

HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016
Ph. +91-141-2303098, 2303097(Telefax), E-mail:hrbflrltd@yahoo.com, Website: www.hrb.co.in

Date: 22.03.2018

To,
The Manager,
Department of Corporate Services,
B.S.E. Limited, 25th Floor,
P. J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Sub.: Outcome of the 109th Board Meeting held on 22nd March, 2018, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref.: HRB Floriculture Ltd., Scrip Code: 531724, Security ID: HRBFLO.

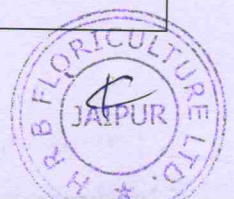
Respected Sir / Madam,

The Board of Directors of the Company in their 109th meeting held on Thursday, the 22nd day of March, 2018, which commenced at 04:00 p.m. and concluded at 05.25 p.m., at the registered office of the Company situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016, approved to conduct the postal ballot Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of Shareholders of the Company by way of Postal Ballot and e-voting on the following matters;

- I. To Approve selling, leasing or otherwise disposing of whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores;
- II. To consider and approve Related Party Transaction under Section 188(1)(b) of the Companies Act, 2013.;
- III. To approve borrowing money under Section 180(1)(c) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores.

In this regard, the extract of the Calendar of Events for the said Postal Ballot (Physical form and E-voting) is given below:

Sr. No.	Particulars	Date
1.	Date on which consent given by the scrutinizer to act as scrutinizer	10.03.2018
2.	Date of Board Resolution authorizing one of the Executive Director and the Company Secretary to be responsible for the entire process and appointing the scrutinizer, approval of draft resolution(s) and postal ballot notice to be sent to the Members/Beneficial Owners	22.03.2018
3.	Date of appointment of Scrutinizer	22.03.2018
4.	Cut-off date for reckoning Voting Rights and ascertaining those Members to whom the Notice and postal ballot forms shall be sent.	23.03.2018
5.	Tentative date of completion of dispatch of Postal Ballot Notice along with the Postal Ballot Form & Postage pre-paid self addressed envelope and e-mails to the members desirous of receiving Notice through e-mail. Also a copy of the postal ballot notice to be sent to the BSE Ltd.	27.03.2018
6.	Publication of Notice advertisement in Newspaper giving the date of completion of dispatch and last date of receipt of Postal Ballot forms from the Members/Beneficial Owners.	28.03.2018



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7.	Dates of voting period for physical postal ballot form/E-voting	From Wednesday, 28 th March, 2018 at 09.00 a.m. to Thursday, 26 th April, 2018 at 05.00 p.m.
8.	Last date of receiving Postal Ballot forms by the Company/Scrutinizer (30 days from the latest date of dispatch of Notice)	26.04.2018
9.	Preparation and submission of Scrutinizer's Report to the authorized person.	28.04.2018
10.	Declaration of results of Postal Ballot and to inform the BSE Ltd. and to display the results on the website of the Company.	28.04.2018
11.	Date of signing of the Minutes book in which the results of the Postal Ballot is recorded.	Within 30 days from the date of declaration of the result
12.	Date of returning the Ballot papers, register required to be maintained by the scrutinizer and other related papers to the Company.	After signing the Minutes
13.	Last date for filing of the passed resolutions with Registrar of Companies.	Within 30 days from 26.04.2018

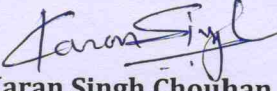
The Company will intimate the stock exchange(s) results of above Postal Ballot & E-voting in the prescribed format in terms of Compliance of Listing Regulations.

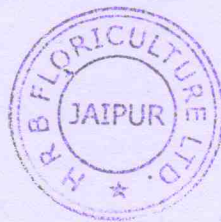
Further, in terms with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Company's Code of conduct for Prohibition of Insider Trading, the "Trading Window" for trading in the shares of the Company will open from Sunday, 25th March, 2018 for the Designated Persons as defined in the code of conduct for prevention of Insider Trading of the Company.

You are requested to kindly take the same on record and inform all those concerned accordingly.

Thanking you,
Yours faithfully,

For H R B Floriculture Ltd.


Karan Singh Chouhan
Company Secretary &
Compliance Officer



Encl: Postal Ballot Notice.

CC:

- 1. Central Depository Services (India) Ltd.**
17th Floor, P. J. Towers,
Dalal Street, Mumbai - 400 001
- 2. National Securities Depository Ltd.**
Trade World, 'A' wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai - 400 013
- 3. PurvaSharegistry (India) Pvt. Ltd.**
No.9, Shiv Shakti Ind. Estt.,
J.R. Boricha Marg,
Lower Parel (East),
Opp. Kasturba Hospital, Mumbai - 400 011

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with, Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "**Act**") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, that the special businesses set out in the resolutions appended below is proposed to be passed as Special/Ordinary resolution by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions setting out the facts concerning the items and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "**Form**") for your consideration.

The Board of Directors, at its meeting held on 22nd March, 2018, has appointed CS Manoj Maheshwari, Practicing Company Secretary (FCS: 3355), as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e., 05.00 P.M. Thursday, 26th April, 2018.

In compliance with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and pursuant to the provisions of Section 108, 110 of the Act 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) the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the Form. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman and Managing Director.

The result of the voting conducted through postal ballot and e-voting would be announced by the Chairman and Managing Director or the Company Secretary of the Company on 28th April, 2018 at the Registered Office of the Company.

The results of the Postal Ballot will also be displayed on the Company's website www.hrb.co.in & NSDL e-voting website www.evoting.nsdl.com besides communicating to the Stock Exchanges where the Company's shares are listed. The Notice of Postal Ballot along with the Form and instructions for remote e-voting are available on the website of the Company at www.hrb.co.in and NSDL at www.evoting.nsdl.com.

The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting. The Resolutions, if passed by the requisite majority of the shareholders by means of Postal Ballot including e-voting, shall be deemed to have been duly passed at a general meeting of members convened in that behalf.

Special Business:

Item No. 1: Approval to sale, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores

To consider and, if thought fit, to give assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other relevant provisions of the Companies Act, 2013 ("**Act**"), if any and the rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the provisions of Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time, the consent of the members of the Company be and is hereby accorded to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 2,00,00,000/- (Rupees Two Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution."

Item No. 2: Related Party Transaction under Section 188(1)(b) of the Companies Act, 2013.

To consider and, if thought fit, to give assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 188 and the other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and provisions of Articles of Association, the consent of the members of the Company be and is hereby accorded for entering into a contract or arrangement ("hereinafter called the sell agreement") entering into between **HRB Floriculture Ltd.**, "the company" ("hereinafter called the Seller") and **Sufal Granites Pvt. Ltd.**, ("hereinafter called the Purchaser"), a related party, as defined under the Companies Act, 2013, in respect of sale of motor vehicle (Car Jaguar XF, Vehicle Registration No. RJ14-CY-9099) owned by the Company (herein referred to as "Car") at Rs. 27,00,000/- (Rupees Twenty Seven Lacs only).

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to approve, finalize, sign and execute the sell agreement and the necessary documents on behalf of the Company and to settle any question, difficulty, or doubt that may arise with regard to giving effect to the above said resolution and to do all such acts, deeds, things as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Item No. 3: Approval to borrow money under Section 180(1)(c) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores.

To consider and, if thought fit, to give assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other relevant provisions, if any, of the Companies Act, 2013 ("**Act**") and the rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for time being in force) including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the provisions of Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, to borrow any sum or sums of monies from time to time notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, however, the total amount so borrowed shall not exceed Rs. 2,00,00,000/- (Rupees Two Crores only).

RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purposes of giving effect to this Resolution.”

Place: Jaipur
Date: 22.03.2018

By order of the Board
For HRB Floriculture Limited

Sd/-
Karan Singh Chouhan
Company Secretary

Registered Office:
A-28, Ram Nagar,
Shastri Nagar, Jaipur-302016

Encl:-

1. Postal Ballot Form;
2. Self-Addressed Postage Pre-Paid Envelope.

Notes - General

1. Explanatory Statement and reasons for the proposed Special Businesses mentioned above as required under Section 102 of the Companies Act, 2013, setting out the material facts is appended herein below.
2. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the Postal Ballot Result.
3. You are requested to carefully read the instructions before exercising your vote.
4. The Postal Ballot Notice is being sent to all the Equity Shareholders, whose names would appear in the Register of Equity Shareholders / List of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on the cut off date 23rd March, 2018. The Postal Ballot Notice is being sent to Equity Shareholders in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/email addresses registered with the Company's registrar and share transfer agents (in case of physical shareholding). For Equity Shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with self-addressed postage pre-paid envelope.

To seek a duplicate Postal Ballot Form, a member may send email to the Company at hbrflrtd@yahoo.com. The Registrar and transfer agent/company shall forward the same along with self-addressed postage pre-paid envelope to the Member.

Notes - Voting / E-voting - General

5. There will be one Postal Ballot Form/e-voting for every Client ID No. /Folio No., irrespective of the number of joint holders.
6. 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.
7. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

Notes - Voting

8. Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

Notes - E-Voting

9. In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the related Rules and SEBI Circulars, the Company is pleased to provide e-voting facility to all its Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited [NSDL] for the purpose of providing e-voting facility to all its Shareholders. The instructions for e-voting are as under:

(I) In case of Shareholders receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz. "HRB Floriculture Limited – Postal Ballot - e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and Password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E Voting Event Number) of "HRB Floriculture Limited".
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail: cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in.

(II) In case of Shareholders receiving by Post:

- (i) Initial password is provided at the bottom on the postal ballot form.
- (ii) Please follow all steps from Sl. No. 9(I)(ii) to Sl. No. 9(I)(xii) as mentioned above, to cast vote.

(III) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

(IV) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the helps section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(V) The Board of Directors has appointed Managing Director and Company Secretary as the persons responsible for the entire postal ballot process.

(VI) The E-voting period begins on Wednesday, 28th March, 2018 at 09.00 a.m. and ends on Thursday, 26th April, 2018 at 05.00 p.m. During this period, the Members of the Company, holding shares in physical form or in demat form, as on the cut-off date viz. 23rd March, 2018 may cast their vote electronically. The E-Voting module shall be disabled by NSDL for voting after 5:00 p.m. on Thursday, 26th April, 2018. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- (VII) Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Karan Singh Chouhan, Company Secretary, HRB Floriculture Ltd., A-28, Ram Nagar, Shastri Nagar, Jaipur - 302016, Telephone No. +91-141-2303098, Fax No. +91-141-2303097 or email to hrbflrltd@yahoo.com
- (VIII) Members are requested to address all correspondence to M/s. Purva Sharegistry (India) Pvt. Ltd, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai, Maharashtra - 400011, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No.1

In terms of Section 180(1)(a), the Board of Directors shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only under the authority of special resolution passed by the members of the Company.

Furthermore, in terms of Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act"), including any amendment thereto or re-enactment thereof, if any, 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, Regulation 44 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015 and other applicable laws and regulations, the Company is required to pass the resolution u/s 180 of the Companies Act, 2013 mandatorily through postal ballot/e-voting.

Since the Selling, disposing and leasing of undertaking of the Company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year shall require prior approval of shareholders by way of Special Resolution as per the Notice of Postal Ballot for the approval of the shareholders in terms of Section 180(1)(a) of the Companies Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, whether financially or otherwise, in the resolution in any manner.

Item No.2

In terms of provisions of Section 188 of Companies Act, 2013, the Board of Directors shall enter into the related party transaction(s) only with the consent of the members of the Company, if the transaction is above the limits prescribed in the Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014.

As the Company is in continuous loss and for payment and smooth transaction of business the Board has decided to sell its motor vehicle (Car Jaguar XF, Vehicle Registration No. RJ14-CY-9099), owned by the Company. Since the selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten percent or more of net worth of the company shall require prior approval of shareholders by way of Ordinary Resolution in terms of Section 188(1)(b) of the Companies Act read with Rule 15 of The Companies (Meetings of the Board and its Powers) Rules, 2014.

All the prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below for kind perusal of members:

- a. The name of the related party and nature of relationship: Sufal Granites Pvt. Ltd., Son of Mr. Krishan Kumar Parwal, Managing Director (KMP) of the Company, is Director in Sufal Granites Pvt. Ltd. & Mrs. Sunita Parwal is Director in both Companies.
- b. The nature, duration of the contract and particulars of the contract or arrangement: For Selling of car u/s 188(1) (b) of the Companies Act, 2013.
- c. The material terms of the contract or arrangement including the value, if any: Nil
- d. Any advance paid or received for the contract or arrangement, if any: Advance received Rs. 27,00,000/-
- e. The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: The transaction is to be done as per market price.
- f. Whether all factors relevant to the contract or arrangement have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors relevant to the contract have been considered.
- g. Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil

In the above resolution Mr. Krishan Kumar Parwal and Mrs. Sunita Parwal are interested parties and related parties as defined under Section 2(76) of the Act. None of the other directors/ Key Managerial Personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item No. 03

Keeping in view the Company's existing and future financial requirements, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 2,00,00,000/- (Rupees Two Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolution.

The Board recommends the Special/Ordinary Resolutions set out at Item No. 1 to 3 for approval of the members.

Place: Jaipur
Date: 22.03.2018

By order of the Board
For **HRB Floriculture Limited**
Sd/-
Karan Singh Chouhan
Company Secretary

HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016

Ph. +91-141-2303098, 2303097(Telefax), E-mail:hrbflrld@yahoo.com, Website: www.hrb.co.in

BALLOT FORM

Serial No.

1. Name and Registered Address of the :
Sole / First named shareholder

2. Name(s) of Joint Holder(s), (If any) :

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

4. No. of Share(s) held :

I / We hereby exercise my / our vote(s) in respect of the Special Businesses to be passed through Postal Ballot as specified in the Notice dated 22nd March, 2018, by conveying my/our assent/dissent to the said Resolution by placing tick (✓) mark in the appropriate box below:

Item of Notice No.	Description	No. of Shares	OPTION (Please put "✓" in the appropriate box below)	
			I / We assent (agree) to the Resolution (Vote in favour)	I / We dissent (disagree) to the Resolution (Vote Against)
1.	Approval to sale, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores;			
2.	Related Party Transaction under Section 188(1)(b) of the Companies Act, 2013;			
3.	Approval to borrow money under Section 180(1)(c) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores.			

Date:

Place:

Signature

Email ID : _____ Contact No : _____

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

NOTE: Please return your Postal Ballot Form in the self-addressed postage pre-paid envelope enclosed herewith. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Wednesday, 28 th March, 2018 at 09.00 a.m.	Thursday, 26 th April, 2018 at 05.00 p.m.

Notes:

1. Please read the instructions printed overleaf carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Thursday, 26th April, 2018 up to 5:00 p. m.

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot Form, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney ("POA") on behalf of the member(s) may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours viz. 5:00 p.m. on Thursday, 26th April, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. – M/s. Purva Sharegistry (India) Pvt. Ltd)
10. The Postal ballot notice is being sent to all members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on Friday, 23rd March, 2018 (i.e. cut – off date). The voting rights of every Member shall be reckoned on the paid-up value of Equity Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository as on March 23, 2018.
11. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. A Member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 8 above i.e. April 26, 2018.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
15. 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.