

**Notice**

Notice is hereby given that the **TWENTY SECOND ANNUAL GENERAL MEETING** of the Members of **LAWRESHWAR POLYMERS LIMITED** will be held at Registered Office at A-243 (A) Road No. 6 V.K.I. Area, Jaipur-302013 on Tuesday the 27th September, 2016 at 11.00 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement as at March 31, 2016 and Profit & Loss Account for the year ended on that date together with the Report of Board of Directors and Auditor thereon.
2. To appoint a director in place of Sh. Naresh Kumar Agarwal (DIN 00106649), who retires by rotation and being eligible, offers him for reappointment.
3. To appoint Auditor and fix their remuneration.

**SPECIAL BUSINESS**

**4. REVISION OF REMUNERATION PAYABLE TO DIRECTORS**

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

**"RESOLVED THAT** pursuant to the provisions of section 197, 198 read with schedule V of the Companies Act, 2013 and other applicable provisions and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company the recommendation and approval of managerial remuneration to be paid to **Ramesh Chand Agarwal (Chairman), Raj Kumar Agarwal (Managing Director), Naresh Kumar Agarwal (Executive Director)**, by the Nomination and Remuneration Committee be and is hereby approved and the salary of the executive directors of the Company (i.e. the Managing Director and the Whole-time Directors) be increased with effect from 1st April, 2016 for as given in explanatory statement annexed herewith."

**"RESOLVED FURTHER THAT** the Director or the Secretary of the Company be and is hereby authorised to filing of any statutory forms or other related documents for seeking its approval to the increase in the remuneration and to do all such act and things as may be necessary in this regard."



**LAWRESHWAR POLYMERS LTD.**

A-243(A), Road No.6, V.K.I. Area, Jaipur (INDIA)

Phone : +91-141-4157777, Fax No. +91-141-4157766

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**5. RE-APPOINTMENT OF RAJ KUMAR AGARWAL AS MANAGING DIRECTOR**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Raj Kumar Agarwal, as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> December 2016 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Raj Kumar Agarwal. "

**"RESOLVED FURTHER THAT** the remuneration payable to Mr. Raj Kumar Agarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule- V of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**6. TO DETERMINE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2016-17**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 M/s Rajesh & Company, Cost Accountants, 289, Mahaveer Nagar-II Maharani Farms, Durgapura, Jaipur-302018, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, be paid the remuneration as set out in the statement annexed to the notice convening this meeting.



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**FOOTWEAR**

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board  
For Lawreshwar Polymers Limited


(Ramesh Chand Agarwal)

Chairman

DIN: 00108287

Place: Jaipur

Dated: 03.09.2016



राष्ट्रीय पुरस्कार विजेता

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**



**ITEM NO. 4**

According to the new Act, director's responsibilities have increased. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties. In order to fulfil the same the company is adopting Schedule V of the Act which provides for payment of remuneration to the directors in case of inadequacy of profits.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed to remunerate the executive directors (i.e. the Managing Director, Whole-time Directors, Chairman), may be paid remuneration not exceeding the limits, as computed in the manner laid down in Section 197 together with Schedule V of the Act.

**Remuneration:**

(I) Basic Salary: Rs. 1,75,000/- per month.

(II) Perquisites:

In addition to Basic Salary, the following Perquisites not exceeding the overall ceiling prescribed under Schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Directors:

- i. Provision of Company's car with driver for use on Company's business, Mobile Phone and Telephone at residence will not be considered as perquisites.
- ii. Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company to the Executive Director.
- iii. Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the business of the Company.
- iv. No sitting fees shall be payable to the Executive Director for attending the Meetings of the Board of Directors or Committee thereof.

The terms and conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the said directors in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the Company has no profits or its profits are inadequate, the total remuneration payable to Shri Naresh Agarwal, Mr. Raj Kumar Agarwal and Sh. Ramesh Chand Agarwal, by way of salary/ perquisites, as specified above, shall be limited to the amount laid down under Schedule V annexed to the Companies Act, 2013.

(III) Other terms & Conditions:

The Executive Directors will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.



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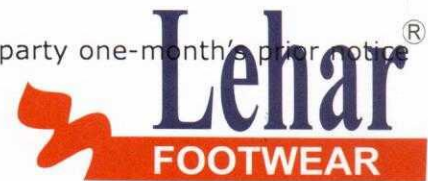
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The agreement may be terminated by either party giving to the other party one-month's prior notice in writing to that effect.



Your Directors recommend the proposed resolution for your approval.

None of the Directors except Shri Naresh Agarwal, Shri Raj Kumar Agarwal, Managing Director and Shri Ramesh Chand Agarwal, Executive Chairman being relatives are interested in the resolution.

#### ITEM NO. 5

The Board of Directors of the Company in their meeting held on 3<sup>rd</sup> September, 2016, subject to the approval of the shareholders in the Annual General Meeting under the applicable provisions of the Companies Act, 2013, have sought to re-appoint Shri Raj Kumar Agarwal as Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> December, 2016.

The tenure of present appointment of Shri Raj Kumar Agarwal as Managing Director will expire on 30<sup>th</sup> November, 2016. The terms and conditions of remuneration as approved by the remuneration committee and applicable to the Managing Director are as under given below and your directors have confirmed that the proposed remuneration is strictly in conformity with Schedule V, annexed to the Companies Act, 2013.

#### Remuneration:

**(I) Basic Salary:** Rs. 1,75,000/- per month.

#### **(II) Perquisites:**

In addition to Basic Salary, the following Perquisites not exceeding the overall ceiling prescribed under Schedule V, annexed to the Companies Act, 2013 will be provided to the Managing Director:

- (i) Provision of Company's car with driver for use on Company's business, Mobile Phone and Telephone at residence will not be considered as perquisites.
- (ii) Personal long distance calls on telephone and use of Car for private purpose shall be billed by the Company to the Managing Director.
- (iii) Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the business of the Company.
- (iv) No sitting fees shall be payable to the Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

The terms and conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the Company has no profits or its profits are inadequate, the total remuneration payable to Shri Raj Kumar Agarwal, Managing Director, by way of salary/ perquisites, as specified

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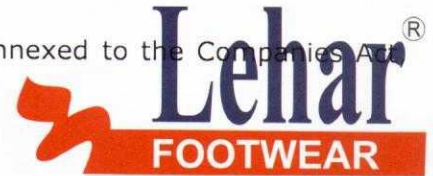
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above, shall be limited to the amount laid down under Schedule V annexed to the Companies Act, 2013.



**(III) Other terms & Conditions:**

- (i) Shri Raj Kumar Agarwal will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (ii) The agreement may be terminated by either party giving to the other party one-month's prior notice in writing to that effect.
- (iii) The said re-appointment of Shri Raj Kumar Agarwal on the terms and conditions as set above is subject to the approval of the shareholders in their General Meeting.

Your Directors recommend the proposed Resolution for your approval.

None of the Directors except Shri Raj Kumar Agarwal, being the appointee and Shri Naresh Agarwal, Executive Director and Shri Ramesh Chand Agarwal, Executive Chairman being relatives are interested in the resolution.

**ITEM NO. 6**

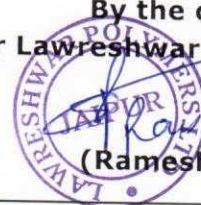
The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Rajesh & Company, Cost Accountants, 289, Mahaveer Nagar-II Maharani Farms, Durgapura, Jaipur-302018 Cost Accountants at an aggregate remuneration of Rs. 45000 inclusive of all the expenses to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be determined by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company is/ are interested or concerned in the resolution.

The board recommends the resolution for your Approval..

By the order of the Board  
For Lawreshwar Polymers Limited



(Ramesh Chand Agarwal)

Chairman

Place: Jaipur

Dated: 03.09.2016

**LAWRESHWAR POLYMERS LTD.**

DIN: 00108287

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**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/ proxies to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

Proxies submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

2. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 20<sup>th</sup> September 2016 to Tuesday, 27<sup>th</sup> September 2016 (both days inclusive)
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their de mat accounts. Members holding shares in physical form can submit their PAN to the Company / Big Share Services Private Limited.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(if declared). The Company or its Registrars and Transfer Agents, Big Share Services Private Limited ("Big Share") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the company or Big Share.
7. Non-Resident Indian Shareholders are requested to inform M/s Big Share Services Private Limited, the Registrar and Share Transfer Agent of the Company immediately about:
  - i) The change in the Residential status on return to India for permanent settlement.
  - ii) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of the Bank, if not furnished earlier.





8. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
9. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
10. Members are requested to:
  - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
  - ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
  - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
  - iv) To address their grievances to the Company Secretary at the Registered Office of the Company.
11. Members are requested to please bring their copies of Annual Report at the meeting.
12. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
13. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
14. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
15. As required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Particulars of Director proposed to be appointed / re appointed are being published in this Annual Report as Annexure "A".
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
18. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium at the meeting venue.
19. Members may also note that the notice of 22<sup>nd</sup> annual general meeting and annual report for the year 2015-2016 is also available on the website of the company [www.leharfootwear.com](http://www.leharfootwear.com) for their download.
20. E- VOTING:

In Compliance with the provision of section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 (including any statutory modification





or re-enactment thereof) the company is pleased to provide the members the facility to exercise their right to vote at the Annual general Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services Limited (CDSL).

During the E-voting period members of the company holding shares either in physical form or dematerialised form, as on a cut off date, may cast vote electronically.

The remote E-Voting shall remain open on September 24, 2016 (9.00 A.M. (IST)) till September 26, 2016(5.00 P.M. (IST)).

The Board of Directors has appointed Vinod Kumar Naredi Prop. Of M/s. Naredi Vinod & Associates (Membership No. ACS: 20453 CP NO. 7994), Practising Company Secretary as the scrutinizer for e-voting, to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer shall be responsible to conduct e-voting in fair and transparent manner.

Any person who become member of the company after dispatch of Notice of the meeting and holding share as on cut off date may obtain ID Password by following the procedure mention in the instructions for members for voting electronically as given below

Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. Voting by Members present at the Meeting shall be done by ballot or pooling paper.

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 under help section or write and email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com). Or company secretary, Lawreshwar Polymers Limited A-243 (A) Road No. 6 VKI area Jaipur, 302013 email: [cSCO@leharfootwear.com](mailto:cSCO@leharfootwear.com)

**The instructions for members for voting electronically are as under:-**

1. The voting period begins on September 24, 2016 (9.00 A.M. (IST) and ends on September 26, 2016(5.00 P.M. (IST). 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 September 20, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
3. Click on Shareholders
4. 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.





5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial 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>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly 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.
- 10.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant Lawreshwar Polymers Limited on which you choose to vote.
13. 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.





14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If 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.
19. 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. 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 Corporate.
  - 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.
21. 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).

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on September 24, 2016 (9.00 A.M. (IST) and ends on September 26, 2016(5.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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).

