

# HINDUSTAN APPLIANCES LIMITED

Reg. Off. : 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg,  
Lower Parel (West), Mumbai 400013. Email Id: [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com)  
Website : [www.hindustan-appliances.in](http://www.hindustan-appliances.in)

CIN: L18101MH1984PLC034857

Date: September 24, 2021

To,  
The Manager Listing,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400 001,  
Maharashtra, India

BSE Scrip Code: 531918

BSE Scrip ID: HINDAPL

Dear Sir/ Madam,

**Subject : Intimation of notice of postal ballot dated Friday, September 24, 2021 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is with reference to the captioned subject matter and in continuation to our letter dated Tuesday, September 21, 2021, with respect to the outcome of the meeting of the Board of the directors of Hindustan Appliances Limited (hereinafter referred to as “**Company**”) held on the said date. We are enclosing a copy of the postal ballot notice dated Friday, September 24, 2021 along with the explanatory statement (hereinafter referred to as “**Postal Ballot Notice**”), for seeking the approval of the members of the Company by way of a special resolution in accordance with the Securities and exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and other applicable law, through remote e-voting for the following resolution:

Agenda Item No.	Agenda
1.	Voluntary Delisting of equity shares having face value of ₹10.00/- (Rupees Ten only) (hereinafter referred to as “ <b>Equity Shares</b> ”) of Hindustan Appliances Limited (hereinafter referred to as “ <b>Company</b> ”) from BSE Limited (hereinafter referred to as “ <b>Stock Exchange</b> ”), where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as “ <b>SEBI Delisting Regulations</b> ”)

Pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder read with General Circulars No.14/2020 dated April 08, 2020, No. 17 / 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/ 2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 2021 (“**MCA Circulars**”) issued by Ministry of Corporate Affairs, the Notice is being sent by post or courier and email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants and whose names are recorded in the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e., September 24, 2021 (“**Cut-off date**”).

The members, whose email addresses are not registered, are requested to register the same by following the procedure prescribed in the Notice.

The Notice of Postal Ballot shall also be placed on the website of the Company i.e., [www.hindustan-appliances.in](http://www.hindustan-appliances.in).

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facility to its members. The e-voting period begins on Monday, September 27, 2021 at 9.00 A.M. and ends on Tuesday October 26, 2021 (5:00 PM) at 5.00 P.M. The e-voting facility shall be disabled by NSDL

## HINDUSTAN APPLIANCES LIMITED

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Website : [www.hindustan-appliances.in](http://www.hindustan-appliances.in)

CIN: L18101MH1984PLC034857

thereafter. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

The results of the Postal Ballot will be announced on or before Thursday October 28, 2021, by posting the same on the website of the Company ([www.hindustan-appliances.in](http://www.hindustan-appliances.in)), website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and by filing with the Stock Exchange where shares of the Company are listed.

Please take the above information on record

Yours faithfully,  
**For Hindustan Appliances Limited**

**Kalpesh Shah**  
**Managing Director**  
**DIN: 00294115**

**HINDUSTAN APPLIANCES LIMITED**

**Corporate Identification Number:** L18101MH1984PLC034857;

**Registered Office:** 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400 013, Maharashtra, India;

**Tel:** +91- 022-30036565; **Fax:** +91-022-22003900;

**E-mail:** [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com); **Website:** [www.hindustan-appliances.in](http://www.hindustan-appliances.in);

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**POSTAL BALLOT NOTICE**

**[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Section 108, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and circulars issued by Ministry of Corporate Affairs, Government of India]**

This Notice is hereby given to the Members of **HINDUSTAN APPLIANCES LIMITED** (hereinafter referred to as ‘**Company**’), pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, (hereinafter referred to as ‘**Companies Act, 2013**’) read with the General Circulars bearing reference number ‘14/2020 dated April 08, 2020’ and ‘17/2020 dated April 13, 2020’ in relation to “Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19” read with the General Circulars bearing reference number ‘22/2020 dated June 15, 2020’, ‘33/2020 dated September 28, 2020’, ‘39/2020 dated December 31, 2020’, and ‘10/2021 dated June 23, 2021’ in relation to extension of the framework provided in the aforementioned General Circulars up to December 31, 2021, issued by the Ministry of Corporate Affairs, (hereinafter referred to as ‘**MCA Circulars**’), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as ‘**SEBI (LODR) Regulations**’), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, and other applicable provisions of the Companies Act, 2013, to consider and if thought fit to pass the resolution set out herein below as a special resolution by way of a postal ballot in accordance Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as ‘**SEBI Delisting Regulations**’).

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the aforesaid resolution setting out the material facts and the reasons thereof, is also appended hereinafter. The proposed resolution and explanatory statement are being sent to you for your consideration.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA and SEBI in terms of its Circulars, have advised the companies to take all decisions of urgent nature requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Companies Act and MCA Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in accordance with the Circulars, the Company will send Postal Ballot Notice by email and physically to all its members who have registered their email addresses with the Company or depository/ depository participants.

The Board of Directors of the Company have appointed CS Dhanraj Kothari, Practicing Company Secretary bearing Membership Number ‘F4930’ and Certificate of Practice Number ‘4675’, as the scrutinizer (hereinafter referred to as the ‘**Scrutinizer**’) for conducting the postal ballot (remote e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

Members are requested to follow the procedure as stated under the instructions for casting of votes by e-voting which is enclosed. The Company has engaged the services of National Securities Depository Limited (‘**NSDL**’) as its agency for providing e-voting facility to its members. Only members as on Friday, September 24, 2021 (the ‘**Cut Off Date**’) are entitled to vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice for information purpose only.

An explanatory statement pursuant to Sections 102 and 110 of the Companies Act and other applicable provisions, if any, of the Companies Act pertaining to the proposed resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice for your consideration.

The remote e-voting shall commence on Monday, September 27, 2021, at 9:00 a.m. (Indian Standard Time) and ends on Tuesday, October 26, 2021, at 5:00 p.m. (Indian Standard Time). The remote e-voting module shall be disabled by NSDL

for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by the Board of Directors of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on or before Thursday, October 28, 2021. The result of the postal ballot will be posted on the website of the Company at [www.hindustan-appliances.in](http://www.hindustan-appliances.in) on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the BSE Limited where the Equity Shares of the Company are listed.

The resolution, if approved by the requisite majority prescribed under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, shall be passed on Thursday October 28, 2021, i.e., the last date specified for receipt of votes through the e-voting process.

The public shareholders of the Company are further requested to kindly update their addresses, contact details, and Email addresses with the Company or with Purva Sharegistry (India) Private Limited, the Company's Registrar and Share Transfer Agent to facilitate the process of participating in the said Delisting Proposal made by the Promoters and members of the Promoter Group of the Company. For any query in relation to the same, the shareholders of the Company can contact Niyati Sengar, the Company Secretary and Compliance Officer of the Company at 022-3006565 or at her Email Address at [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com) and/or Purva Sharegistry (India) Private Limited, the Company's Registrar and Share Transfer Agent can be contacted at 022-23012518 / 8261 or at the Email Address at [support@purvashare.com](mailto:support@purvashare.com).

## **SPECIAL BUSINESS**

**Voluntary Delisting of equity shares having face value of ₹10.00/- (Rupees Ten only) (hereinafter referred to as 'Equity Shares') of Hindustan Appliances Limited (hereinafter referred to as 'Company') from BSE Limited (hereinafter referred to as 'BSE'), where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as 'SEBI Delisting Regulations')**

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

**'RESOLVED THAT** pursuant to and in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder (hereinafter referred to as '**Companies Act, 2013**'), the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021 (hereinafter referred to as '**SEBI Delisting Regulations**'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as '**SEBI (LODR) Regulations**'), the Securities Contracts (Regulation) Act, 1956 (including the rules issued thereunder), the listing agreement entered with BSE Limited (hereinafter referred to as '**BSE**'), where the Equity Shares of the Company are presently listed, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations, and guidelines, if any, and subject to such other approvals, permissions, and sanctions, as may be required and necessary for the Company and the Promoters and Promoter group of the Company (as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) (hereinafter referred to as '**SEBI (ICDR) Regulations**'), under the applicable laws and subject to the terms of such approvals, consents, permissions, as may be necessary, and subject to such other conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, consents, permissions, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, which term shall be deemed to include any committee which the Board of the Directors of the Company may have constituted or may hereafter constitute for exercising the powers conferred on the Board of Directors of the Company by this resolution), to voluntarily delist the Equity Shares from BSE Limited pursuant to the proposed acquisition of Equity Shares by the Promoters, either by itself or together with other members of the Promoter Group, as detailed in its Initial Public Announcement dated Thursday, September 02, 2021, of all the Equity Shares that are held by the public shareholders of the Company (as defined under the SEBI Delisting Regulations) (hereinafter referred to as '**Public Shareholders**'), in accordance with the terms of the SEBI Delisting Regulations and other applicable provisions of applicable law (hereinafter referred to as '**Delisting Offer**'), and the Company shall accordingly take all the necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares, in accordance with applicable law;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Delisting Offer, any of the Directors of the Company, Niyati Sengar, the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for the such purpose, and make all the necessary filings including but not limited to making applications to any regulatory/ governmental authority/ third parties, as may be required, and to BSE Limited to seek their in-principle

and final approval for the Delisting Offer, in accordance with the provisions of SEBI Delisting Regulations, applicable provisions under the Companies Act, 2013, and such other applicable laws, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit;

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board of Directors of the Company in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects;

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary;

**By the order of the Board of Directors  
For Hindustan Appliances Limited**

**Place:** Mumbai

**Date:** Friday, September 24, 2021

**Registered Office Address:**

1301, 13th Floor, Peninsula Business Park, Tower  
B, Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400 013, Maharashtra, India

**Kalpesh Shah  
Managing Director  
DIN: 00294115**

**NOTES**

1. The business mentioned above requires the consent of the members of the Company through e-voting;
2. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto;
3. The Company is sending this Notice in electronic as well as physical form to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, September 23, 2021 (hereinafter referred to as '**Cut-off Date**') and who have registered their e-mail addresses in respect of electronic and physical holdings with National Securities Depository Limited (hereinafter referred to as '**NSDL**') or Central Depository Services (India) Limited (hereinafter referred to as '**CDSL**') (hereinafter NSDL and CDSL are collectively referred to as '**Depositories**'). The physical copy of this Notice along with Postal Ballot Form and pre-paid business reply envelope will be sent to the Members for the Postal Ballot Notice. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Person who is not a member as on the cut-off date should treat this Notice for information purposes only. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only. Members may download the Notice from the Company's website at [www.hindustan-appliances.in](http://www.hindustan-appliances.in) or from website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A Copy of this Notice is also available on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com);
4. Members holding Equity Shares in physical form and those members who have not yet registered their email addresses are requested to register the same for procuring user id and password. The Members whose email addresses are not registered with the Company/ Registrar and Transfer Agents/ Depositories Participants/ Depositories, may request for registration of e-mail addresses for remote e-voting for the resolutions set out in this Notice in the manner as explained in this Notice;
5. The vote in this Postal Ballot cannot be exercised through proxy;
6. The voting rights of the Members shall be in proportion to their Equity Shares in the paid-up Equity Share capital of the Company as on the Cut-off Date which will only be considered to avail the facility of remote E-voting;
7. In compliance with provisions of Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility (referred to as '**remote e-voting**') arranged by NSDL;
8. The remote e-voting shall commence on Monday, September 27, 2021 at 9:00 a.m. (Indian Standard Time) and ends on Tuesday, October 26, 2021, at 5:00 p.m. (Indian Standard Time). During this period, Members of the Company holding

the Equity Shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically and physically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e Tuesday, October 26, 2021;

All the relevant documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic and physical mode until the last date for receipt of votes by remote e-voting. Members can inspect the same by writing an e-mail to the Company at [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com);

Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. Niyati Sengar, Company Secretary and Compliance Officer of the Company shall be responsible for addressing the grievances of members connected with the remote e-voting for postal ballot;

9. The Board of Directors of the Company have appointed CS Dhanraj Kothari, Practicing Company Secretary bearing Membership Number 'F4930' and Certificate of Practice Number '4675', as the Scrutinizer for conducting the postal ballot (remote e-voting) process in a fair and transparent manner. CS Dhanraj Kothari, had given her consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority;
10. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit her report to the Chairman or any other person authorized by Board who shall countersign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Thursday, October 28, 2021. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final;
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.hindustan-appliances.in](http://www.hindustan-appliances.in) and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by the Board of Directors of the Company, and the same shall be communicated to BSE Limited, where the Equity Shares of the Company are listed. In the event that the lockdown on account of COVID-19 pandemic is eased off and the Company's offices are open for business, the Company will also display the results at its registered office;
12. Eligible shareholders who are willing to exercise their vote by using remote e-voting facility, should carefully follow the instructions for e-voting given as under: -

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the ' <b>Beneficial Owner</b> ' icon under ' <b>Login</b> ' which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on ' <b>Access to e-Voting</b> ' under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select ‘<b>Register Online for IDeAS Portal</b>’ or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App ‘<b>NSDL Speede</b>’ facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  <p>App Store</p> </div> <div style="text-align: center; margin-right: 20px;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>;</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on '**Forgot User Details/Password?**' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) '**Physical User Reset Password?**' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [fcs.dhanraj@gmail.com](mailto:fcs.dhanraj@gmail.com)> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the '**Forgot User Details/Password?**' or '**Physical User Reset Password?**' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING A PART OF THE POSTAL BALLOT NOTICE**

**Item No. 1**

**Voluntary Delisting of equity shares having face value of ₹10.00/- (Rupees Ten only) (hereinafter referred to as 'Equity Shares') of Hindustan Appliances Limited (hereinafter referred to as 'Company') from BSE Limited (hereinafter referred to as 'BSE'), where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as 'SEBI Delisting Regulations')**

1. As on date, 1,00,26,000 (One Crore Twenty-Six Thousand) Equity Shares of the Company are presently listed at BSE Limited;
2. The Board of Directors of the Company has received an Initial Public Announcement dated Thursday, September 02, 2021, from the present promoter and promoter group (as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including subsequent amendments thereto (hereinafter referred to as '**SEBI (ICDR) Regulations**')) proposing to voluntarily delist the Equity Shares of the Company, presently listed at BSE Limited (hereinafter referred to as the '**Delisting Offer**') in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as amended from time to time (hereinafter referred to as '**SEBI Delisting Regulations**');
3. In aforesaid Delisting Proposal, the Promoters and Promoter Group have expressed its intention:
  - a) To acquire all the Equity Shares held by the public shareholders of the Company as defined under the SEBI Delisting Regulations (hereinafter referred to as '**Public Shareholders**'), subject to the receipt of all necessary approvals, including relevant third-party consents (hereinafter referred to as '**Delisting Offer**'); and
  - b) If the Delisting Offer is successful, voluntarily delist the Equity Shares of the Company from the BSE Limited, where the Equity Shares of the Company are currently listed each in accordance with the SEBI Delisting Regulations;
4. As of the date, the Promoter and Promoter Group collectively, holds 71,00,000 (Seventy-One Lakh) Equity Shares of the Company, corresponding to 70.82% of its total paid-up Equity Share capital of the Company; whereas the Public Shareholders hold 29,26,000 (Twenty-Nine Lakhs and Twenty-Six Thousand) Equity Shares representing 29.18% of the paid-up Equity Share capital of the Company;
5. In the aforesaid Delisting Proposal, the Promoter and Promoter Group have specified the following rationale for the Delisting Proposal:
  - a) The Equity Shares of the Company are presently listed only at BSE Limited and are infrequently traded in accordance with the provisions of Regulation 20 of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange

Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, ultimately effecting illiquidity for the Public Shareholders thereby not providing them an opportunity to monetize their shareholding in the Company;

- b) To enable the Promoter Acquirers to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility;
- c) As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's business;
- d) The Delisting Proposal will enhance the Company's operational, financial, and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the Promoter Acquirers;
- e) The long-term business plan of the Promoter Acquirers involve expanding the operations of the Company into new geographies and new business activities, which may have different risk profiles, longer gestation periods compared to the current risk profile of the Company;

6. Pursuant to the receipt of the Initial Public Announcement from the Promoters and Promoter Group dated Thursday, September 02, 2021, the Board of Directors of the Company, in its meeting held on Wednesday, September 08, 2021, took on record the Initial Public Announcement and appointed CS Disha Dugar, Practicing Company Secretary bearing Membership Number 'F8128' and Certificate of Practice Number '10895', Peer Review Company Secretary to carry out due diligence in accordance with Regulation 10 and other applicable provisions of the SEBI Delisting Regulations. Further, the Board of Directors of the Company, at its meeting held on September 21, 2021, *inter-alia*, took on record the due diligence report dated Wednesday, September 15, 2021 (hereinafter referred to as '**Due-Diligence Report**') issued and submitted by the Peer Review Company Secretary, as tabled before it, and approved and recommended the Delisting Proposal, after having discussed and considered various factors including the Due-Diligence Report. Based on the information available with the Company and after taking on record the Due-Diligence Report, the Board, in accordance with Regulation 10(2) of the SEBI Delisting Regulations, certified that:

- a) The Company is in compliance with applicable provisions of the securities law;
- b) The Acquirers and members of the Promoter Group or their related entities are in compliance with applicable provisions of securities laws in terms of the report of the Peer Review Company Secretary including compliance with Regulation 4 (5) of the SEBI Delisting Regulations;
- c) The Delisting Proposal is in the interest of the shareholders of the Company;

and thereafter, approved the proposed delisting in terms of Regulation 10(1) of the SEBI Delisting Regulations subject to receipt of all necessary approvals as may be required for the Delisting Proposal;

7. The offer price will be determined through the book building process specified in Schedule II of the SEBI Delisting Regulations. The final price for the proposed delisting will be the price at which Equity Shares accepted through eligible bids during the reverse book building process will take the shareholding of the members of the Promoter Group to 90% of the issued and outstanding Equity Shares. As per the SEBI Delisting Regulations, the Promoter and Promoter Group shall be bound to accept the Equity Shares tendered or offered in the Delisting Offer, if the discovered price determined through the reverse book building process is equal to the floor price or the indicative price, if any, offered by them. They shall be bound to accept the Equity Shares, at the indicative price, if any offered by them, even if the price determined through the reverse book building process is higher than the floor price but less than the indicative price. If the discovered price is rejected, the Promoters and Promoter Group (as the case may be), may in its/their sole discretion propose a counter-offer, in accordance with SEBI Delisting Regulations;
8. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or indicative price, if any offered by the Promoters and Promoter Group, or any such price above the Floor Price or indicative price as they deem fit. The Public Shareholders are requested to note that the Floor Price or Indicative Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the SEBI Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of one year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoters and Promoter Group (as the case may be) shall accept such Equity Shares at the same price at which the Equity Shares had been delisted;

9. In terms of Regulation 11 of the SEBI Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the SEBI Delisting Regulations. Further, the special resolution passed by the members of the Company shall be acted upon only if the votes cast by the Public Shareholders in favor of the Delisting Proposal amounts to at least two times the number of votes cast by Public Shareholders against it;
10. The Board of Directors of the Company, at its meeting held on Tuesday, September 21, 2021 have also granted the approval to the Company to seek the consent of the shareholders in relation to the Delisting Proposal by way of a special resolution through postal ballot and remote e-voting in accordance with Regulation 11 of the SEBI Delisting Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, Government of India and any other applicable laws and the Company was also authorized to obtain approval of the BSE Limited in accordance with the provisions of the SEBI Delisting Regulations and/ or any other regulatory/ governmental authority/ third parties, as may be required, in relation to the Delisting Proposal;
11. The acquisition of all Equity Shares by the Promoters and Promoter Group (as the case may be) will be conditional upon the following:
  - a) Approval of the shareholders of the Company by way of special resolution through postal ballot in accordance with Regulation 11 of the SEBI Delisting Regulations and such other applicable laws;
  - b) The acceptance by the Promoters and Promoter Group (as the case may be) of the price payable for the Equity Shares as determined by the reverse book building process in accordance with the SEBI Delisting Regulations;
  - c) A minimum number of Equity Shares being tendered for delisting to be successful in accordance with SEBI Delisting Regulations;
  - d) Receipt of In-Principle Approval from the BSE Limited and/ or any other regulatory and/ or statutory approvals, as may be required, under applicable laws for the acquisition of the Equity Shares from the Public Shareholders;
  - e) Approvals from relevant third parties including any lenders, as may be applicable; and
  - f) Such other terms and conditions as may be set out in the 'Detailed Public Announcement' or the 'Letter of Offer' to be dispatched to the Public Shareholders;
12. The Board of Directors of the Company places the proposed resolution for your consideration and recommends that it be passed as a special resolution;

The Present Promoters and Promoter Group of the company are concerned and interested in the above-mentioned resolution. Except as mentioned hereinabove, none of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

**Place:** Mumbai  
**Date:** September 24, 2021

**By the order of the Board of Directors  
For Hindustan Appliances Limited**

**Registered Office Address:**  
1301, 13th Floor, Peninsula Business Park, Tower  
B, Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400 013, Maharashtra, India

**Kalpesh Shah  
Managing Director  
DIN: 00294115**

# HINDUSTAN APPLIANCES LIMITED

Reg. Off. : 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg,  
Lower Parel (West), Mumbai 400013. Email Id: [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com)  
Website : [www.hindustan-appliances.in](http://www.hindustan-appliances.in)

CIN: L18101MH1984PLC034857

## POSTAL BALLOT FORM

Sr. No. \_\_\_\_\_

1.	Name and Registered Address of the sole/first named Member (in block letters)				
2.	Name of Joint Holder, if any (in block letters)				
3.	Folio No./ DP ID* / Client ID* : (*applicable only to Members holding equity shares in dematerialised form)	DP - ID			
		Client-ID			
		Folio No			
4.	Number of equity share(s) held (Equity Share of ₹10.00/- each)				
I hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated Friday, September 24, 2021, of the Company by conveying my/ our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:					
	<b>Item No</b>	<b>Resolution Summary</b>	<b>No. of Equity shares held</b>	<b>I assent to the Resolution Please tick (✓)</b>	<b>I dissent to the Resolution Please tick (✓)</b>
	1.	Voluntary Delisting of equity shares having face value of ₹10.00/- (Rupees Ten only) (hereinafter referred to as 'Equity Shares') of Hindustan Appliances Limited (hereinafter referred to as 'Company') from BSE Limited (hereinafter referred to as 'Stock Exchange'/ 'BSE'), where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as 'SEBI Delisting Regulations')			
	Place:				
	Date:	<b>Signature of the Member</b>			

### Particulars for Electronic Voting

The e-voting link is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

<b>EVEN (E-voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

**Note: Please read the instructions given overleaf carefully before exercising your vote.** The e-voting facility will be available during the following voting period:

<b>Commencement of E-voting</b>	<b>End of E-voting</b>
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## HINDUSTAN APPLIANCES LIMITED

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Lower Parel (West), Mumbai 400013. Email Id: [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com)  
Website : [www.hindustan-appliances.in](http://www.hindustan-appliances.in)

CIN: L18101MH1984PLC034857

Monday, September 27, 2021 at 9:00 a.m. (Indian Standard Time)	Tuesday October 26, 2021 at 5:00 P.M. (Indian Standard Time)
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The voting will not be allowed beyond 5:00 p.m. (Indian Standard Time) on Tuesday, 26 October, 2021 and the e-voting shall be disabled by NSDL upon expiry of the aforesaid date and time.



# HINDUSTAN APPLIANCES LIMITED

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Reg. Off. : 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg,  
Lower Parel (West), Mumbai 400013. Email Id: [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com)  
Website : [www.hindustan-appliances.in](http://www.hindustan-appliances.in)

CIN: L18101MH1984PLC034857

## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope;
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith; and the Postal Ballot Form need not be sent to the Company;
3. This Postal Ballot Form should be completed and signed by the Member as specimen signature registered with the Company. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member;
4. The consent must be accorded by placing a tick mark [✓] in the column, 'I ASSENT TO THE RESOLUTION', or dissent must be accorded by placing a tick mark [✓] in the column, 'I DISSENT TO THE RESOLUTION';
5. The votes of a Member will be considered invalid on any of the following grounds
  - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
  - b. If the Member's signature does not tally;
  - c. If the Member has marked his/ her/ its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - d. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote
  - e. If the Postal Ballot Form is incomplete or incorrectly filled;
  - f. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g. If the form other than the one issued by the company is used;
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 P.M. (Indian Standard Time) on Tuesday October 26, 2021. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received;
7. A Member may request for a duplicate Postal Ballot Form, if so required, can download the same from the Company's website at [www.hindustan-appliances.in](http://www.hindustan-appliances.in). However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (6) above;
8. 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/ Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [fcs.dhanraj@gmail.com](mailto:fcs.dhanraj@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes 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 the postal ballot shall be final;
11. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only;