital would be needed to create and sustain further growth momentum, which in the present circumstances would not be possible for the Company to invest as this would substantially increase the leverage on the Company's Balance Sheet and would involve a huge risk especially in light of the high competitive intensity in the Consumer Durable Industry.

After considering various options, the Board of Directors of the Company, at its meeting held on February 18, 2017 approved the sale of the CDB together with all of the rights, title, interest and assets, licenses, intellectual property rights including the brand, logo, trade mark "LLOYD" and / or "Lloyd" on a slump sale basis as a going concern basis for a consideration of INR 1,550 Crore to Havells India Ltd. ("Buyer"), subject to execution of the definitive documents and consummation of the transaction in relation to sale of the CDB.

Since the brand name "LLOYD" and / or "Lloyd" is integral to and is associated with the CDB and has been acquired by the Company from its group Company viz; Fedders Lloyd Corporation Limited, the Buyer has offered to buy from the Company and Fedders Lloyd Corporation Limited, the trade mark, brand, logo "LLOYD" and / or "Lloyd" and all intellectual property rights associated therewith. Pursuant to the sale of the brand name "LLOYD" and / or "Lloyd", the Company will not be able to adopt or use the brand name "LLOYD" and / or "Lloyd" in respect of any category of goods and services, related or unrelated to the Consumer Product Division or for any purpose whatsoever except with a limited license from the buyer for its existing remaining business of the division called "Lloyd Electric & Engineering Ltd." for a limited period as to be set out in the definitive agreements.

Since, pursuant to the transfer of the brand name "LLOYD" and / or "Lloyd", the Company will not be able to use "LLOYD" and / or "Lloyd" in its name, and subject to the terms of the definitive documents and consummation of the transaction in relation to sale of the CDB, it is proposed that the name of the Company be changed to "LEEL Limited" or "LEEL Engineering Limited" or such other name as may be approved by the regulatory authorities.

Post the transaction, the Company's OEM business would however continue to supply room air conditioners to the Buyer as a third party supplier and to ensure continuity of business and revenue, the Company shall enter into a supply arrangement / manufacturing agreement with the buyer for the supply of room air conditioners and other consumer goods etc.

The sale of the CDB will not have any impact on the Company's existing B2B air conditioning business.

The net proceeds from the sale of the CDB would be partially utilised towards downsizing the over leveraged balance sheet by reducing the working capital debt and also towards investing in high potential and high margin businesses in the B2B segment among others.

The proposed sale of the CDB shall be in conformity with the proviso to Section 25FF of the Industrial Disputes Act, 1947, ensuring that the services of concerned employees engaged in the CDB will be transferred to the buyer with continuity of service and on terms and conditions of service, no less favourable than the existing ones.

The Board of Directors of the Company has approved the proposal to transfer the CDB as above, on a going concern basis, cease any and all usage of the brand, trade mark and all other intellectual property rights associated with "LLOYD" and / or "Lloyd", to cause the ceasing of the usage of the brand, trade mark and all other intellectual property rights associated with "LLOYD" and / or "Lloyd" by the subsidiaries, affiliates, group companies, associated entities, firms, promoters, etc. of the Company and change of name of the Company, on the terms and conditions as referred to in this Explanatory Statement in compliance with the applicable provisions of the Companies Act, 2013,

As per applicable provisions of the Companies Act, 2013, Special Resolutions as set out in item Nos. 1 & 2 of the accompanying Notice are now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolutions.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolutions.

By order of the Board
For Lloyd Electric & Engineering Ltd.

Brij Raj Punj
Chairman & Managing Director
DIN: 00080956

Date: 18.02.2017
Place: New Delhi

LLOYD ELECTRIC & ENGINEERING LIMITED

CIN: L29120RJ1987PLC012841
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website: www.lloydengg.com, **E-mail:** investor.relation@lloydengg.com

POSTAL BALLOT FORM

Sl. No. .....

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

1. Name(s) of Shareholder(s)/ Beneficial Owner(s) (including Joint Holders, if any) (in Block Letters)
2. Registered address of the Sole/ First named Shareholder/ Beneficial Owner
3. Registered Folio No./ DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)
4. Number of Shares held
5. E-voting Event Number (EVEN)
6. User-ID
7. Password / PIN
8. I/ We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business as stated in the notice dated February 18, 2017 of the Company by sending my/our assent or dissent to the said resolutions by placing (√) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/We assent/ agree to the Resolution	I/We dissent/ disagree to the Resolution
(1)	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for sale of Consumer Durables Business of the Company to Havells India Ltd. as a going concern on slump sale basis .			
(2)	Special Resolution under Section 13 of the Companies Act, 2013 for ceasing of usage of the Brand "LLOYD"and /or "Lloyd" and change of name of the Company.			

Date:

Place: **Signature of the Shareholder**

Notes:

1. **If you opt to cast your vote by e-voting there is no need to fill up and sign this form.**
2. Last date for receipt of Postal Ballot Form : 5:00 PM. (IST) on Thursday, March 23, 2017.
3. The e-voting commences on February 22, 2017 (09:00 AM) and ends on March 23, 2017 (05:00 P.M.).E-voting shall be disabled by NSDL at 5 P.M. on **March 23, 2017.**
4. Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.

INSTRUCTIONS

a) A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. 3754), in the attached self-addressed reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the shareholder will also be accepted.

b) Please convey your assent/dissent in this Postal Ballot form only. The assent or dissent received in any other format shall not be considered valid. A shareholder need not use all the votes nor needs to cast all the votes in the same way.

c) This Form should be completed and signed by the shareholder (as per the specimen signature registered with the Company/RTA or Depository Participants). In case of joint holding, this Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.

d) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.

e) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.

f) The notice of Postal Ballot / E-voting is dispatched / emailed to the members whose names appear on the Register of Members as on February 17, 2017 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.

g) Duly completed Postal Ballot Form should reach the Scrutinizer not later than, March 23, 2017 5:00 P.M. (IST). All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.

h) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

i) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 'd' above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

j) 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.

k) The Company is pleased to offer e-voting facility as an option to all the Members of the Company to cast their votes electronically instead of dispatching postal ballot forms. E- voting is optional.In case shareholders are willing to vote through e-voting, please follow the instructions mentioned in the postal ballot notice to cast your vote in electronic mode.