



PANORAMIC
UNIVERSAL LIMITED



PANORAMIC
GROUP
Always with you.

3rd December 2014

BSE Ltd.

25th Floor, Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai - 400 001

National Stock Exchange of India Ltd.

5th Floor, Exchange Plaza,

Bandra Kurla Complex,

Bandra (East),

Mumbai - 400 051

Sub: Compliance under Clause 31 of the Listing Agreement

Scrip Name: PANORAMUNI, Scrip Code: 531816 (PANORAM)

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement please find enclosed herewith the Postal Ballot Notice together with the Postal Ballot Form.

Kindly take the same on record and acknowledge please.

Thanking you,

Yours faithfully,

For **Panoramic Universal Ltd.**

Babu S. Iyer

Managing Director

[DIN No: 05193585]

Encl: a/a.



Registered Office : Aman Chambers, 4th Floor, Opp. New Passport Office, Veer Savarkar Road, Prabhadevi, Mumbai – 400 025

Tel.: +91-22-66164000 • **Fax:** +91-22-2421 1260 • **CIN:** L67190MH1992PLC066856

Email: info@panoramicuniversal.com • **Website:** www.panoramicuniversal.com

POSTAL BALLOT NOTICE

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

Dear Members,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, if any, Notice is hereby given that it is proposed to transact the special business as set out hereunder by passing special resolutions appended below through Postal Ballot (including voting through electronic means). The proposed special resolutions and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning each item of the special business, disclosure of interest, reasons for the proposal are annexed hereto along with a Postal Ballot Form seeking consent of the Members.

The Board of Directors has appointed Shri Vidyadhar V. Chakradeo, a Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot process and to scrutinize the same in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or Managing Director of the Company after completion of the scrutiny of Postal Ballot Form received in physical form and through e-voting means. The result of the Postal Ballot will be announced by the Chairman or Managing Director on or before 14th January 2015 at the Registered Office of the Company. In addition to the result being communicated to National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed, the same along with the Scrutinizer's Report will also be displayed on the Company's website i.e. www.panoramicuniversal.com.

Members are requested to read the instructions printed overleaf on the Postal Ballot Form carefully and exercise their vote by Physical Postal Ballot by recording their assent (FOR) or dissent (AGAINST) therein.

Members may also choose to vote using the e-voting facility, the details whereof are specified under instructions for e-voting as contained under 'Notes'.

SPECIAL BUSINESS:

1. Power to give loans or guarantees, provide securities and make investment in securities:

To consider and if thought fit to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 186 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions as may be necessary, and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any person(s) or any body(ies) corporate (including overseas subsidiaries) and / or give any guarantee or provide security in connection with a loan to any body(ies) corporate or person(s) (including overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any body(ies) corporate (including overseas subsidiaries) upto an aggregate amount not exceeding Rs.250 Crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER that the Board be and is hereby authorized to negotiate and finalise the terms and conditions; sign and execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person(s) and / or body corporate(s) and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary, proper or desirable for such purposes and to settle any question, difficulty or doubt that may arise in regard to the aforesaid borrowing(s) and to delegate all or any of the powers herein conferred to any Committee of Directors or Director(s)/ Officer(s)/ Authorised Person(s) of the Company."

2. Business Management Agreement with Related Party:

To consider and if thought fit to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to enter into a Business Management Agreement ("the Agreement") with Pancard Clubs Limited ("PCL"), a group company for rendering the services of managing and operating PCL's clubs'/ hotels' / resorts' business at a consideration not exceeding Rs.18 Crores per financial year at such terms and conditions as may be mutually agreed to by and between the Company and PCL.

RESOLVED FURTHER that the Board be and is hereby authorised to sign, execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard and do all such acts, deeds,

matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of the powers herein conferred to any Committee of Directors or Director(s)/ Officer(s)/ Authorised Person(s) of the Company."

3. **Creation of Mortgage and /or charge over the movable and immovable properties of the Company:**

To consider and if thought fit to give assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED that in supersession of the special resolution passed at the Annual General Meeting held on 27th September, 2014 and pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to hypothecate / mortgage and/or charge, in addition to the hypothecations / mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms, as the Board may determine, on all or any of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the banks, financial institutions, lenders, agents, trustees for securing the borrowings of the Company availed / to be availed by way of, loans in recognized currency and / or issue of any securities by the Company from time to time, upto an aggregate amount of Rs.1,000 Crores together with interest, liquidated damages, commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered/ to be entered into between the Company and the lenders/ agents/ investors and trustees in respect of such loans and continuing such terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lenders, agents, investors or trustees.

RESOLVED FURTHER that the Board be and is hereby authorized to negotiate and finalise the terms and conditions of all such monies borrowed as to interest, repayment or otherwise, to execute all such deeds, documents and writings and do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary, proper or desirable for such purposes and to settle any question, difficulty or doubt that may arise in regard to the aforesaid borrowing(s) and to delegate all or any of the powers herein conferred to any Committee of Directors or Director(s)/ Officer(s)/ Authorised Person(s) of the Company."

By Order of the Board
For **Panoramic Universal Limited**
Sd/-

Sanjive Arora

Sr. V.P. Corporate Affairs & Company Secretary

Place: Mumbai

Date : 29th November, 2014

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed hereto.
2. The Notice of Postal Ballot is being sent to the Members, whose names appear on the Register of Members/ List of Beneficial owners as on the close of business hours on 28th November, 2014. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on that date. The Notice of the Postal Ballot together with the Form will also be available on the website of Company at www.panoramicuniversal.com and that of Central Depository Services (India) Limited (CDSL): www.evotingindia.com
3. Members are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the Form duly completed with the assent (FOR) or dissent (AGAINST), in the attached self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer on or before 7th January, 2015 up to 6.00 p.m. to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member(s).
4. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company or with the Depository Participant) by the first named Member and in his/her absence, by the next named Member.
5. In case the shares are held by Body Corporate / Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter together with the attested specimen signature of the authorised signatory(ies).
6. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
7. In compliance with Clause 35B of the Equity Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the applicable rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. **Members can opt for only one mode of voting, i.e. either by physical ballot or through e-voting. If a member is opting for e-voting then he / she shall not vote by physical ballot and vice versa. However, in case members cast their vote by both mode, then voting done through valid physical ballot shall prevail and voting cast by e-voting will be treated as invalid.**
9. In the event the resolutions are assented to by requisite majority of shareholders by means of Postal Ballot, the date of declaration of the Postal Ballot result shall be deemed to be the date of passing of the said resolutions.
10. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to 7th January 2015.

The instructions for shareholders for e-voting are as under:

- (i) The e-voting period begins on **Tuesday, 9th December 2014 at 09:30 a.m.** and ends on **Wednesday, 7th January 2015 at 06:00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th November 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.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (mentioned in the Postal Ballot Form) in the PAN field. 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.
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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # 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).

- (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 of the Company i.e. **Panoramic Universal 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 and register themselves as Corporate.
 - 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 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

As per Section 186(2) of the Companies Act, 2013 ("the Act") and the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Rules") as may be amended, from time to time, the Board of Directors ("the Board") is authorized to give loans, guarantees or provide security in connection with a loan to any person or other body(ies) corporate (including overseas subsidiaries) or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any body(ies) corporate (including overseas subsidiaries) up to an amount, the aggregate of which should not exceed (i) 60% of the paid-up share capital, free reserves and securities premium account or (ii) 100% of free reserves and securities premium account of the Company, whichever is more. In case the Company exceeds the above mentioned limits then prior approval of shareholders by way of a Special Resolution is required to be obtained.

In view of the Company's plans for future and to utilize its funds optimally, the Company may undertake various business activities through its subsidiaries, joint ventures, associates companies, person(s), other bodies corporate etc. and, therefore would be required to make investments in securities or provide financial assistance by way of giving of loans / guarantees / securities etc.

Accordingly, in addition to the amounts already invested / loans made or guarantees provided by the Company, the Board of Directors of the Company may be authorized to give loans, guarantees or provide security or make investments as mentioned above, up to a limit of Rs.250 Crores, which shall be over and above the said limits as specified in Section 186(2) of the Act and the aggregate outstanding amount of loans / guarantees / security provided / given or to be given to wholly owned subsidiary(ies) and joint venture company(ies) and investments made or to be made in wholly owned subsidiary(ies), from time to time.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

The Board commends the Special Resolution as contained in item no.1 of the Notice for approval of the Members.

Item No. 2

The Company is in the business of Hospitality and Information Technology and has the necessary experience and expertise in managing and operating the business of clubs / hotels / resorts. The Company has already been rendering the business management services to few bodies corporate including Pancard Clubs Limited ("PCL").

The Board proposes to render Business Management Services to Pancard Clubs Limited ("PCL"), a group company who has approached the Company to manage its clubs' / hotels' / resorts' business in respect of its properties located in different parts of India viz. (i) United-21 Resort, Mahabaleshwar; (ii) United-21 Vanvaso, Gir; (iii) United-21 Emerald, Goa; (iv) United-21 Citymark, Gurgaon; (v) United-21 Beach View, Mandarmoni; (vi) United-21 Lake City Resort, Udaipur; (vii) United-21 Tiger's Habitat, Kanha; (viii) United-21 Jungle Resort, Pench; (ix) United-21 Resort, Sunderbans; and (x) United-21 Royal Resort, Todgarh. It is also proposed by the Board to revise the consideration payable by PCL to the Company in respect of PCL's existing properties in respect of which the Company is already providing business management services viz. (i) United-21 Thane; (ii) Pancard Clubs, Pune; (iii) United-21 Mysore; (iv) United-21 Resort, Kodaikanal; and (v) United-21 Paradise, Ooty.

Since PCL is a related party within the meaning of section 2(76) of the Companies Act 2013 and pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules 2014 ("the Rules") as may be amended from time to time, the maximum aggregate value of transaction exceeds the limits per financial year as specified in the Rules. Hence, it is proposed to obtain approval of shareholders by passing Special Resolution in terms of section 188 of the Act and the Rules made there under.

The brief details of the aforesaid transaction are as under:

Sr. No.	Particulars	Details
1.	Name of Related Party	Pancard Clubs Limited (PCL)
2.	Name of the director or key managerial personnel who is related, if any;	Mr. Sudhir Moravekar is also a Director in PCL.
3.	Nature of relationship	PCL is a shareholder of the Company holding 22.67% equity stake in the Company.
4.	Nature and particulars of contract or arrangement	The contract is a Business Management Agreement for managing and operating the business of clubs/ hotels/ resorts of PCL located at different locations across India.
5.	Material terms and monetary value and particulars of the contract or arrangement	The consideration receivable by the Company i.e. Panoramic Universal Limited for rendering services of managing and operating the properties of PCL will not exceed Rs. 18 Crores in any financial year. The agreement being for 3 years the consideration will not exceed Rs. 14 Crores in the first financial Year, Rs. 16 Crores in the second financial year and Rs. 18 Crores in the third financial year.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution, except Mr. Sudhir Moravekar, who is a Director as well as shareholder holding more than 2% equity stake in PCL and Mrs. Viidya Moravekar, Mr. Siddhartha Moravekar and Mr. Dnyanaraj Moravekar, Directors of the Company being relatives of Mr. Sudhir Moravekar.

The Board commends the Special Resolution as contained in item no. 2 of the Notice for approval of the Members.

Item No. 3

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules 2014, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Members obtained by passing a Special Resolution through Postal Ballot.

The Company has already obtained Members' approval vide special resolution passed at the Annual General Meeting held on 27th September 2014 authorising the Board to create charge over all or any part of its movable and immovable assets by way of hypothecation, mortgage, assignment, lien, pledge etc. in favour of its lenders for the purpose of securing the borrowings / loan facilities extended or to be extended by the lenders to the Company. However, in view of the aforesaid provisions, it is proposed to obtain Members approval by passing a Special Resolution through Postal Ballot also.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

The Board commends the special resolution as contained in item no.3 of the Notice for approval of the Members.

By Order of the Board
For **Panoramic Universal Limited**
Sd/-

Place: Mumbai
Date : 29th November, 2014

Sanjive Arora
Sr. V.P. Corporate Affairs & Company Secretary



Registered Office : Aman Chambers, 4th Floor, Opp. New Passport Office, Veer Savarkar Road, Prabhadevi, Mumbai – 400 025
Tel.: +91-22-66164000 • **Fax:** +91-22-2421 1260 • **CIN:** L67190MH1992PLC066856
Email: info@panoramicuniversal.com • **Website:** www.panoramicuniversal.com

POSTAL BALLOT FORM

Sequence No. _____

1. Name and registered address of the :
Sole / First named Member

2. Name(s) of the Joint member(s), if any :

3. Registered Folio No. / :
DP ID - Client ID No.*

4. Number of Shares held :

(*Applicable to investors holding shares in dematerialized form)

I / We hereby exercise my / our vote in respect of the following Special Resolution(s) to be passed through Postal Ballot for the Special Business stated in the Notice dated **29th November 2014** by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution(s) by placing a tick (✓) mark at the appropriate column below:

Item No.	Description of Resolution	No. of shares for which votes cast	I / We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution under Section 186 of the Companies Act, 2013 for giving of loans / guarantees, providing of Securities and making of investment in securities.			
2.	Special Resolution under Section 188 of the Companies Act, 2013 for entering into Business Management Agreement with Related Party.			
3.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for Creation of mortgage and /or charge over the movable and immovable properties of the Company.			

Place :

Date :

Signature of Member / Joint Member(s)

(must be as per specimen signature registered with the Company / Depository Participant)

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

INSTRUCTIONS

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Member, as per specimen signature registered with the Company or the Depository Participant, as the case may be, in respect of shares held in the physical form or dematerialized form respectively. 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.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a Member of the Company must be accompanied by the requisite copy of the Power of Attorney attested by the Member. If the same is already registered with the Company, please quote the Registration Number beneath the signature.
5. A tick mark (✓) should be placed in the relevant column signifying assent (FOR) / dissent (AGAINST) for the resolution, as the case may be, before mailing the Postal Ballot Form. Incomplete, unsigned, improperly or incorrectly tick (✓) marked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. The exercise of vote by Postal Ballot is not permitted through a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on 7th January 2015. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if the reply from such Member(s) has not been received.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 28th November 2014 i.e. cut-off date.
9. Members are requested not to send any other paper 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 irrelevant papers are found in such envelopes, the same will be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every folio / client ID irrespective of the number of joint Member(s).
11. In case of any query related to Postal Ballot, the members may contact the Company's Registrar & Transfer Agents viz. Sharex Dynamic (India) Pvt. Ltd., Unit No. 1, Luthra Industrial Premises, 1st Floor, 44-E, M Vasanti Marg, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072, Tel.: +91 22 2851 5606, 2851 5644, E-mail: sharexindia@vsnl.com, investor@sharexindia.com. The Postal Ballot Form will also be available on the website of Company: **www.panoramicuniversal.com** and that of RTA: **www.sharexindia.com**.
12. The Company is also pleased to provide e-voting facility as an alternate to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Postal Ballot Notice.