

NYLOFILS INDIA LIMITED

Regd. Office: 46-11-29/1, Danavaipeta, Opp: Rajahmundry Hospital, Rajahmundry, AP, 533103, IN.

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CIN: L05005AP1992PLC013697

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), for seeking your consent, to pass the proposed resolutions mentioned below as Special Resolutions through Postal Ballot. The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a ‘Postal Ballot Form’ and self-addressed postage pre-paid business reply envelope.

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 6:00 p.m. on July 04, 2016. **Please note that any Postal Ballot Form(s) received after the prescribed period will be treated as not having been received.**

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Section 108 and 110 of the Act read with the Rules, Nylofils India Limited (the “Company”) is pleased to provide electronic voting (“e-voting”) facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited to provide e-voting facility. The e-voting facility is available from June 05, 2016 (9:00 a.m. onwards) till July 04, 2016 (up to 6:00 p.m.). **For e-voting, please read carefully the “Procedure/instructions for e-voting” enumerated in the notes to this Notice.**

It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company (hereinafter called the “Board”), in compliance with the Rules, has appointed Mrs. N.Vanitha, Practising Company Secretary from P.S Rao & Associates, Hyderabad, as Scrutinizer (hereinafter called the “Scrutinizer”), for conducting the said Postal Ballot process in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, on July 6, 2016. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company so authorized by the Board, on July 6, 2016 by or before 06:00 pm at the Company’s Registered Office at 46-11-29/1, Danavaipeta, Opp: Rajahmundry Hospital, Rajahmundry, 533103, Andhra Pradesh, India. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer’s report will also be placed on Company’s website i.e. www.nylofils.com. The results along with the Scrutinizer’s report shall also be displayed on the notice board at the Company’s Registered office. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on July 4, 2016 i.e. being the last date of receiving postal ballot forms and e-voting.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

1. Approval for change of name of the Company from “Nylofils India Limited” to “AARV Infratel Limited” and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4,13,14,15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered into by the Company with the BSE Limited (the “Stock Exchange”) and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Nylofils India Limited” to “AARV Infratel Limited.”

“RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "Nylofils India Limited" be substituted with the new name, i.e. "AARV Infratel Limited " in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any one of the Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar Of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

2.Alteration of Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules made there under including any amendment, modification or re-enactment thereof and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members be and is hereby accorded to alter Clause III (A) of the of the Memorandum of Association of the Company by replacing the existing clause III (A) with the following new clauses 1 to 4:

1. To plan, establish, develop, provide, operate, manage, maintain, deal, supply, take on lease, give on lease, hire or let on hire and to carry on the business of running (whether under licence or otherwise) telecommunication infrastructure, telecommunication systems, telecommunication networks and telecommunication services, of all kinds, within India as well as outside India, including but not limited to telephony, telex, wireless, data communication, telematic and other like forms of communication, transmission, emission or reception through the agency of electricity or electromagnetism, or light, or otherwise, of signs, signals, writing, images, sounds or intelligence of any nature by wire, radio, optical or other electromagnetic systems whether or not such signs, signals, writing, images, sound or intelligence have been subjected to rearrangement, computation or other processes by any means in the course of their transmission, emission or reception and of all kinds and to carry on all or any of the businesses of building, developing, maintaining, supplying, operating, managing and dealing in services, facilities and infrastructure for communications of all kinds, within India as well as outside India, such as telephony, data transmission, information technology and video services and facilities which incorporate, use, or are used in conjunction with in connection with or ancillary to telecommunication systems or telecommunication apparatus and equipment and to plan, establish, develop, provide, operate, buy, sell, deal in, take on lease, give on lease, hire, let on hire, franchise and maintain all types of telecommunication services including, telephone exchanges, telegraph offices, coaxial stations, microwave stations, landing stations, repeater stations, telecommunications lines, cables, submarine cables, subsea cables, dark fibre, right of way, duct space, towers, bandwidth, or any other equipment, plant, machinery connected with design, development, construction, maintenance and operation of telecommunications services and conveniences, within India as well as outside India, which may seem calculated directly or indirectly to advance the interests of our Company and to subsidise, contribute to or otherwise assist or take part in doing any of these things, and/or to join or partner with any other person and/or company and/or acquire any other company or body corporate or collaborate with any organisation or company or with any Governmental authority in doing any of these things.

2. To design, develop, install, provide, supply, deal, franchise, take on lease, give on lease, hire, let on hire, maintain and operate basic long distance services, cellular and value added telecommunications services, including but not limited to, providing broadband services, Wireless Applications Protocol (WAP)services, ISP services, internet based services, intelligent networks (IN) services, ISDN services, paging services and other value added services, global mobile telecommunications, electronic mail services, e-commerce transactions, globally managed data networks, internet data centres (IDCs), call centers, webstores, data telecommunication networks, virtual private networks (VPNs), video conferencing, international gateway networks, satellite networks, in India as well as outside India, to meet the demands of the customers, or otherwise as being appropriate from time to time either by way of formation of subsidiaries or Joint Venture Partnerships with Indian or Foreign Partners or otherwise and to establish, maintain, develop, conduct, procure, buy, sell, import, export, trade, or otherwise deal in, or to act as service providers of every kind in the fields of engineering, technology, technical knowhow, chemical, mechanical, electrical, electronics, civil, industrial, commercial, statistical, financial, accountancy, medical, legal, educational, production, marketing, distribution, materials, personnel, planning, computers, software and software solutions of all kinds, system integration, data processing, multi-media services, direct to home services, entertainment media, cable television services, interactive television services, content for

various uses, electronic media, Cellular Mobile Telephone Services (CMTS), National Long Distance Operator Services (NLDO), Fixed Telephone Services (FTS), Cable Service Provider, Basic Telephone Services (BTS) with or without the use of Wireless Local Loop (WLL) Technology, VSAT Services, Internet Service Provision (ISP), Global Mobile Personal Communications by Satellite (GMPCS), wireline and wireless systems and other value added services including Paging Services, Radio Paging Service Providers, Public Mobile Radio Trunking Service Provider, DTM, communication methods, telecommunication, basic and cellular telephone, voice mail, internet, electronic mail, data communication services, intranet, internet connectivity, internet telephoning, interconnect and interface services, applications like tele-banking, telemedicine, tele-education, tele-trading, e-commerce, e-governance, e-business and system design, kiosks, 96 management information systems and other types of management including spectrum management, social or other value added services like providing end to end integrated solutions, netserv solutions, network connectivity solutions, cost effective solutions, other allied solutions for data transfer, administrative and effective communication.

3. To carry on the business, buy, sell, deal, take on lease, give on lease, hire, let on hire and otherwise participate in the launching of satellites as well as the provision of all associated services, for communications, Geographical Information Systems (GIS) services, Global Positioning Systems (GPS) services, Satellite Imaging, Remote Sensing for various applications and usage, other commercial use, or otherwise and to promote, seek investment, partner, participate in joint ventures and to invest in such ventures, within India as well as outside India and for similar such projects in the field of telecommunications and to carry on all or any of the businesses of running, operating, managing and supplying data processing and information systems, including videotext, viewdata and teletext systems and systems utilising, or utilising in, or for the capture, storage, retrieval, processing, conversion, transmission, receipt or presentation of messages and signals including but not limited to, data, sounds and visual images, with the aid of, in conjunction with, or in any way whatsoever utilising computers or similar equipment and computer programs and databases and to carry on the businesses of operating, managing, supplying and dealing in services and facilities of all kinds which incorporate, use or are used in conjunction with, in connection with, or ancillary to, systems of such descriptions as aforesaid or any of the apparatus and equipment comprised therein and to set up, operate manage, deal, in run the business of professional television /cable TV / audio / video / cine studios for production of entertainment shows, sponsored programmes, advertising films, educational films, feature films including transfer of films to video cassettes and to produce TV programmes, TV news coverage, educational programmes, sports coverage and computer software for programmes connected therewith and to import and export programmes for TV networks and other films for exhibition and to pay or earn royalties from TV/film/music shows.

4. To design, develop, deploy, support and maintain software on Mobile devices like tephones, internet and data services. The data collected during deployment of such services can be marketed as marketing services.

“RESOLVED FURTHER THAT the Board of Directors of the Company or any one of the Directors, be and are hereby severally authorized to make necessary changes in clause III (A) of Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

3.Alteration of Clause III (B) of the Memorandum of Association.

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4 & 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re -enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of the Registrar of Companies/Central Government, consent of members of the Company be and is hereby accorded, to alter Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association of Company by deletion of Clause III (B) along with existing sub-clauses 1 - 23 and substitution with the following Clause III (B) with sub -clauses 1 - 57.

(B) Matters which are necessary for furtherance of the objects specified in clause III (A) are :

1. To acquire real or leasehold estate and to purchase, or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and directors, machineries, engines, plant and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
2. To form, constitute, float, lend, money to assist and control similar associations or undertakings whatsoever.

3. To promote, subsidise and assist companies, syndicates and partnerships of all kind in any manner as may be thought fit in connection with any or the above objects of the Company.
4. To hold use, work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.
5. To dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit of the Company.
7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.
8. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company or who are or were at any time Director or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
9. To provide for the welfare of Directors, employees, or ex-employees of the Company and the spouse, families of the dependents or connections of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus and any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction, recreation, hospitals, dispensaries, medical and other attendants, or any other assistance as the Company shall think fit.
10. To establish, provide, maintain and conduct or otherwise subsidise research, laboratories and experimental workshop for scientific and technical research and experiments and undertake and carry on with all scientific and technical research experiments and tests undertake and to promote studies and research both scientific and technical investigation and invention by providing subsidy or assisting laboratories workshops, libraries, lectures, meeting and conferences and by providing the remunerations of scientific or technical professor or teachers and by providing for the awards or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
12. To aid pecuniarily or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.
13. To acquire undertake all or any of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the company is authorised to carry on or processed of property suitable for the purpose of the company which can be capable of being conducted so as directly to benefit to company and to subsidies or assist any such persons or company financially or otherwise.
14. To vest any movable or immovable property rights or interests acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.

16. To guarantee the payment of money secured or un secured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments, of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
17. To undertake and execute any trust, the undertaking of which may seem to the company desirable either gratuitously or otherwise.
18. To carry on business or branch of a business which this company is authorised to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch to guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power or any time and either temporarily to close any such branch or business.
19. To pay all preliminary expenses of any company promoted by the company or any company in which this company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the company.
20. To procure the incorporation, registration or other recognition of the company in any country, state or place out Side India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing improving, extending or maintaining any of the properties of the company or for, redemption or debentures or redeemable preference shares or for any other purposes conducive to the interest of the company.
22. Subject to the provisions of the companies act, 2013, to place, to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the company and any money received in respect of dividends accrued on or arising from the able of forfeited share.
23. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the company or for any other purpose which may seem directly or indirectly, calculated to benefit the company and to place or guarantee the placing of subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the company.
24. To pay out of the funds of the company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the company and the issue of its capital including any undertaking or other commissions, brokers's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares) or by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the company, in placing or assisting to place ore guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the company as the directors may think proper.
25. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.
26. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
27. To open account or accounts with any firm or Company or with any bank or banks or bankers or shroffs to pay into, withdraw money from such account or accounts.
28. To apply for, tender, purchase or otherwise acquire and contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
29. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
30. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accounts or other experts.

31. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
32. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
33. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper. from time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.
34. To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.
35. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.
36. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same.
37. To furtherance of the aforesaid objects of the Company.
 - a) to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and Manufacture of any products, and.
 - b) to pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
 - c) to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
38. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
39. Subject to the provisions of Section 73 to 76A of the Companies Act, 2013 and the rules made there under and the directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
40. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.

41. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorisation of Government State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.
42. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
43. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, or to such persons.
44. To indemnify, members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.
45. To establish agencies in India and elsewhere for sale and purchase to regulate and discontinue the same subject to law in force.
46. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institution or any government or semi-government corporation as the company may deem fit.
47. To enter into an agreement with the central government or a state government or a local authority or any other statutory body or corporate for developing, maintaining and operating all or any business of the company and also subject to the condition that all such business along with the infrastructure be transferred to the central government, local authority or such other statutory body or corporate as the case may be in accordance with any such agreement entered into with all or any of the above such mentioned government body or authority or corporate.
48. To pay in cash or by the issue of shares, debentures or such other securities of the company of any type(s) or by the granting of options to take the security of all or any type(s) or in any other such manner as may be allowed by law commission agents and under-writers upon any issue of share, debentures or such other securities of the company and to provide remuneration of such persons for their services by any of the modes or methods permissible by law.
49. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including any commission, brokerages, costs and charges in connection therewith, costs, charges and expenses of negotiation and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
50. To negotiate and/or enter into agreements and contracts with individuals companies, corporations and such other organizations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying out all or any of the objects of the Company and also for the purpose of activating research development of manufacturing projects on the basis of know-how and necessary formulas and patent rights for furthering the main objects of the Company.
51. To obtain licenses, concessions, grants, decrees, rights, powers and privileges whatsoever and to acquire or purchase or take over the same or to transfer the same in favour of the Company or any other person firm or Company.
52. To apply or purchase or otherwise, acquire any patents, brevets inventions, licences and concessions conferring any exclusive or non-exclusive or limited rights to use any information as to any invention which may seem capable of being used for any of the objects of the Company or the acquisition of which may seem, calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or in respect of the otherwise turn to account the property rights or information so acquired.
53. To acquire, all machineries, plants, stock –in-trade, trademarks and other movable and immovable properties of any description, to achieve any of the objects of the company.

54. To buy, lease or otherwise acquire lands, building and any other movable or immovable properties on such terms and conditions as the Company thinks fit.
55. To acquire by concessions, grant, purchase, barter, lease, licence or otherwise, lands buildings and /or machinery, farms, water-rights and other works, privileges, rights and hereditaments of all types.
56. To sell, improve, manage, develop, exchange , lease, mortgage, enfranchise and dispose of all or any of the property and rights of the Company & to erect upon the lands belonging to the Company and upon any other such lands or property which may be taken on lease or licence by the company, factories, buildings, houses and super structure as may be required for carrying out the objects of the Company and in particular, equip the said buildings and/or factories with machinery in connection with the business of the company.
57. To insure with any other Company, firm or persons against losses, damages and risks of all kinds which may affect the company and to defend for rights in respect properties of the Company as may be deemed necessary from time to time.

4.Deletion of Other Objects Clause of the Memorandum of Association.

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting the Clause III (C) 1 to III (C) 3.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any one of the Directors, be and are hereby severally authorized to make necessary changes by deleting clause III (C) of Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

5.Shifting of Registered Office of the Company from State of Andhra Pradesh to State of Karnataka.

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules made there under including any amendment, modification or re-enactment thereof and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, the consent of the Members be and is hereby accorded for shifting the Registered Office of the Company from the State of Andhra Pradesh to the State of Karnataka and that the Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

“II. The Registered Office of the Company will be situated in the State of Karnataka”

“RESOLVED FURTHER THAT upon aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 46-11-29/1, Danavaipeta, Opp: Rajahmundry Hospital, Rajahmundry, 533103, Andhra Pradesh, India **To** Plot No.78, Sai Durga Enclave, Agrahara Village, Kogilu, Yelahanka, Bengaluru, 560 064, Karnataka, India or such other place in the State of Karnataka as may be determined by the Board of Directors of the Company from time to time;

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of the Board or any Director or Key Managerial Person or person authorized by the Board, be and is hereby authorized jointly or severally to represent the Company, appoint counsels and advisors, file applications/petitions, issue notice and advertisements, execute all such documents, deeds, undertakings, obtain orders from concern statutory authorities and to take such steps and to do such acts and deeds as may deem necessary and proper to give effect to this Resolution.”

By order of the Board of Directors
For Nylofils India Limited

Date: May 30, 2016
Place: Rajahmundry

Sd/-
Anita Sakuru
Managing Director
DIN: 00475947

Notes:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on May 27, 2016 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/physical Ballot and send it to the Scrutinizer at the address as mentioned in the BRE.
5. The Board of Directors, at its meeting held on May 30, 2016, has appointed Mrs. N.Vanitha, Practicing Company Secretary from P.S Rao & Associates, Hyderabad, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from June 05, 2016 (9:00 am onwards) till July 04, 2016 (upto 6:00 pm) as the e-voting module shall be disabled for voting by Central Depository Services (India) Limited. thereafter. No voting shall be allowed beyond 6:00 p.m. of July 04, 2016. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before the close of working hours i.e. 6:00 p.m. on July 04, 2016. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**
8. Documents related to the abovementioned resolution are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 1:00 pm till July 04, 2016.
9. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herein:

SHAREHOLDER INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the postal ballot notice. The Company has engaged the services of Central Depository Services (India) Limited to provide the e-voting facility.

The Company has appointed Mrs. N.Vanitha, Practicing Company Secretary from M/s. P.S. Rao & Associates, Hyderabad, as scrutiner for conducting the e-voting process in a fair and transparent manner. Remote E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on May 27, 2016, being the cut-off date.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on June 05, 2016 at 09.00 a.m. and ends on July 04, 2016 by 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. May 27, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Harish Kumar with sequence number 1 then enter HA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant ‘M/s. Nylofiles India Limited’ on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 should be mailed to 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company.

ANNEXURE TO NOTICE

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

Item No. 1& 2:

Currently our Company is engaged in the business of trading and manufacturing of all kinds of ropes and fish nets, and also to buy, sell, import, export, trade or deal in the aforesaid goods and materials both in domestic and international market.

Consequent to the takeover of the company by incumbent management, there have been lot of initiatives taken for effective utilization of resources and equipping the company with manpower. Accordingly the board considered the need of change in the line of business of the company and after several discussions, research & analysis of the Global as well as national markets, the management has come to a conclusion to enter into new line of business i.e. telecommunication infrastructure, telecommunication systems, telecommunication networks and telecommunication services etc. as set out in Item No.2, by altering the Clause III A of the Memorandum of Association of the Company.

The Board of directors believe that continuation of the word “Nylofils” in the existing name of the Company may be a misnomer, and therefore it is imperative to give your Company a new name and identity which reflects the genesis of its new line of business and objects for the next phase of growth to be a leader in telecommunication infrastructure, telecommunication systems, telecommunication networks and telecommunication services.

Accordingly, the Company vide SRN G03122512 had made an application for reservation of name to Central Registration Centre, MCA and the desired name ‘AARV Infratel Limited’ was made available vide their letter dated May 12, 2016 to the Company.

Further proposed main objects of your Company will allow it to pursue its new initiative in telecommunications sector in various verticals as stated above including on emerging technologies. Hence, the Company proposes to amend/alter Clause III (A) of the Memorandum of Association by replacing the existing main objects.

The Companies Act, 2013 requires the Company to obtain the approval of members for the change of name of the Company and for the alteration of the Memorandum of Association of your Company in respect to change in object clause by way of Special Resolutions.

The Directors consider the proposed Special Resolutions in the interest of your Company and recommend the special resolutions

under item no. 1&2 as set out in the notice for your approval by Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special Resolutions except to the extent of their shareholding.

Item No. 3:

With the passing of Companies Act, 2013, inconsonance with new Objects as stated in Item No.2, the Company needs to amend the clause III(B) of Memorandum of Association relating to Incidental or Ancillary Objects of the Company. The modification in the Memorandum of Association is being carried out to give effect to the provisions of the Companies Act, 2013.

The Directors consider the proposed Special Resolution in the interest of your Company and recommend the special resolutions under Item No. 3 as set out in the notice for your approval by Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Item No. 4:

In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The Clauses which are getting deleted are given below.

(C) Other Objects of the Company (which are getting deleted)

1. To purchase, take on lease or otherwise acquire in India or elsewhere freehold and other farms, properties, mines, lands and mineral properties and also grants, concessions, leases, claims, licences of or other interests in mines, mining rights, lands mineral properties, water rights and either absolutely or conditionally and either solely or jointly with others and to carry on mining works.
2. To carry on the business of manufacturers of and dealers in containers, boxes, packings, packages, wrappings, wrappers and receptacles of all kinds made from paper and boards, including cardboards and plywoods, plastic, plastic materials, metals, alloy glass, veneers and other material of all kinds, whether synthetic or not for trade and industries of every description.
3. To carry on the business of general carrier, forwarding agents, establish and maintain transport services and so on and make transport facilities to public and for merchandise of every description whatsoever.

The Directors consider the proposed Special Resolution in the interest of your Company and recommend the special resolutions under Item No. 4 as set out in the notice for your approval by Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Item No. 5:

As per provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Chapter VII relating to the Procedure to be followed for conducting business through postal ballot, shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at Rajahmundry, Andhra Pradesh. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office to Bengaluru, Karnataka. The proposed location is outside the local limits of Rajahmundry city and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be moved to Plot No.78, Sai Durga Enclave, Agrahara Village, Kogilu, Yelahanka, Bengaluru, 560 064, Karnataka, India or such other place in the State of Karnataka as may be determined by the Board of Directors of the Company from time to time.

The shifting of Registered Office from Rajahmundry, Andhra Pradesh to Bengaluru, Karnataka will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way

be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

The Directors consider the proposed Special Resolutions in the interest of your Company and recommend the special resolutions under Item No. 5 as set out in the notice for your approval by Postal Ballot, either through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special Resolutions except to the extent of their shareholding.

By order of the Board of Directors
For Nylofiles India Limited

Date: May 30, 2016
Place: Rajahmundry

Sd/-
Anita Sakuru
Managing Director
DIN: 00475947

NYLOFILS INDIA LIMITED

Regd. Office: 46-11-29/1, Danavaipeta, Opp: Rajahmundry Hospital, Rajahmundry, AP, 533103, IN.
 Tel: 0883- 3290404| Fax: 0883-2460896| E-mail: info@nylofils.com | Website: www.nylofils.com CIN:
 L05005AP1992PLC013697

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. : _____

1	Name & Registered Address of Shareholder (IN BLOCK LETTERS)	
2	Name of the Joint Holders If any	
3	Registered Folio No./ DP ID No. /Client ID No.>(*Applicable to investors holding Shares in dematerialized form)	
4	Number of share(s) held	
5	I/We hereby exercise my/our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice to the Equity Shareholders of the Company dated 30 th May, 2016 by sending my/our assent or dissent to the said resolution by placing a tick (✓) mark at the appropriate box below.	

Sr. No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Change of name of the Company from “Nylofils India Limited” to “AARV Infratel Limited” and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company.			
2	Alteration of Objects Clause of the Memorandum of Association of the Company.			
3	Alteration of Clause III (B) of the Memorandum of Association.			
4	Deletion of Other Objects Clause of the Memorandum of Association.			
5	Shifting of Registered Office of the Company from State of Andhra Pradesh to State of Karnataka.			

Place :

Date :

(Signature of the Shareholder)

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 The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer. However, e-voting is optional.

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD

The Postal Ballot Form shall reach the Scrutinizer on or before the close of working hours i.e. 6.00 p.m. on July 04, 2016.

Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise his vote by Postal Ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed (as per specimen signature(s) registered with the Company) by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned postal ballot forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil etc.)
4. Where the postal ballot form has been signed by an authorised representative of a body corporate / Trust / Society etc. a certified copy of the relevant authorisation to vote on the postal ballot should accompany the postal ballot form. A Member may sign the form through an Attorney, specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should also be attached to the ballot form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than July 4, 2016. Postal Ballot Form received after this date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
6. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date mentioned in point no. 5 above.
7. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on the cut-off date i.e. May 27, 2016.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final.
10. The vote of a Member will be considered invalid on any of the following grounds:
 - a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - b. if the Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form;
 - c. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favour or against or inability of the signature to be verified or on one or more of the above grounds.
 - d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through physical ballot shall be treated as invalid.

INSTRUCTIONS FOR REMOTE E-VOTING

1. For Instructions for remote e-voting, please refer the notes given in the Notice of Postal Ballot.