

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

TO THE MEMBERS

RSC International Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time and other applicable provisions of the Companies Act, 2013, other applicable laws and regulations, that it is proposed to transact the Special Business as set out hereunder by the shareholders of the Company by passing of Special Resolution by way of Postal Ballot (the "Postal Ballot")/ remote electronic voting ("E-voting"). The proposed Special Resolution and statement setting out material facts concerning the item of special business pursuant to Section 102(1) and 110 of the Companies Act, 2013 is annexed hereto along with a Postal Ballot Form and postage prepaid envelope for your consideration.

The Board has appointed Adv. Vivek Khemka (R. No. MAH/2356/2000) or failing him Adv. Varun Sonawala (M. No. MAH/222/2016), as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through E-voting. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Saturday, 12<sup>th</sup> May 2018. The Postal Ballot Form may also be deposited personally at the address given on the Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted.

Postal Ballot Forms received after the close of working hours i.e. 5:00 p.m. (IST) on Saturday, 12<sup>th</sup> May 2018 will be treated as if no reply has been received from the Member. E-voting will be blocked by the Central Depository Services (India) Limited ("CSDL") at 5:00 p.m. (IST) on Saturday, 12<sup>th</sup> May 2018 and E-voting shall not be allowed beyond the said date and time.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the notes to this Postal Ballot Notice. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

Members can opt for only one mode of voting i.e. either by Postal Ballot or through E-voting. In cases where members cast their votes through both modes, votes cast electronically (E-voting) shall be treated as valid and votes cast through Postal Ballot Form(s) will be treated as invalid.

The Scrutinizer will submit his report to the Chairman or any person authorized by him after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorized by him, on or before 18<sup>th</sup> May 2018. The results along with the report of the Scrutinizer shall be displayed on the Company's website: [www.rscltd.in](http://www.rscltd.in) and on the website of CSDL: [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to BSE Limited, where the shares of the Company are listed.

SPECIAL BUSINESS:

- 1) To approve shifting of registered office of the Company from the State of Rajasthan to the State of Maharashtra and consequential amendment in Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of the Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment, for the time being in force) and the Rules made thereunder and subject to approval and confirmation of the Central Government in this regard and such permissions, sanctions, or approvals as may be required under the provisions of the said Act or under any other law for time being in force, consent and approval of members be and is hereby accorded for shifting the registered office of the Company from the state of Rajasthan to the State of Maharashtra and that the existing clause (ii) of the Memorandum of Association of the Company be substituted by the following new clause:

(ii) “The registered office of the Company will be situated in the state of Maharashtra within the jurisdiction of the Registrar of Companies, Mumbai, Maharashtra.”

“RESOLVED FURTHER THAT upon receipt of the order of the Central Government approving and confirming the alteration of the Memorandum of Association as aforesaid, filing of certified copy of such order with the Registrar of Companies, Jaipur, Rajasthan and the Registrar of Companies, Mumbai, Maharashtra and issue of fresh Certificate of Incorporation by the Registrar of Companies,

Mumbai, Maharashtra indicating the alteration, the registered office of the Company be shifted from the State of Rajasthan to the State of Maharashtra.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental in this regard and to settle any doubt, difficulty, issue or question as may arise out of or in relation to the shifting of registered office as aforesaid and for giving effect to the aforesaid resolution”.

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

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

“RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013, Schedule 1 thereunder, read with Companies (Incorporation) Rules, 2014 and all the applicable provisions, if any, of the said Act (including any statutory modifications or re-enactment thereof for the time being in force), the new set of Articles of Association be and is hereby approved and adopted as new set of Articles of Association in place and stead of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the said resolution”.

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Act and other applicable provisions, if any, of the Companies Act, 2013 and Rules, setting out the material facts and the reasons for the proposed Special Resolution above, is annexed hereto alongwith the Postal Ballot Form for your consideration.
2. The Board of Directors has appointed Mr. Vivek Khemka, Practicing Advocate, Mumbai, as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. His address is 98/53, Bhupen Chambers, 3<sup>rd</sup> Floor, Dalal Street, Mumbai – 400 023.
3. The Scrutinizer will submit his report to Chairman of the Company or any person authorized by him after completion of the scrutiny, and the results of the voting by Postal Ballot will be announced by the Chairman on or before 18<sup>th</sup> May 2018 at the Registered office of the Company. The said results will also be intimated to the stock exchanges where the securities of the Company are listed and published in newspapers and uploaded on the Company's website, viz. [www.rscltd.in](http://www.rscltd.in).
4. Members who have registered their email IDs for receipt of documents in electronic form are being sent the Postal Ballot Notice by e-mail to their email IDs registered with their depository participants / the Company's registrar and share transfer agent. Members who receive the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the same from the website of the Company: [www.rscltd.in](http://www.rscltd.in). For members whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by registered post, speed post or courier along with Postal Ballot Form and a postage-prepaid self-addressed business reply envelope. Alternatively, a Member may write to the Company or Alankit Assignments Limited for obtaining a duplicate Postal Ballot Form at [investor@rscltd.in](mailto:investor@rscltd.in) or to Mr. Pankaj Goenka on [pankajgl@alankit.com](mailto:pankajgl@alankit.com)
5. The postal Ballot Notice is being sent to all members whose names appear in Register of Members/ Statement of Beneficial Owners maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on business hours on 2<sup>nd</sup> April 2018. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the member(s) as on the said date. A person who is not

a member as on the relevant date should treat this Postal Ballot Notice for information purposes only.

5. Pursuant to the provisions of Section 101, 108 and 110 of the Companies Act, 2013 read with Rules 18, 20 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with the Depository Participant/ the Company's RTA (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice through Post/ Courier.
6. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they are passed at a General Meeting of the Members and shall be deemed to have been passed on the last date of voting i.e. Saturday, 12<sup>th</sup> May 2018.
7. Members who have not registered their e-mail ID are requested to register the same with the Company's registrar and share transfer agent / depositories in order to receive the Company's Annual Report and other communications electronically in future.
8. The Board of Directors has appointed Mr. Gyanchand Jain, Managing Director of the Company as the person responsible for the entire Postal Ballot Process.
9. In compliance of with Regulation 44 of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 with the stock exchanges and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is also offering e-voting option to all the shareholders as an alternative mode to exercise their right to vote. For this purpose, the Company has entered into agreement with Central Depository Services Limited ("CDSL") for facilitating e-voting and to enable shareholders to cast their votes electronically. Please note that e-voting is optional.
10. Please note that the Members can opt for only one mode of voting i.e., either by Postal Ballot Form or e-voting. If the Members opt for e-voting, then they should not vote by post and vice-versa. However, in case of Members who cast their vote by Postal Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.

11. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to Central Depository Services (India) Limited or send an e-mail to [investor@rscltd.in](mailto:investor@rscltd.in). The Company shall forward the same alongwith a self-addressed pre-paid postage Business Reply Envelope to the Member.
12. All documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection by the members at the Corporate & Administrative office of the Company during the office hours on any working days, except Saturdays, Sundays and public Holidays between 13<sup>th</sup> April 2018 (Friday) to 12<sup>th</sup> May 2018 (Saturday). An advertisement pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 is also being published in Economic Times (English) and Kayab Kalam – Jaipur and the Postal Ballot Notice shall be placed on the website of the Company [www.rscltd.in](http://www.rscltd.in) after completion of dispatch of the notice to the shareholders of the Company.
13. The Voting rights of the Members shall be in proportion to their shares in the total paid-up equity capital of the Company as on 2<sup>nd</sup> April 2018.
14. The instructions for the shareholders for voting electronically are as under:  
The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 13<sup>th</sup> April 2018 at 9.00 a.m. ends on 12<sup>th</sup> May 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2<sup>nd</sup> April 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders / Members
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "RSC INTERNATIONAL LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to

confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Members of the Company are requested to kindly provide PAN details, bank details and the correct address alongwith mobile number / telephone number for updating the register of shareholders. Members are also requested to kindly convert their physical shares into demat form. Members are also requested to avail the nomination facility.



## **EXPLANATORY STATEMENT RSC INTERNATIONAL LTD.**

Explanatory Statement pursuant to Section 102 of Companies Act, 2013 annexed to the notice for transacting special business as follows:

### **Item No. 1:**

#### **To change the Registered office of the Company from the State of Rajasthan to the State of Maharashtra:**

Presently the Company's Registered office is situated at Jaipur in the State of Rajasthan. The Company is chalking out plans to venture in a major way into exports for which purpose it is beneficial, economical and advantageous to carry on business operations from Mumbai. The Directors and Promoters of the Company reside in Mumbai and all the infrastructure and facilities for carrying on the business of exports are abundantly available in Mumbai. Further, the Company, in near future intends to focus its main operations in the State of Maharashtra and its surrounding areas which will enable the Company to carry on its business activities economically and efficiently. Considering the cost benefit and resources available for carrying on the export business activities and the ease of administration, the Directors are of the opinion that the proposed shifting of registered office is in the best interest of the Company. Accordingly, it is proposed to shift the registered office of the Company to Mumbai, in the State of Maharashtra from Jaipur, in the State of Rajasthan. On receipt of approval of members and the Central Government, it is proposed to shift the registered office from 66, Gangwal Park, M. D. Road, Jaipur (RAJ) – 302004 to 502, Orchid Plaza, Natakwala Lane, Behind Gokul Shopping Centre, Near Platform No. - 8, Borivali (W), Mumbai – 400 092 (MAH) or such other location as the Board may decide.

In accordance with the provisions of Section 13 of the Companies Act, 2013 and Rule 22 of The Companies (Management and Administration) Rules, 2014, shifting of registered office of the Company from one state to another involves alteration of Clause (ii) of the Memorandum of Association of the Company and requires the approval of the members by way of a Special Resolution passed through Postal Ballot.

The proposed change will in no way be detrimental to the interest of any member of the public, employees and associates of the company in any manner whatsoever.

A copy of the Memorandum & Articles of Association including the proposed changes, is available for inspection at the Corporate & Administrative Office of the Company on any working day during 2 p.m. to 4 p.m. during the Postal Ballot period.

None of the Directors and Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 1 of the Notice.

**Item No. 2:**

**Adoption of New set of Articles of Association:**

The existing Articles of Association (AOA) are based on Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956. With the coming into force of the Companies Act, 2013, several regulations in the existing AOA of the Company require alteration or deletion and some regulations in existing AOA are no longer in conformity with the new Act. Further, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections of the Companies Act, 2013 and the rules thereto, to avoid repetition. Given this Position, the Board considers it advisable and expedient to completely replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA is based on Table "F" of the Act which sets out the model Articles of Association for the Company limited by shares. The proposed new draft AOA is being uploaded on the Company's website viz. [www.rscltd.in](http://www.rscltd.in) for perusal by the Shareholders.

The proposed new draft AOA is also available at the Corporate and Administrative Office of the Company for inspection on any working day between 2.00 p.m. to 4.00 p.m. during the Postal Ballot period.

In terms of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company needs to be approved by the members of the Company. Further, in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration), Rules 2014, approval of the members may be taken through Postal Ballot instead of transacting such business at a general meeting.

None of Directors and the Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 2 of the Notice.

The Board of Directors recommends the Special Resolution at Item No. 2 of the notice for your approval.

**Date: 12<sup>th</sup> February 2018**

**Place: Jaipur.**

**For: RSC international Ltd.**

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**Chairman**

# RSC INTERNATIONAL LTD.

CIN: L17124RJ1993PLC007136

Regd. Office: 66, Gangwal Park, M.D. Road, Jaipur (RAJ) - 302004  
Corp & Admn. Office: 502, Orchid Plaza, Natakabala Lane, Behind Gokul  
Shopping Centre, Near Platform No. – 8, Borivali (W) Mum-400092.  
Tel: No. 8433936110, Mobile – 8433936101, Email: [gyanrtl@hotmail.com](mailto:gyanrtl@hotmail.com),  
[rscinternational@gmail.com](mailto:rscinternational@gmail.com), Website: [www.rscltd.in](http://www.rscltd.in)

## POSTAL BALLOT FORM

The last date for receipt of  
Postal Ballot Form is Saturday,  
12<sup>th</sup> May 2018 at 5.00 p.m.

1.	Name and Registered Address of the sole/ first named Member	
2.	Name(s) of the joint Member(s), if any	
3.	Registered Folio No. / DP ID No. & Client ID No.	
4.	Number of Ordinary Shares held	
5.	E-Voting Event Number (EVEN)	
6.	User ID	
7.	Password	
8.	I/ We exercise my/our vote(s) in respect of the following Resolutions to be passed through Postal Ballot / Remote e-voting, by conveying my/ our assent or dissent to the said Resolution by placing a tick mark ( <b>v</b> ) in the appropriate box below:	

1	Description of the Resolution	No. of Ordinary Shares for which votes cast	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	To approve shifting of registered office of the Company from the State of Rajasthan to the State of Maharashtra and consequential amendment in Memorandum of Association.			
2.	Adoption of New Set of Articles of Association of Company.			

Place: Jaipur

Date: 12<sup>th</sup> February 2018

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(Signature of the Member/ Authorised Signatory)

**Note:**

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, then there is no need to use this Form.

**INSTRUCTIONS**

1. Member(s) desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it directly to the Scrutinizer appointed by the Board of Directors of the Company, Adv. Vivek Khemka, in the enclosed business reply envelope. No postage is required to be paid by the Member as the prepaid self-addressed postal envelope is enclosed. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The voting period shall commence on and from **Friday, 13<sup>th</sup> April 2018 at 9.00 a.m. (IST) and end on Saturday, 12<sup>th</sup> May 2018 at 5.00 p.m. (IST)**. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on 12<sup>th</sup> May 2018. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent/ Dissent to the proposed resolution may be recorded by placing tick mark (v) in the appropriate column. Postal Ballot Form bearing (v) mark in both the columns will render the form invalid.
4. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In case of shares held by companies, trust, societies, etc., the duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board resolution/Authority together with the specimen signature(s) of the authorised signatory(ies) duly verified.
6. Voting right shall be reckoned on the paid-up value of shares registered in the name of Member as at the close of business on **2<sup>nd</sup> April 2018 ('Cut-off date')**.
7. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to [rsccompliance@gmail.com](mailto:rsccompliance@gmail.com). The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than

the date and time specified above. Alternatively, Members can obtain a duplicate copy of the Postal Ballot Form by downloading it from the 'Investors' section on the Company's website: [www.rscltd.in](http://www.rscltd.in).

8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. Members are requested to fill Postal Ballot Forms in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The Postal Ballot shall not be exercised by a proxy.
9. If any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and would be destroyed.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. The proposed Resolution, if passed by the Members through Postal Ballot and Remote E-voting shall be considered as passed on the last date of voting, i.e. Saturday, 12<sup>th</sup> May 2018.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at downloads section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free no. 1800225533. In order to address any grievances relating to e-voting, you may write to Mr. Rakesh Dalvi, Deputy Manager, CSDL at the designated email Id [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at the telephone no. 1800225533. You can also send your queries / grievances relating to postal ballot /remote e-voting to Mr. Pankaj Goenka of Alankit Assignments Limited on their email: [pankajgl@alankit.com](mailto:pankajgl@alankit.com).

#### **REMOTE E-VOTING:**

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide Remote E-Voting facility (through E-Voting Platform of Central Depository Services (India) Limited at <https://www.evotingindia.com>), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that Remote E-Voting is optional. In case a Member has voted through Remote E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as Remote E-Voting, then voting done through Remote E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer Notice and Notes thereto, for detailed instructions with respect to Remote E-voting.

**AS PER SECRETARIAL STANDARDS, INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED INCLUDES THE FOLLOWING:**

- a. A Form other than one issued by the Company has been used;
- b. It has not been signed by or on behalf of the Member;
- c. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository;
- d. It is not possible to determine without any doubt the assent or dissent of the Member;
- e. Neither assent nor dissent is mentioned;
- f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
- g. The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
- h. The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i. i. It is received from a Member who is in arrears of payment of calls;
- j. It is defaced or mutilated in such a way that its identity as a genuine Form cannot be established;
- k. Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.