



# S.P.APPARELS LIMITED

CIN: L18101TZ2005PLC012295

Registered Office : 39-A, Extension Street, Kaikattipudur, Avinashi - 641654, Tirupur Dt.

Phone : 04296 - 714000 Email : csoffice@s-p-apparels.com Website : www.spapparels.com

## **POSTAL BALLOT FORM**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

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

1. Registered Folio No./ DP ID No. & Client ID No.* * (Applicable to investors holding shares in dematerialized form)
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including joint holder(s), if any (IN BLOCK LETTERS)
3. Number of shares held:

I/We hereby exercise my/our vote in respect of the Special Resolutions proposed to be passed through postal ballot for the business stated in the Notice dated 15<sup>th</sup> March 2018 as per the resolution with explanatory statement by conveying my / our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Item Description	No. of Shares	I / We assent to the Resolution (FOR) (✓)	I / We dissent to the Resolution (AGAINST) (✓)
<b>Special Resolution</b>				
1	Variation of the terms of issue of the 10% Redeemable Cumulative Preference Shares and its redemption.			
2	Issue of 5,28,000 Equity Shares to Promoter of the Company on Preferential basis			

Place :

Date :

Signature of the Shareholder  
(Refer Instruction No. 4 overleaf)

## **ELECTRONIC VOTING PARTICULARS**

If desirous of E-voting, please read the instructions given in the Postal Ballot Notice before exercising the same.

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>*Default PAN</b>
<b>180316004</b>	

\* Please use default PAN for those who have not registered their PAN.

Notes : (i) If the voting rights are exercised electronically, there is no need to use this form.

(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Saturday, 21st April, 2018 (5.00 PM).

# INSTRUCTIONS

## For Voting through Physical Postal Ballot Form

- 1) A member desiring to exercise his vote by postal ballot may complete the Postal Ballot Form 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 sent by courier at the expenses of the registered member will also be accepted.
- 2) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- 3) The votes should be cast in favour of or against the resolution by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid.
- 4) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.
- 5) The Postal Ballot Form shall not be exercised by a Proxy.
- 6) In case of shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority of the Shareholder.
- 7) Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
- 8) In case the number of shares is not mentioned against the resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.
- 9) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:
  - a. If a form other than the one issued by the company has been used.
  - b. If the Postal Ballot Form has not been signed by or on behalf of the member.
  - c. If the shareholders' signature does not match with the specimen signature registered with the Company.
  - d. If it is not possible to determine without any doubt the assent or dissent of the member.
  - e. If assent or dissent is not mentioned.
  - f. If assent or dissent is given subject to some amendment to the resolution or condition.
  - g. If any competent authority has given direction in writing to the company to freeze the voting rights of a member.
  - h. If the envelope containing the Postal Ballot Form is received after the last date and time prescribed.
  - i. If the postal Ballot form is signed by a representative of a member and is not accompanied by a certified copy of the specific authority.
  - j. If the Postal Ballot Form is filled in pencil or signed in pencil.
  - k. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the grounds.
- 10) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 Mr.M.D.Selvaraj, FCS of MDS & Associates, Practicing Company Secretaries, Coimbatore has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e., 5:00 PM) on Saturday, 21<sup>st</sup> April, 2018. All Postal Ballot Forms received after the last date will be strictly treated as if the reply from such a member has not been received.
- 11) Members 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.
- 12) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- 13) There shall be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders. In case two forms are received for a Folio/ Client ID, then the Postal Ballot Form received first alone shall be considered.
- 14) In case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- 15) Members receiving the Postal Ballot notice by email may request for a duplicate Postal Ballot Form, if so required from M/s. Link Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, E-mail ID: coimbatore@linkintime.co.in. However, the duplicate Postal Ballot forms should reach the Scrutinizer not later than the date specified in (10) above.
- 16) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given in the Postal Ballot Notice.
- 17) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.