



# Modern Insulators Limited

Registered Office : A-4, Vijay Path, Tilak Nagar, Jaipur-302 004

Phone : 0141-4113645 Fax : 0141-2621382

E-mail : modernjaipuroffice@gmail.com Website : www.moderninsulators.com

CIN : L31300RJ1982PLC002460

## POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of 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, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by the members through postal ballot/ electronic voting (remote e-voting). The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. B. K. Sharma, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 16<sup>th</sup> February, 2017 at 5:00 P.M. Postal Ballot Form, if sent at the expense of member, will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-address envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic means'. Reference to postal ballot in this Postal Ballot Notice includes votes received electronically (e-voting).

The Scrutinizer will submit his report to the Managing Director or any other authorized director or Company Secretary of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot will be declared on 17<sup>th</sup> February, 2017 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agents and shall also be displayed on the Company's website.

### Resolutions

#### **Item No. 1- Amendment to Object Clause of Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approvals, if required, the consent of the Members of the Company be and is hereby accorded for the following modification, substitution, addition and deletion in the existing Memorandum of Association of the Company:-

- A. The words 'Companies Act, 1956' in the existing Memorandum of Association shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.

B. Part A of the Object Clause of the Memorandum of Association of the Company be titled as **“A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”**

C. Part B of the Object Clause of the Memorandum of Association of the Company be titled as **“B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS IN CLAUSE III(A) ARE:”**

D. Existing Clauses 1 to 7 of Part A of Clause III of the Memorandum of Association of the Company be substituted by inserting Clause III (A) containing objects from 1 to 35 as per draft MOA.

E. Part C of Clause III of the Memorandum of Association of the Company titled "Other Objects" Comprising of the existing Clauses 1 to 36 be deleted.

F. Under the existing sub-clauses 16 of Clauses III (B) of the Memorandum of Association of the Company, the words 'Section 58A of the Act' shall be replaced with 'Section 73-76 of the Companies Act, 2013'.

G. Under the existing sub-clauses 30 of Clauses III (B) of the Memorandum of Association of the Company, the words 'Section 293A of the Companies Act, 1956' shall be replaced with 'Section 182 of the Companies Act, 2013'.

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Shri Sachin Ranka, Chairman & Managing Director, Shri T.C. Chejara, Director and Shri Gaurav Goyal, Company Secretary of the Company be and is hereby severally or jointly authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

#### **Item No. 2- Amendment to Liability Clause of Memorandum of Association:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment or re-enactment thereof for the time being in force) and subject to the necessary approvals, if required, the consent of the Members of the Company be and is hereby accorded for effecting the alteration of existing Clause IV of the Memorandum of Association of the Company by substituting the existing Clause IV with the following new Clause IV:

Clause IV. 'The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.'

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Shri Sachin Ranka, Chairman & Managing Director, Shri T.C. Chejara, Director and Shri Gaurav Goyal, Company Secretary of the Company be and is hereby severally or jointly authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”

#### **Item No. 3- Adoption of new set of Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Shri Sachin Ranka, Chairman & Managing Director, Shri T.C. Chejara, Director and Shri Gaurav Goyal, Company Secretary of the Company be and is hereby severally or jointly authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.”.

By order of the Board of Directors

Place: Jaipur  
 Date: 11<sup>th</sup> January, 2017

Gaurav Goyal  
 Company Secretary

**NOTES :**

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members as on record date i.e. 6<sup>th</sup> January, 2017 will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this notice for information purposes only.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form(s) will be rejected.
4. The proposed Memorandum and Articles of Association of the Company will be available on the website of the Company and Member may also inspect the same at the Registered Office of the Company during the voting period.
5. Members can cast their vote online from 18<sup>th</sup> Day of January, 2017 from 09:00 A.M. to 16<sup>th</sup> Day of February, 2017 till 05:00 P.M.
6. Members who have registered their e-mail IDs for receipt of documents in electronic mode have been sent Postal Ballot notice by e-mail and who wish to vote through physical Postal Ballot Form can obtain the ballot form from the Registered Office of the Company or may also download from Company's Website at [www.moderninsulators.com](http://www.moderninsulators.com).
7. Kindly note that the Shareholders can opt only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both physical Postal Ballot and e-voting, then voting done by e-voting shall prevail and vote cast through Physical Postal Ballot form will be treated as invalid.
8. The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The resolutions would be deemed to have been passed on 16<sup>th</sup> February, 2017, if passed by

requisite majority.

9. A Member cannot exercise his vote by proxy on postal ballot.
10. In case of any grievances connected with postal ballot including e-voting, members may write to the Company Secretary at the e-mail ID : [modernjaipuroffice@gmail.com](mailto:modernjaipuroffice@gmail.com) or to the Registrar of the Company at [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**11. Voting through Electronic Means**

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 read with related rules, the Company has also extended remote e-voting facility, provided by NSDL, as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). The instructions for electronic voting are annexed to this notice.

**The Instructions for electronic voting are as under :**

- i. Members whose e-mail addresses are registered with Company/Depository participant(s) will receive an e-mail from NSDL informing them their user ID and Password. Members shall use their folio number as password to open the attached PDF file. The members who have not provided email ID to the Company may contact the concerned person on following numbers to get the “User ID” and “Password for e-voting”, who will provide you the same after due verification of information of members available with the Company:-  
 Mr. Gaurav Goyal  
 Phone: 0141-4113645  
 Email Id: - [modernjaipuroffice@gmail.com](mailto:modernjaipuroffice@gmail.com)
- ii. The members should log on the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- iii. Click on “Shareholder - Login”.
- iv. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- vi. After login, home page of remote “e-Voting” will open. Click on e-Voting: Active Voting Cycles.
- vii. Select “EVENT” of “Modern Insulators Limited”. Members can cast their vote from 18<sup>th</sup> January, 2017 (9:00 am) and ends on 16<sup>th</sup> February, 2017 (5:00 pm).
- viii. Now member are ready for “e-Voting” as “Cast Vote” page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- x. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to [bksharma162@gmail.com](mailto:bksharma162@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- xi. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- xii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- xiii. The remote e-voting period commences on 18<sup>th</sup> January, 2017 from 09:00 A.M. to 16<sup>th</sup> February, 2017 till 05:00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date i.e. 6<sup>th</sup> January, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.

## **EXPLANATORY STATEMENT**

**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

### **Item No. 1**

The existing Memorandum of Association (MOA) of the Company was framed pursuant to the provisions of the Companies Act, 1956. The Provision of the Companies Act, 2013 which have come into force with effect from 1<sup>st</sup> April, 2014 require for stating of the Objects Clause of MOA in different manner. In view of the requirements the Objects Clause is proposed to be amended as under :

1. The Object Clause will now have 2 Parts viz. Part A - 'The Objects to be Pursued by the Company on its Incorporation' and Part B - 'Matters which are necessary for furtherance of the Objects specified in Part A'.
2. The changes to the existing Objects Clause are proposed as under :
  - a. The existing main objects has been retained except that the Clauses has been explained in more details to give clarity on the objects stated in this Clause which are in line with the current business operations carried out in accordance with the existing MOA.
  - b. With the various opportunities available in the market, the Board of Directors is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company and therefore, it is proposed to enter into various new activities which can be advantageously carried on with the existing business of the Company such as (i) Pathology, Hospital (ii) Pharma (iii) Fertilizers & Chemicals (iv) Power, Renewable Energy, Transmission Towers, sub stations (v) Agro Products (vi) Dairy Products (vii) Food Products etc.
  - c. As the Companies Act, 2013 does not provide for including "Other Objects" in the MOA, it is therefore proposed that the businesses stated in the Other Object Clause of the existing MOA be included under Part A (Clause III) of the Objects Clause of the draft MOA.

A Draft of the proposed amended Memorandum of Association of the Company would be available for inspection for the Members at the Registered Office of the Company during the voting period and also available on the Company's website at [www.moderninsulators.com](http://www.moderninsulators.com) for perusal by members.

Section 13, 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014, stipulates that the

object clause of the Memorandum of Association of the Company can be altered by way of Special Resolution passed by the members of the Company, the Consent of the members of the Company be obtained by means of postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are anyway concerned or interested in the aforesaid special resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution set forth in Item No. 1 in accordance with the instructions set out herein.

### **Item No. 2**

In order to comply with the provisions of section 4(1)(d)(i), section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. The consent of shareholders by way of a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution set forth in Item No. 2 in accordance with the instructions set out herein.

### **Item No. 3**

The existing Articles of Association ("AOA") of the Company are in line with the Companies Act, 1956 and are no longer in conformity with the Companies Act, 2013.

The Companies Act, 2013 is now largely in force and substantive Sections there of which deal with the general working of companies stand notified. With the coming into force of the Act, several articles of the existing AOA of the Company require alteration/deletions. Hence, it is considered expedient to wholly replace the set of existing Articles of Association by a new set of Articles.

The Board of Directors at its meeting held on 30<sup>th</sup> December, 2016 decided to adopt new set of Articles in place of existing AOA of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Act, the consent of the members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed new Articles of Association (AOA) of the Company would be available for inspection for the Members at the Registered Office of the Company during the voting period and also available on the Company's website at [www.moderninsulators.com](http://www.moderninsulators.com) for perusal by members.

No Director, Key Managerial Personnel and their relatives is in any way, concerned or interested in the resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution set forth in Item No. 3 in accordance with the instructions set out herein.

By order of the Board of Directors

Place: Jaipur  
Date: 11<sup>th</sup> January, 2017

Gaurav Goyal  
Company Secretary



**Modern Insulators Limited**  
Registered Office : A-4, Vijay Path, Tiliak Nagar,  
Jaipur - 302 004 (India)



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E-mail : modernjaipuroffice@gmail.com Website : www.moderninsulators.com  
CIN : L31300RJ1982PLC002460

## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

1.	Name(s) of the Shareholder(s) including Joint holder holder(s) if any	
2.	Registered address of sole / first named Shareholder	
3.	Registered Folio No./DP ID No./Client ID No.* (*Applicable to shareholders holding shares in dematerialized form)	
4.	Number of Shares held	

I / We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated January 11, 2017, by sending my/our assent or dissent to the said Resolutions by placing the tick ( ✓ ) mark at the appropriate boxes below:

S. No.	Resolution	No. of Shares	FOR I/We assent to the Resolution	AGAINST I/We dissent to the Resolution
1.	Amendment to Object Clause of Memorandum of Association of the Company			
2.	Amendment to Liability Clause of Memorandum of Association of the Company			
3.	Adoption of new set of Articles of Association of the Company			

Place:

Date:

\_\_\_\_\_  
(Signature of Shareholder)

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

## **INSTRUCTIONS**

1. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholders.
2. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 6<sup>th</sup> January, 2017.
3. Voting by Postal Ballot, in the 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.
4. Voting period commences on and from January 18, 2017 and ends on February 16, 2017.
5. Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Company shall announce the results of the Postal Ballot at its Registered Office situated at A-4, Vijay Path, Tilak Nagar, Jaipur-302004 on February 17, 2017. The Resolution would be deemed to have been passed on 16<sup>th</sup> February, 2017, if passed by requisite majority.
8. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to: The Company Secretary, A-4, Vijay Path, Tilak Nagar, Jaipur-302004 or e-mail id : modernjaipuroffice@gmail.com

### **INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM**

- a. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signatures to the Scrutinizer in the attached self-addressed postal 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 shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- b. The Postal Ballot Form should be signed by the Shareholder as per the specimen signatures registered with the Company or RTA. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned Postal Ballot Forms will be rejected.
- c. In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Company or RTA or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- d. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on February 16, 2017. Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- e. Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction 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.
- f. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- g. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an e-mail to modernjaipuroffice@gmail.com or to beetalrta@gmail.com.
- h. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
- i. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

### **INSTRUCTIONS FOR E-VOTING**

#### **The instructions for electronic voting are as under:**

- i. Members whose e-mail addresses are registered with the Company/depository participant(s) will receive an email from NSDL informing them to their user ID and password. Members shall use their folio number as password to open the attached PDF file. The members who have not provided email Id to the Company may contact to the concerned person on following numbers to get the "User ID" and "Password for e-voting", who will provide you the same after due verification of information of members available with the Company:-  
Mr. Gaurav Goyal  
Phone: 0141-4113645  
Email Id: - modernjaipuroffice@gmail.com
- ii. The members should log on the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- iii. Click on "Shareholder - Login".
- iv. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- vi. After login, home page of remote "e-Voting" will open. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVENT" of "Modern Insulators Limited". Members can cast their vote from 18<sup>th</sup> January, 2017 (9:00 am) and ends on 16<sup>th</sup> February, 2017 (5:00 pm).
- viii. Now member are ready for "e-Voting" as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- x. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory (ies) who is/are authorized to vote, to the Scrutinizer via e-mail to [bksharma162@gmail.com](mailto:bksharma162@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- xi. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- xii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- xiii. The remote e-voting period commences on 18<sup>th</sup> January, 2017 from 09:00 A.M. to 16<sup>th</sup> February, 2017 till 05:00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date i.e. 6<sup>th</sup> January, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.