

### IMPORTANT INSTRUCTIONS

1. The voting rights for the shares are One vote per equity share which is fully paid and registered in the name of the shareholders/ beneficial owners as on cut off date 30<sup>th</sup> March, 2013.  
As per the provisions of Articles of Association of the Company a member shall not be entitled to vote whilst any Call are due and payable to the company in respect of any share of the shareholder. **Therefore shareholders holding partly paid shares who have not paid the Final Call Money shall not be entitled to vote to the extent of the partly paid shares held by them.**
2. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from Monday, 8<sup>th</sup> April, 2013, and ends on Wednesday, 8<sup>th</sup> May, 2013 at 6.00 p.m.
4. The result of the voting on the resolution will be declared at the Mumbai office of the Company on Saturday, 11<sup>th</sup> May, 2013.
5. A member need not use all his/her votes.
6. **Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.**
7. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
8. Any query in relation to the resolution proposed to be passed by Postal Ballot may be sent to: [secretarial@sparcmail.com](mailto:secretarial@sparcmail.com).

### INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

9. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
10. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
11. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered /recorded with the Company/Registrar) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
12. Duly completed Postal Ballot Form should reach the **Scrutinizer not later than 6.00 p.m. on Wednesday, 8<sup>th</sup> May, 2013.** Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
13. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
14. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
15. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. 11/13 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
18. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
19. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

### INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING)

The Company is pleased to offer e-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The procedure and instructions for the same are as follows:

1. During the voting period, the shareholders can visit the **e-Voting** website [www.evotingindia.com](http://www.evotingindia.com) Click on Shareholders tab and select the relevant EVSN / along with Company name from the drop down menu and click on "SUBMIT" for voting.
2. The shareholders then to fill up the following details in the appropriate boxes:

|          |                                                                                                                                                                                                                                                                     |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| User-ID  | For Shareholders holding shares in Demat Form:-<br>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID      b) For CDSL :- 16 digits beneficiary ID<br>For Shareholders holding shares in Physical Form:-<br>• Folio Number registered with the Company |
| Password | Your Unique password is printed on the Postal Ballot Form                                                                                                                                                                                                           |
| PAN*     | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department                                                                                                                                                                                               |

\* Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the DEFAULT PAN NUMBER (which has been e-mailed to you / printed overleaf) in the PAN field or use physical Postal Ballot Form for voting.

3. After logging in, demat security holders will have to mandatorily change their password. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. Physical shareholders will be provided with a fresh password for every postal ballot voting.
4. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
5. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
6. Security holders can then cast their vote on the resolutions available for voting. Enter the number of shares (which represents number of votes).
7. Security holders can also view the Postal Ballot Notice & Resolution details by clicking on the Resolution File Link.
8. Once the security holder casts the vote, the system will not allow modification of the same.
9. During the voting period, security holders can login any number of times till they have voted on the resolution.
10. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [scrutinizer@sparcmail.com](mailto:scrutinizer@sparcmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), without which the vote shall not be treated as valid.
11. In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [secretarial@sparcmail.com](mailto:secretarial@sparcmail.com).

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