



IRB Infrastructure Developers Limited

CIN : L65910MH1998PLC115967

Registered Office: 3rd Floor, IRB Complex, Chandivli Farm,
Chandivli Village, Andheri (East), Mumbai - 400 072, Maharashtra, India
Tel. No. 022-6640 4220, Fax No.022-6675 1024

E- mail address: info@irb.co.in, Website : www.irb.co.in

POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

NOTICE is hereby given 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, seeking the consent of members for the proposed special resolutions appended below to be passed through Postal Ballot. Accordingly, the said special resolutions and the explanatory statement are appended below and a Postal Ballot Form is enclosed for your consideration.

The Company has appointed Mr. Makarand Joshi, Practicing Company Secretary of M/s. Makarand M. Joshi & Co., as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Company has appointed Karvy Computershare Private Limited to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

In case you desire to exercise your vote by using e-voting facility you are required to carefully follow the instructions as given in Note 3 of accompanying notice.

Items of businesses requiring consent of shareholders through Postal Ballot:

1) Amendment to Memorandum of Association of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum of Association of the Company, Listing Agreement entered into by the Company with the BSE Limited & National Stock Exchange of India Limited where the shares of the Company are listed, the guidelines, regulations, circulars and clarifications issued by the Government of India (GOI), Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to by 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 hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded for alteration of the Main object clause of the Memorandum of Association of the Company by substituting existing Clause III (A) (1) in Memorandum of Association by following clause:

"To carry on the business of any or all of the infrastructure activities such as development, maintenance and operations of all types of infrastructural projects or facilities including Transportation, Storage & warehousing infrastructure & facilities, Water management, Industrial, commercial and social development and maintenance, Housing, Power, Petroleum and natural gas, mining and related activities, technology related infrastructure, manufacture of components & materials or any other utilities or facilities used by and/or for infrastructure projects and to act as Developers, Contractors, Civil Engineers, Surveyors, Town Planners, Consultants, Commissioning agents, Estimators and Valuers for designing, engineering, erection, laying, construction, commissioning & maintenance of infrastructure projects or facilities and to enter into any contract, agreement, memorandum of understanding, joint ventures, arrangement or such other mode of contract with Government of India, State Governments, municipal or local authorities, bodies corporate, persons or such other authorities, whether in India or elsewhere, as the Company may deem fit, on such manner or methods for the purpose of carrying out the foregoing objects and to obtain from them the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental in the connection."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

2) Adoption of New Set of Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company and on the company's website, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

3) Creation of Security on the Assets of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded, in terms of Section 180(1)(a) and other applicable provisions and rules thereof, if any, of the Companies Act, 2013, as amended or restated, to mortgage, hypothecate, pledge and/or charge any of its movable properties including securities issued/ to be issued and/or immovable properties wherever situated, both

present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company on such terms and in such manner as the Board may think fit, together with power to take over the management of the business or concern of the Company in certain event(s), for securing any loan(s) obtained/to be obtained by the Company or its subsidiary companies / Joint Venture / Special Purpose Vehicles from Bank(s), Financial or other Institution(s), Debenture Trustees, Mutual Fund(s), Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether Shareholder of the Company or not (hereinafter collectively referred to as "lenders"), for an amount not exceeding Rs.20,000 Crores (Rupees Twenty Thousand Crores only) and/or equivalent thereto in any foreign currency, together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company or its subsidiary companies / Joint Venture/Special Purpose Vehicles (SPVs) to the concerned lenders.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

4) Increase in the borrowing powers of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the earlier resolutions passed by the members of the Company regarding the borrowing powers of the Company and pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (which expression shall be deemed to include any Committee(s) thereof and hereinafter referred to as the "Board") to borrow from time to time any sum or sums of monies together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) that may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not be in excess of Rs.3,000 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

**By Order of the Board of Directors
For IRB Infrastructure Developers Limited**

Date: May 22, 2014

Registered Office:

3rd Floor, IRB Complex, Chandivali Farm,
Chandivali Village, Andheri (East),
Mumbai – 400 072.

Mehul Patel
Company Secretary

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014, is annexed hereto.
2. The Notice is being sent to all the Members whose names would appear in the Register of Members/ Record of Depositories as on Friday, May 30, 2014.
3. The Company also offers e-voting facility. Please see the instructions below for details.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer **e-voting facility** as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for E-voting are as under:

In case of Shareholder(s) receiving e-mail from Karvy Computershare Private Limited:

- a. For Shareholders whose email address is registered- open the attached PDF file "IRB e-voting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- b. For Shareholders who have not registered their email ids: please refer to the **user id and password printed on the Postal Ballot Form**;
- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Shareholder – Login;
- f. Put user ID and password as initial password noted in step (a) above and click Login;
- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- i. Select "EVS" (i.e. E-Voting Sequence Number) of IRB Infrastructure Developers Limited;
- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on **June 13, 2014 (10.00 a.m.) and ends on July 15, 2014 (5.00 p.m.)**.

- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
- l. **Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in 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 at evoting@karvy.com;**
- m. In case Shareholders desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.irb.co.in or by obtaining duplicate Form from the Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Unit: IRB Infrastructure Developers Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081

In case of Shareholders receiving Postal Ballot Form by Post:

- i) Initial password is provided as below, at the bottom of the Postal Ballot Form;

EVS (E Voting Sequence Number)	USER ID	PASSWORD/PIN

- ii) Please follow all steps from Sl. No. (a) to (k) mentioned above, to cast vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com> or contact M/s Karvy Computershare Private Limited at toll free number **1800 345 4001**.

If you are already registered with M/s Karvy Computershare Private Limited for e- voting then you can use your existing user ID and password for casting your vote.

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).

4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.irb.co.in or seek duplicate Postal Ballot Form from **M/s Karvy Computershare Private Limited (Unit : IRB Infrastructure Developers Limited), Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081, India or IRB Infrastructure Developers Limited, 3rd Floor, IRB Complex, Chandivli Farm, Chandivli Village, Andheri (East), Mumbai - 400 072**, fill in the details and send the same to the Scrutinizer.
5. Kindly note that the Shareholders can opt **ONLY ONE MODE OF VOTING**, i.e., either by Physical Ballot or E-voting. If you are opting for E-voting, then do not vote by Physical Ballot also and vice versa. **However, in case Shareholders cast their vote by Physical Ballot and E-voting, then voting done through Physical Postal Ballot shall prevail and voting done by E-voting will be treated as invalid.**
6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
7. The voting rights of Shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on Friday, May 30, 2014.
8. The result of the Postal Ballot shall be declared by the Chairman, or in his absence by any other person, so authorized by the Chairman on **Wednesday, July 23, 2014 at 4.00 p.m. at the Registered Office of the Company at 3rd Floor, IRB Complex, Chandivli Farm, Chandivli Village, Andheri (East), Mumbai – 400 072** and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company www.irb.co.in.
9. A copy of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10.00 a.m. and 12.00 noon up to the date of declaration of the result of Postal Ballot.

ANNEXURE TO NOTICE

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

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

Item No.1

Your Company is engaged in construction, operation & management of infrastructure facilities, largely road infrastructure facilities. In order to rationalize and enlarge the main object clause in line with Schedule VI of the Companies Act, 2013, your Directors proposed to alter existing Object (1) under Part-A of Clause III of the Memorandum of Association of the Company. The alteration of the Main object clause of the Memorandum of Association of the Company needs approval of shareholders of the Company.

Further, revised set of Memorandum of Association after incorporating above amendment as approved by the Board is available for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10.00 a.m. and 12.00 noon.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members through Postal Ballot.

Item No.2

The Articles of Association ("AoA") of the Company as presently in force were replaced in 2007 before the IPO of the Company. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act").

The Act is now largely in force with Rules thereon. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The Members attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Existing definitions have been aligned with the Act;
- (b) new provisions relating to appointment of chief executive officer and chief Financial officer, in addition to manager and company secretary;
- (c) new provisions relating to appointment of a person as Chairperson and Managing Director or Chief Executive Officer;
- (d) existing articles have been streamlined and aligned with the Act;
- (e) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10.00 a.m. and 12.00 noon up to the date of declaration of the result of Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 2 of the accompanying Notice for approval of the members through Postal Ballot.

Item No.3

The members had vide Postal Ballot dated October 31, 2012, accorded their consent to the Board of Directors of the Company for creation of charge/ mortgage on the assets of the Company under section 293(1)(a) of the Companies Act, 1956 to the extent of Rs.15,000 Crore.

Your Company has an intention to play a vital role in development of infrastructure in the country and to be a dominant player in the Highway sector. Therefore, in its ordinary course of business, your Company bid for infrastructure projects and upon favorable outcome, the Company requires to promote separate Special Purpose Vehicles / enter into Joint Venture / incorporate subsidiary companies (hereinafter collectively referred to as "SPVs") to execute each of the projects as awarded to the Company by various authorities like NHAI, State Government Authorities etc. Subsequently, the Company also needs to support these SPVs by way of equity contribution, unsecured loans/ advances, by providing Corporate Guarantee and by pledging the shares held by the Company in such SPVs.

Availing of Project Loans by SPVs usually require to be secured by way of mortgage / charge over all or any part of the movable, immovable properties of such SPVs, Corporate Guarantee of the Company and by pledging shares held by the Company in such SPVs.

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may be deemed as a disposal of the whole, or substantially the whole, of the undertaking of the Company.

The Board proposes to increase the limit under Section 180 (1) (a) of the Companies Act, 2013 to Rs. 20,000 crores which requires the approval of the Shareholders of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 3 of the accompanying Notice for approval of the members through Postal Ballot.

Item No.4

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the shareholders of a Company by way of Special Resolution at a general meeting to enable the board of directors to borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves. Since the current borrowing powers of the Board of Directors may not be sufficient to facilitate the Board to borrow for the purpose of the business of the Company, the approval of the shareholders is being sought by a Special Resolution for an enabling authority in favour of the Board to increase its borrowing power to Rs.3,000 Crores in addition to the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 4 of the accompanying Notice for approval of the members through Postal Ballot.

**By Order of the Board of Directors
For IRB Infrastructure Developers Limited**

Date: May 22, 2014

Registered Office:

3rd Floor, IRB Complex, Chandivali Farm,
Chandivali Village, Andheri (East),
Mumbai – 400 072.

Mehul Patel
Company Secretary



IRB Infrastructure Developers Limited

CIN : L65910MH1998PLC115967

Registered Office: 3rd Floor, IRB Complex, Chandivli Farm,
Chandivli Village, Andheri (East), Mumbai - 400 072, Maharashtra, India
Tel. No. 022-6640 4220, Fax No.022-6675 1024

E- mail address: info@irb.co.in, Website : www.irb.co.in

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No. :

1. Name and Registered Address of the sole / first
named Shareholder :

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

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

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated May 22, 2014 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Amendment to Memorandum of Association of the Company.			
2.	Adoption of New set of Articles of Association of the Company.			
3.	Creation of security on the assets of the Company pursuant to section 180(1)(a) of the Companies Act, 2013			
4.	Increase in borrowing powers of the Company pursuant to section 180(1)(c) of the Companies Act, 2013.			

Place :

Date :

Signature of the Shareholder

Electronic Voting Particulars

EVSN (E- Voting Sequence Number)	USER ID	PASSWORD/PIN

Note : Please read the instructions printed overleaf carefully before exercising your vote
Last date for receipt of Postal Ballot Forms by Scrutinizer is Tuesday, July 15, 2014

INSTRUCTIONS

1. A Shareholder(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder(s) (as per the specimen signature registered/recorded with the Company/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.
4. Duly completed Postal Ballot Form should reach the Company not later than close of working hours (i.e. 5.00 p.m.) on Tuesday, July 15, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from Shareholder(s) has not been received.
5. There will be only one Postal Ballot Form for every folio / Client ID irrespective of the number of joint Shareholder(s).
6. 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 Board resolution/authority letter.
7. A Shareholder 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 last date of receipt of Postal Ballot Form, i.e., Tuesday, July 15, 2014.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, May 30, 2014.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope, in as much as, all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company www.irb.co.in and also in the newspaper(s) for the information of the Shareholders.
13. **The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**