



UNITED SPIRITS LIMITED

Registered Office : "UB Tower", #24, Vittal Mallya Road, Bangalore - 560 001, India

NOTICE PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956

Dear Shareholders,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (the "Rules"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to transact the following business by the members of United Spirits Limited (the "Company") by passing the following special resolution by way of a postal ballot.

Draft Special Resolution

Preferential Allotment of equity shares

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

"RESOLVED THAT, pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, the Articles of Association of the Company, the listing agreement entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") and all other applicable laws including the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 any other guidelines and clarifications issued by the Government of India, the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges on which the equity shares of the Company are listed as also by any other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction which may be agreed to by the Board of Directors of the Company, consent of the Company be and is hereby given to the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), to create, offer issue and allot, for cash, on a preferential basis, 1,45,32,775 (One crore forty five lakhs thirty two thousand seven hundred and seventy five equity shares of face value Rs. 10/- (Rupees ten Only) each (hereinafter the "Allotment Shares") to Relay B.V. ("Relay"), an indirect wholly owned subsidiary of Diageo plc, on the terms and conditions contained in the Preferential Allotment Agreement dated 9 November 2012 entered into between the Company, Relay and Diageo plc.

RESOLVED FURTHER THAT the issue and allotment of the Allotment Shares to Relay shall be on the following terms and conditions:

- the Allotment Shares shall be allotted at a price not less than Rs. 1440/- (Rupees One Thousand Four Hundred and Forty Only) per Allotment Share;
- the relevant date ("**Relevant Date**") for the preferential issue, as per the ICDR Regulations, for the determination of applicable price for the issue of the Allotment Shares shall be November 14, 2012, which is the date that is 30 (thirty) days prior to the date on which the results of this postal ballot, which is being conducted for the purpose of seeking the approval of members to the proposed preferential issue, are to be declared, which is deemed to be the date of the postal ballot resolution passed in accordance with Section 192A of the Companies Act, 1956 read with the relevant rules thereunder and
- the Allotment Shares so offered and allotted to Relay shall be in dematerialised form and shall, subject to receipt of necessary approvals, be listed and traded on National Stock Exchange of India Limited, BSE Limited and the Bangalore Stock Exchange Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- in pursuance of the preferential allotment, as aforesaid, to Relay, the Allotment Shares shall remain locked in from such date and for such periods as specified under the ICDR Regulations; and
- the Allotment Shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any question or difficulty that may arise in regard thereto and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the Allotment Shares, without being required to seek any further clarification, consent or approval of the members and 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 authorized to delegate all or any of the powers herein conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.

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

By order of the Board
For United Spirits Limited

V.S. Venkataraman
Company Secretary

Place : London
Date : November 9, 2012

NOTES

1. The issuance of equity shares as aforesaid on a preferential basis requires the prior consent of the members by way of a special resolution by postal ballot, in terms of Section 81 (1A) of the Companies Act, 1956, the ICDR Regulations and the Takeover Regulations.
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts and the reasons thereto is annexed hereto. The special resolution mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the said special resolution.
3. The postal ballot form for voting by shareholders of the Company is enclosed.
4. The Board has appointed Mr. M R Gopinath, Company Secretary in whole-time practice, as the scrutinizer for conducting this postal ballot voting process in a fair and transparent manner. The scrutinizer's address is Rukmini, 1st floor, 252/C, 2nd C Main, Girinagar I Phase, Bangalore – 560 085.
5. Members are requested to read carefully the instructions printed on the postal ballot form and return the same form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the scrutinizer on or before the close of business hours on December 13, 2012. Please note that any postal ballot form (s) received thereafter will be treated as not having been received. No other form or photocopy thereof is permitted.
6. The scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the postal ballots. The results of the postal ballot will be announced on December 14, 2012 at the registered office of the Company. The result shall also be announced to the stock exchanges where the equity shares of the Company are listed. The result will also be displayed on the Company's website at www.unitedspirits.in. The resolution, if approved, will be taken as passed effectively on the date of declaration of result.
7. All documents referred to in the accompanying notice and the explanatory statement (other than the SHA and the SPA to which the Company is not a party) are open for inspection at the registered office of the Company during office hours on all working days except Saturdays and Sundays between 11.00 a.m. and 5.30 p.m. up to December 13, 2012.
8. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Rules, the Company is pleased to offer e-voting facility as an alternate, to all the shareholders to enable them cast their votes electronically instead of dispatching postal ballot form. For this purpose, necessary arrangements have been made with the National Securities Depository Limited (“NSDL”) to facilitate e-voting as an alternate to the dispatch of postal ballot forms. E-voting is optional.
9. Shareholders who wish to vote through a ballot form may download the ballot form from the link [www.evoting.nsdl.com] or seek a duplicate form from Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore – 560 003, fill in the details and send the same to the scrutinizer by post at the address given at paragraph 4 above.
10. Please follow the instructions below for voting electronically:
 - 10.1. In the case of shareholders receiving an e-mail from NSDL:
 - (i) Open the e-mail and the attached PDF file titled “USL e-Voting.pdf” with your Client ID or Folio No. as password. The pdf file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch an internet browser and type the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
 - (iii) Click on “Shareholder” - “Login”
 - (iv) Type in your user ID and initial password noted in step (i) above.
 - (v) Click Login.
 - (vi) When the password change menu appears, change your password to a phrase of your choice with a minimum of 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended that you do not share your password with any other person and take care to keep your password confidential.
 - (vii) The home page of “e-Voting” should open thereafter. Click on “e-Voting”:— Active Voting Cycles.
 - (viii) Select “EVEN” of United Spirits Limited.
 - (ix) Now you are ready for “e-Voting” as “Cast Vote” page opens.
 - (x) Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with an attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail to uslscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - 10.2. In the case of shareholders other than those referred to in paragraph 10.1 above, your initial password is provided at the bottom of the postal ballot form. Please follow all steps from paragraph (ii) to (xi) above to cast your vote.
 - 10.3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote;
 - 10.4. The voting period ends on the close of day of December 13, 2012. The e-voting module will be disabled for voting thereafter by NSDL.
 - 10.5. In case you have any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the “downloads” section of www.evoting.nsdl.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Material Facts Relating to the Preferential Allotment

1. The Board, at its meeting held on 9 November 2012 has considered it desirable to and has approved, subject to obtaining the necessary statutory approvals and such other approvals as the Board may consider appropriate, the raising of further capital by way of a preferential allotment of an aggregate of 1,45,32,775 (One Crore Forty Five Lakhs Thirty Two Thousand Seven Hundred and Seventy Five Only) equity shares of face value Rs. 10/- (Rupees Ten Only) each (hereinafter the **"Allotment Shares"**) to Relay B.V. (**"Relay"**), an indirect wholly owned subsidiary of Diageo plc (**"Diageo"**) at a price of not less than Rs. 1440/- (Rupees One Thousand Four Hundred and Forty Only) per equity share. A preferential allotment agreement (**"PAA"**) in this regard has been executed between Relay, Diageo and the Company on 9 November 2012.
 2. The Company has been informed that its promoter, United Breweries (Holdings) Limited (**"UBHL"**), its promoter Kingfisher Finvest India Limited and certain other shareholders of the Company have simultaneously entered into a share purchase agreement (**"SPA"**) with Relay and Diageo, providing for the sale by UBHL and such other shareholders of the Company of 2,52,26,839 (Two Crore Fifty Two Lakhs Twenty Six Thousand Eight Hundred and Thirty Nine Only) equity shares of the Company to Relay, on the terms set out therein. The Company has also been informed that UBHL, Kingfisher Finvest India Limited, Relay and Diageo have entered into a shareholders agreement (**"SHA"**) dated 9 November 2012 which relates to various matters agreed between them including in relation to the Company and its management after the acquisition of equity shares pursuant to the SPA and will become effective after the completion of purchase of equity shares by Relay in terms of the SPA.
 3. Consequent to the transactions as contemplated above, Relay is required to make an open offer (**"Open Offer"** / **"Offer"**) to acquire upto 3,77,85,214 (Three Crore Seventy Seven Lakhs Eighty Five Thousand Two Hundred and Fourteen only) equity shares of the Company, constituting 26 (twenty-six) percent of the post-allotment (i.e. after considering the Allotment Shares) equity share capital of the Company in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**"Takeover Regulations"**). Relay has issued a Public Announcement in this regard on 9 November 2012 as required under the Takeover Regulations. Upon completion of the SPA and assuming completion of the allotment of the shares under the preferential allotment, Relay will hold 3,97,59,614 shares constituting 27.359% of the post issue share capital of the Company. Relay could also acquire up to 3,77,85,214 (Three Crore Seventy Seven Lakhs Eighty Five Thousand Two Hundred and Fourteen only) additional shares in the open offer. The exact number of shares that Relay would acquire in the open offer would depend on the number of shares that are validly tendered and purchased pursuant to the open offer.
 4. In terms of Section 81(1A) of the Companies Act, 1956 read with the ICDR Regulations and Regulation 26 of the Takeover Regulations, the proposed preferential allotment requires approval of the Company's shareholders by way of a special resolution through the postal ballot process. The Board, therefore, seeks the consent of the Company's shareholders to the special resolution set out in the notice, by way of a special resolution through postal ballot.
 5. The Board believes that the proposed preferential allotment would provide the Company the opportunity to deleverage and strengthen its balance sheet as also provide it with funds for its working capital and ordinary course requirements.
 6. The proposed issue and allotment of the Allotment Shares will be governed by the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the listing agreement entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (**"ICDR Regulations"**) and the Takeover Regulations, as also the terms of the PAA.
 7. Under the ICDR Regulations, since the equity shares of the Company have been listed on a recognised stock exchange for a period more than six months as on the Relevant Date, the equity shares shall be allotted at a price not less than the higher of the following:
 - (a) The average of the weekly high and low of the closing prices of the equity shares quoted on a recognised stock exchange during the twenty-six weeks preceding the Relevant Date; or
 - (b) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the Relevant Date.
- The recognized stock exchange referred to above means any of the recognised stock exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding twenty six weeks prior to the Relevant Date.
- The "relevant date" for the preferential issue, as per the ICDR Regulations, for the determination of applicable price for the issue of the Allotment Shares shall be 14 November 2012, which is the date that is 30 (thirty) days prior to the date on which results of the postal ballot to be conducted for the purpose of seeking the approval of members to the proposed preferential issue, are to be declared, which is deemed to be the date of the General Meeting passing the resolution in accordance with Section 192A of the Companies Act, 1956 read with the relevant rules thereunder.
8. The allotment of the Allotment Shares is subject to the Relay not having sold any equity shares of the Company during the six months preceding the relevant date. Relay has confirmed that it and its affiliates has not held nor sold any equity shares in the Company during the six months preceding the date of this notice.
 9. Shareholders are requested to note that under the terms of the PAA, the issue and allotment of the Allotment Shares is subject to satisfaction or waiver of various conditions, including receipt of regulatory and third party consents and satisfaction or waiver of certain conditions relating to the SPA. The satisfaction of these conditions is not necessarily within the control of the Company. The PAA is available for inspection as set out in paragraph 11 below.
 10. It may be noted that under the terms of Chapter VII of the ICDR Regulations, it is necessary to disclose the details of investor and certain other matters to the shareholders while seeking their approval for issuing the equity shares on preferential basis. Hence, the relevant disclosures/details are given below:

Objects of the issue:

- (i) At least Rupees 16,000,000,000 shall be used solely for the purpose of repaying indebtedness of the Company and the Company's subsidiaries and/or companies Controlled by the Company; and
- (ii) the balance of the amounts received by the Company pursuant to the preferential allotment shall be used solely in the ordinary course of the Company's business, including as working capital (including, for the avoidance of doubt, to pay its own costs and expenses in relation to the preferential allotment) and for the purpose of capital expenditures by the Company.
- (i) Proposal of the promoters/directors/key management persons of the Company to subscribe to the offer:

The current promoters, directors and key management personnel of the Company do not propose to subscribe to the proposed preferential issue.

(ii) Shareholding pattern of the Company before and after the proposed issue of shares pursuant to the resolution:

Pre and Post Issue Shareholding Pattern

The pre allotment (as on 2 November 2012, being the latest practicable date on which shareholder data was available prior to the approval and issuance of the notice to shareholders) and post allotment shareholding pattern of the Company is set out below:

UNITED SPIRITS LIMITED				
SHAREHOLDINGS	PRE-ALLOTMENT		POST ALLOTMENT	
	No of Equity Shares	% to total	No of Equity Shares	% to total
Promoter	36336232	27.78	36336232	25.00
Relay	Nil	Nil	14532775	10.00
Mutual Funds/UTI	8750293	6.69	8750293	6.02
Banks/Fis	33672	0.03	33672	0.02
FII	58922899	45.05	58922899	40.54
NRI / OCB / FCB	6063231	4.64	6063231	4.17
Resident & Others	20441037	15.63	20441037	14.07
GDR	247604	0.19	247604	0.17
Total	130794968	100.00	145327743	100.00

- This table shows the expected shareholding pattern of the Company upon consummation of the preferential allotment, and assumes that holdings of all other shareholders shall remain the same post-issue, as they were on the date on which the pre-issue shareholding pattern was prepared.
- Depending upon the date of completion of the preferential allotment, and whether Relay has acquired equity shares pursuant to the SPA and the Open Offer at such time, the post-issue shareholding pattern of the Company may undergo changes from the table set out above.

(iii) Proposed time within which allotment will be completed:

Under regulation 74(1) of the ICDR Regulations, preferential allotment pursuant to a special resolution shall be completed within a period of fifteen days from the date of passing of such resolution, provided that where permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen days shall be counted from the date of approval or permission, as the case may be.

However, under regulation 74(3) of the ICDR Regulations, notwithstanding the above, where a preferential allotment is made that attracts an obligation to make an open offer for equity shares of the issuer under the Takeover Regulations, and there is no offer made under regulation 20(1) of the Takeover Regulations, the period of fifteen days shall be counted from the expiry of the period specified in 20(1) of the Takeover Regulations or the date of receipt of all statutory approvals required for the completion of the open offer under the Takeover Regulations, *provided* that if an offer is made under regulation 20(1) of the Takeover Regulations then the period of fifteen days shall be counted from the expiry of the offer period as defined in the Takeover Regulations. Sub-regulation (3) of regulation 74 of the ICDR Regulations further provides that the provisions of that sub-regulation shall not apply to an offer made regulation 20(1) of the Takeover Regulations pursuant to a preferential allotment.

Accordingly, the allotment of the Allotment Shares shall take place within the applicable period mentioned above.

(iv) Identity of the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the issuer consequent to the preferential issue:

Allottee	Number of equity shares to be issued	% of post-issue equity capital
Relay B.V.	1,45,32,775	10%

The preferential allotment alone will not result in a change in the control or management of the Company. However, upon completion of the purchase of equity shares under the SPA and the Open Offer together with the preferential allotment, in terms of the transaction documents, there will be a change in the control and management of the Company.

Description of the Investor

Relay B.V., a private limited company incorporated on 13 July 2012 in the Netherlands, is an indirect wholly owned subsidiary of Diageo plc and is part of the Diageo Group. Its main objects include the acquisition of, subscription to and investment in equity shares / equity linked instruments of investee companies and the carrying on of all activities incidental or conducive thereto.

Diageo plc is the world's leading premium drinks business selling products in more than 180 markets with a collection of beverage alcohol brands across spirits, beer and wine categories. The companies operating under Diageo plc across all its markets are together classified in this document as the "Diageo Group".

(v) Requirement as to re-computation of price and lock-in of specified securities

Since the equity shares of the Company have been listed on the stock exchanges for a period more than six months prior to the relevant date, the Company is neither required to re-compute the price of the Allotment Shares nor therefore, required to submit the undertakings specified under clause 73(1) (f) and (g) of the ICDR Regulations.

11. The Company is in the process of obtaining a certificate from its statutory auditor certifying that the preferential issue is in accordance with the ICDR Regulations, and such certificate, the Memorandum and Articles of Association of the Company, and the PAA will be open for inspection at the registered office of the Company during working hours between 11.30 a.m.] and 5.30 p.m., except on Saturdays, Sundays and public holidays, up to the last date fixed for the receipt of postal ballots from the shareholders of the Company.
12. The equity shares issued pursuant to the preferential allotment will be subject to lock in as provided in the ICDR Regulations. The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date for a period of six months from the date of the allotment.
13. None of the directors are deemed to be interested in passing of the above resolution except to then extent of their shareholding, if any, in the Company and UBHL.

By order of the Board
For United Spirits Limited

V.S. Venkataraman
Company Secretary

Place : London
Date : November 9, 2012



UNITED SPIRITS LIMITED
Registered Office : "UB Tower", #24, Vittal Mallya Road
Bangalore - 560 001, India

POSTAL BALLOT FORM

Sr. No.

1. Name (s) of the Member(s)
(in block letters)
(including joint holders, if any)

2. Registered Address of the Sole/First
named Member/Beneficial owner

3. Registered Folio No/ DP ID*/ Client ID No.*
(*Applicable to investors holding shares in demat form)

4. No. of Shares held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated November 9, 2012 of United Spirits Limited (the "Company") by sending my/our assent or dissent to the said Special Resolution by placing a tick (✓) mark in the appropriate column below.

Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution under section 81 (1A) of the Companies Act, 1956 for issuance, on a preferential allotment basis, of 14532775 shares for an aggregate amount of Rs. 20,927,196,000			

Place:

Date:

Signature of the Member

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

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

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: December, 13, before 5.30 p.m.

INSTRUCTIONS

1. Pursuant to provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. Member(s) desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by United Spirits Limited (the "Company"). Envelope containing the Postal Ballot Forms, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
5. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).
6. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Forms bearing (✓) mark in both the columns will render the form invalid.
7. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than December 13, 2012 before 5.30 p.m. Postal ballot form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.
9. Members are requested to complete the postal ballot form in indelible ink (and avoid completing it by using erasable writing medium/s like pencil).
10. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on the date of dispatch of the Notice.
11. The Postal Ballot shall not be exercised by a Proxy.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 8 above.
13. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
14. Members are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
15. The Resolutions, if assented by requisite majority, shall be considered as passed on December 14, 2012, (i.e. the date of announcement of the Result of the Postal Ballot).
16. E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member votes through E-Voting facility as well as sends his vote through physical vote, the vote casted through physical Postal Ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to electronically voting.