

**POSTAL BALLOT FORM**

(Kindly read the instructions printed overleaf before filling the form)

Serial No. :

1. Name & Registered Address of the :
Sole / first Named Shareholder
(in block letters)
2. Name(s) of the Joint Holder(s), :
(if any) (in block letters)
3. Registered Folio No./DP ID No./ :
Client ID No.*(*Applicable to
members holding Shares in
dematerialized form)
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice dated February 8, 2020 and Explanatory Statement annexed thereto by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (v) mark at the appropriate box below:

Resolution No.	Description of Special Resolution	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To approve revision in terms of appointment and payment of remuneration to Mr. Abhay V. Udeshi, Chairman & Whole-time Director			
2.	To approve revision in terms of appointment and payment of remuneration to Mr. Hemant V. Udeshi, Managing Director			
3.	To approve revision in terms of appointment and payment of remuneration to Dr. Subhash V. Udeshi, Whole-time Director			
4.	To approve revision in terms of appointment and payment of remuneration to Mr. Varun A. Udeshi, Whole-time Director			

Place:

Date:

(Signature of the Shareholder)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelop. Last Date for Receipt of this postal Ballot Form by the Scrutinizer is Friday , March 20, 2020 by 5.00 p.m.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
200016		

Voting Instructions

Instructions for filling Postal Ballot Form:

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope (BRE). Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Registrar and Transfer Agent (RTA)/Depository Participant). In case of joint-holding, this Postal Ballot 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 Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorisation with the specimen signature(s) of the authorised signatory (ies) duly certified/attested.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
6. The right of voting by Postal Ballot shall not be exercised by a Proxy.
7. The Votes of a member will be consider invalid on any of the following grounds:
 - a) If a form other than the postal Ballot form issued by the company is used.
 - b) If the Postal Ballot form has not been signed by or on behalf of Member.
 - c) The Member signature does not tally with specimen signatures with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such manner that the aggregate Equity Share voted for 'Assent' and 'Dissent exceeded total numbers of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filed.
 - g) If the postal Ballot form is received torn or defected or mutilated or in manner such that it is difficult for scrutinizer to identify either the Member or the number of votes, or whether the votes are for Assent or Dissent, or neither for Assent or Dissent is mentioned or if the signature could not be verified, or one or more of above grounds.
 - h) Any competent authority has given directions in writing to the company to freeze the voting rights of the Members.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Friday, March 20, 2020 by 5.00 p.m. (IST). All Postal Ballot Forms received after this date will be considered invalid. The Members are requested to send the duly completed Postal ballot form well before the last date providing sufficient time for the postal transit.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed BRE, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
10. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been provided below.
11. The voting rights of the Members shall be in proportion to their Equity Shares in the total paid-up Equity Share capital of the Company as on February 14, 2020. A person who is not a member on the relevant date should treat this Notice for information purpose only.
12. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-Voting and vice versa. In case Members cast their votes both by Postal Ballot and e-Voting, the votes cast through e-Voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
13. In case members desirous of obtaining printed Postal Ballot form or Duplicate, he or she may send request to mrhelpdesk@linkintime.co.in. The Registrar and Transfer Agent/Company shall forward the same along with postage – prepaid self- addressed Business reply envelop to the Members.
14. In case of non-receipt of the Postal Ballot Form or for any query relating there to, the Members may contact the Company's RTA, Link Intime India Pvt. Ltd C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.or send an e-mail at mrhelpdesk@linkintime.co.in.
15. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
16. The Result of voting on the Resolution will be declared within Forty Eight hours of closure of Postal Ballot / E-voting and will be displayed on the website of the Company, besides being communicated to the stock exchange, Depositories, Registrar and Share Transfer Agents.

The instructions for shareholders voting electronically are as under:

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide e-voting facility to all its members to enable them to cast their vote electronically instead of dispatching the physical postal ballot form .

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section. (**Event Number: 200016**)
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

- a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c) **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or 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 Depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form indicated in the PAN Field.

DOB/DOI: Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number 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 number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE:

1. The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.
2. For shareholders holding shares in physical form, the details can be used only for voting on the Resolution contained in this Notice.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

4. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
5. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

6. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
7. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT", a confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
8. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
9. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/ Mutual Fund/ Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution/ authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/ Mutual Fund/ Corporate Body' login for the Scrutinizer to verify the same.

- b. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- c. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call Ms. Ashwini Nemelekar, Sr. Associate at LIPL on Tel No. : 022 - 49186000.