

GUJARAT STATE INVESTMENT LIMITED

CIN: U64990GJ1988SGC010307

Regd. Office :6th Floor, HK House, Ashram Road, Ahmedabad-380009, Gujarat.

Phone No: 079-26586636, 26579731 Email : infoatgsil@gmail.com

[Pursuant to Section 230 (3) of the Companies Act, 2013]]

Company Application No 24/8/2018-CL-III of 2018

Gujarat State Investment Limited

.....Applicant/Transferee Company

In the matter of Scheme of Arrangement

Among

Gujarat State Petroleum Corporation Limited (GSPC)

And

Gujarat State Investment Limited (GSIL)

And

Non Convertible Debenture Holders of GSPC

<p>IN THE MATTER OF: GUJARAT STATE PETROLEUM CORPORATION LIMITED [CIN NO. U23209GJ1979SGC003281] a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at GSPC Bhawan, Behind UdyogBhawan, Sector-11, Gandhinagar – 382 010, Gujarat.</p>	<p>APPLICANT/ TRANSFEROR COMPANY</p>
<p>GUJARAT STATE INVESTMENT LIMITED [CIN NO. U64990GJ1988SGC010307], a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 6th Floor, H K House Ashram Road Ahmedabad – 380 009, Gujarat.</p>	<p>APPLICANT/ TRANSFEREE COMPANY</p>

MEETING OF THE EQUITY SHAREHOLDERS OF GUJARAT STATE INVESTMENT LIMITED CONVENED PURSUANT TO THE DIRECTIONS OF THE HON'BLE MINISTRY OF CORPORATE AFFAIRS, NEW DELHI

**To,
The Equity Shareholders of Gujarat State Investment Limited (GSIL)**

Notice is hereby given that by an order dated 5th February, 2019 in the captioned Company Application No 24/8/2018-CL-III, of 2018, the Ministry of Corporate Affairs, Government of India(MCA) has directed a meeting to be held of the Equity Shareholders of GSIL for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement among Gujarat State Petroleum Corporation Limited (GSPC) and Gujarat State Investment Limited(GSIL) and the GSPC NCD Holders. In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of GSIL will be held at Committee Room, Finance Department, 5th Floor, Block No. 4, New Sachivalaya, Gandhinagar, India, on Friday, the 15th day of March, 2019 at 5.00 P.M. at which time & place the said Equity Shareholders are requested to attend to consider and, if thought fit, pass following Resolution with or without modification.

“RESOLVED THAT pursuant to the provisions of Sections 230 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval by the Central Government or other competent authority, and subject to such conditions and modifications as may be prescribed or imposed by the Central Government or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company [hereinafter referred to as “the Board”, which term shall be deemed to include committee(s) of the Board, constituted or being constituted by the Board or any person(s) which the Board or such committee may nominate to exercise its powers including the powers conferred by this resolution], approval of the Equity Shareholders of GSIL be and is hereby accorded to the proposed Scheme of Arrangement among Gujarat State Petroleum Corporation Limited (GSPC) and Gujarat State Investment Limited(GSIL) and the GSPC NCD Holders (Scheme) for assignment of obligations of GSPC in respect of the following series of Non-Convertible Debentures, which are listed on the National Stock Exchange (“Listed NCDs”), to the Company and to accept equity shares of the Gujarat State Petroleum Corporation Limited, as consideration for such assignment of NCDs (“Scheme”) with effect from 1st April, 2018.”

Sr no	ISIN Nos	Total NCD Holding	Face Value (Rs.)	Total NCD Face value (in Rs.)
1	INE065L08017	10000	1000000.00	10000000000
2	INE065L08025	10000	1000000.00	10000000000

3	INE065L08033	10000	1000000.00	10000000000
4	INE065L08041	20000	1000000.00	20000000000
5	INE065L08058	10000	1000000.00	10000000000

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Central Government and/or any other authority(ies) while sanctioning the Arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper without obtaining further approval of Shareholders.”

The Transferee Company has also provided an alternative facility to the Equity Shareholders to cast their vote by Postal Ballot and the Notes to this Notice may be referred for the detailed instructions for casting vote by Postal Ballot.

Copy of the Scheme, Explanatory Statement under Sections 230 and 102 of the Act, form of proxy and other annexure (as indicated in the Index) are enclosed herewith. Copies of the same can also be obtained free of charge at the Registered Office of GSIL at 6th Floor, H K House Ashram Road Ahmedabad – 380009, Gujarat.

In accordance with MCA order dated 5th February, 2019, Shri Sanjeev Kumar, IAS, Managing Director, Gujarat State Investment Limited or failing whom any of his nominee shall be the Chairperson of the said meeting including any adjournment or adjournments thereof. The above mentioned Scheme, if approved by the meeting, will be subject to approval of the MCA.

**By order of the Ministry of Corporate Affairs,
For Gujarat State Investment Limited**

Chairman appointed for the Meeting

**Date: 8th February, 2019
Place: Gandhinagar**

**Registered Office:
6th Floor, HK House, Ashram Road, Ahmedabad-380009, Gujarat.
E-mail: infoatgsil@gmail.com
Phone: 079-26586636, 26579731**

Notes

- A. THIS NOTICE ALONG WITH THE EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 102 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH RULE 6 OF THE COMPANIES (COMPROMISE, ARRANGEMENTS AND AMALGAMATION) RULES, 2016 IS BEING SENT TO THE SHAREHOLDERS OF GSIL, WHOSE NAMES AND ADDRESSES APPEAR IN THE RECORDS OF GSILAS ON 15TH SEPTEMBER, 2018 AND WILL BE CONSIDERED FOR THE PURPOSE OF POSTAL BALLOT OR VOTING AT THE MEETING. . THIS NOTICE ALONG WITH COPY OF THE SCHEME AND OTHER ENCLOSURES MAY ALSO BE ACCESSED ON THE COMPANY'S WEBSITE WWW.GSPCGROUP.COM.
- B. AN EQUITY SHAREHOLDER OF GSIL ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR AUTHORISED REPRESENTATIVE TO ATTEND AND VOTE INSTEAD OF HIM/HER SELF AND SUCH PROXY OR AUTHORISED REPRESENTATIVE NEED NOT BE A SHAREHOLDER OF GSIL.
- INDIVIDUAL EQUITY SHAREHOLDER OF GSIL WILL BE REQUIRED TO SUBMIT PROXY FORM IN THE FORMAT ATTACH WITH THIS NOTICE.
 - REPRESENTATION LETTER WILL BE SUBMITTED IN CASE WERE THE EQUITY SHAREHOLDERS ARE BODY CORPORATE ALONG WITH CERTIFIED TRUE COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BODY OF THE BODY CORPORATE AUTHORIZING SUCH REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING.
- DULY COMPLETED FORM/REPRESENTATION LETTER SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF GSIL NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE MEETING.
- C. IN ACCORDANCE WITH MCA ORDER DATED 5TH FEBRUARY, 2019, QUORUM OF THE MEETING OF THE SHARE HOLDERS OF GSIL SHALL BE AS PER PROVISION OF SECTION – 103 OF THE COMPANIES ACT, 2013.
- D. ALL DOCUMENTS REFERRED IN THE ACCOMPANYING NOTICE AND EXPLANATORY STATEMENT ARE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS (EXCEPT SUNDAYS AND PUBLIC HOLIDAYS) BETWEEN 11A.M. AND 1 P.M. UP TO THE DATE OF THE MEETING.
- E. ALL ALTERATIONS MADE IN THE FORM OF PROXY SHOULD BE INITIALLED.

- F. SHAREHOLDERS OF GSIL OR PROXY OR AUTHORISED REPRESENTATIVE OF BODY CORPORATE, ATTENDING THE MEETING, ARE REQUESTED TO BRING THE COPY OF THE ATTENDANCE SLIP DULY COMPLETED AND SIGNED.
- G. IN ACCORDANCE WITH MCA ORDER DATED 5TH FEBRUARY, 2019, GOVERNMENT OF INDIA, MR KIRAN PATEL, PROPRIETOR OF M/s K. K. PATEL & ASSOCIATES, PRACTICING COMPANY SECRETARY (FCS: 6384 CP : 6352) SHALL ACT AS SCRUTINIZER TO CONDUCT THE POSTAL BALLOT AND THE POLL PROCESS.
- H. THE SCRUTINIZER SHALL IMMEDIATELY AFTER THE CONCLUSION OF VOTING AT THE MEETING COUNT THE VOTES CAST AT THE MEETING THROUGH POSTAL BALLOT AND POLL AT THE MEETING VENUE IN THE PRESENCE OF AT LEAST TWO WITNESSES NOT IN THE EMPLOYMENT OF THE COMPANY AND MAKE NOT LATER THAN THREE DAYS OF CONCLUSION OF THE MEETING, A CONSOLIDATED SCRUTINIZER'S REPORT OF THE VOTES CAST (IN FAVOUR/ AGAINST/INVALID) ON THE SCHEME TO THE CHAIRMAN APPOINTED BY THE CENTRAL GOVERNMENT . THE SCRUTINIZER'S DECISION ON THE VALIDITY OF THE VOTE SHALL BE FINAL.
- I. THE NOTICE, TOGETHER WITH THE DOCUMENTS ACCOMPANYING THE SAME, IS BEING SENT TO THE SHAREHOLDERS OF GSIL EITHER BY REGISTERED POST OR SPEED POST OR BY COURIER SERVICE OR BY E-MAIL TO THOSE WHO HAVE REGISTERED THEIR E-MAIL ADDRESS WITH GSIL. THE NOTICE WILL BE DISPLAYED ON THE WEBSITE OF GSIL I.E. WWW.GSPCGROUP.COM.
- IN CASE ANY SHAREHOLDER OF GSIL WISH TO HAVE THE NOTICE AND DOCUMENTS ATTACHED THEREWITH BY ANY SPECIFIC MODE THAN, HE/SHE HAS TO SEND A REQUISITION FOR THE SAME WELL IN ADVANCE SO AS TO MAKE IT PRACTICABLE FOR THE COMPANY TO PROVIDE THE DOCUMENTS THROUGH REQUISITE MODE.
- J. THE RESULTS DECLARED ALONG WITH THE SCRUTINIZER'S REPORT WILL BE HOSTED ON THE COMPANY'S WEBSITE AT WWW.GSPCGROUP.COM FOR INFORMATION OF THE SHAREHOLDERS OF GSIL AND OTHER INTERESTED PERSONS WITH THE SCHEME.
- K. THE ROUTE MAP SHOWING DIRECTION TO REACH THE VENUE IS ANNEXED.
- L. THE VOTING PERIOD FOR POSTAL BALLOT SHALL COMMENCE ON 12th FEBRUARY, 2019 AND END ON 13th MARCH, 2019
- M. IT IS CLARIFIED THAT CASTING OF VOTES BY POSTAL BALLOT DOES NOT DISENTITLE AN EQUITY SHAREHOLDER AS ON THE CUT-OFF

DATE OF 15TH SEPTEMBER, 2018 FROM ATTENDING THE MEETING BUT SHALL NOT BE ENTITLED TO CAST THE VOTE AGAIN. IT IS FURTHER CLARIFIED THAT THE PROXIES CAN ONLY VOTE ON POLL AT THE MEETING AND NOT THROUGH ANY OTHER MODE.

- N. DURING THE PERIOD BEGINNING 24 (TWENTY FOUR) HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, AN EQUITY SHAREHOLDER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN 3 (THREE) DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.
- O. THE NOTICE CONVENING THE AFORESAID MEETING WILL BE PUBLISHED THROUGH ADVERTISEMENT IN "FINANCIAL EXPRESS" AHMEDABAD EDITION (ENGLISH), AND "FINANCIAL EXPRESS" AHMEDABAD EDITION (GUJARATI), A VERNACULAR NEWSPAPER, IN THE STATE WHERE THE REGISTERED OFFICE OF THE COMPANY IS SITUATED.
- P. MEMBERS CAN OPT FOR ONLY ONE MODE OF VOTING I.E. EITHER THROUGH POSTAL BALLOT OR POLLING PAPER AT THE MCA CONVENED MEETING. IN CASE MEMBERS CAST THEIR VOTE BY MORE THAN ONE MEANS OF VOTING, THEN VOTING WILL BE COUNTED IN THE FOLLOWING SEQUENCE OF PRIORITY, NAMELY, (I) POSTAL BALLOT, AND (II) POLLING PAPER AT MCA CONVENED MEETING, AS MAY BE APPLICABLE.
- Q. IN CASE OF ANY GRIEVANCE, AN EQUITY SHAREHOLDER MAY CONTACT THE BELOW MENTIONED PERSON:

NAME OF THE CONTACT PERSON	: SANDIP SHAH
DESIGNATION	: COMPANY SECRETARY
EMAIL ID	: infoatgsil@gmail.com
PHONE NUMBER	: 079-26586636, 26579731

EMAIL ID AND CONTACT DETAILS OF SCRUTINIZER: - EMAIL scrutinizerspc@gmail.com AND PHONE NO. :- 079-23243088

- R. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ARE AS UNDER:-

VOTING THROUGH POSTAL BALLOT FORM

AN EQUITY SHAREHOLDER DESIRING TO EXERCISE VOTE BY POSTAL BALLOT SHALL COMPLETE THE ENCLOSED POSTAL BALLOT FORM WITH ASSENT (FOR) OR DISSENT (AGAINST) AND SEND IT TO THE SCRUTINIZER IN THE ENCLOSED SELF-ADDRESSED BUSINESS REPLY ENVELOPE. POSTAGE WILL BE BORNE AND PAID FOR BY THE COMPANY. HOWEVER, ENVELOPES CONTAINING POSTAL BALLOT, IF

SENT BY COURIER OR BY REGISTERED POST AT THE EXPENSE OF THE EQUITY SHAREHOLDER, WILL ALSO BE ACCEPTED. THE ENVELOPES MAY ALSO BE DEPOSITED PERSONALLY AT THE ADDRESS GIVEN THEREON. THE POSTAL BALLOT FORM, DULY COMPLETED AND SIGNED SHOULD BE RETURNED IN THE ENCLOSED SELF-ADDRESSED POSTAGE PREPAID BUSINESS REPLY ENVELOPE SO AS TO REACH THE SCRUTINIZER ON OR BEFORE ON OR BEFORE 5:00 P.M, WEDNESDAY, THE 13thMARCH, 2019. ANY POSTAL BALLOT FORM RECEIVED AFTER THIS SHALL BE TREATED AS IF THE REPLY FROM THE EQUITY SHAREHOLDER HAS NOT BEEN RECEIVED. THE COMPANY SHALL NOT BE RESPONSIBLE FOR THE LOSS OR DELAY ATTRIBUTABLE TO THE POSTAL DEPARTMENT OR FOR REASONS BEYOND THE CONTROL OF THE COMPANY. THE EQUITY SHAREHOLDERS ARE REQUESTED TO CAREFULLY READ THE INSTRUCTIONS PRINTED OVERLEAF THE POSTAL BALLOT FORM BEFORE EXERCISING THEIR VOTES.

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U64990GJ1988SGC010307

Name of the Company: Gujarat State Investment Limited

Registered Office: 6th Floor, H K House Ashram Road Ahmedabad – 380009, Gujarat.

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being member(s) of _____ equity shares of Gujarat State Investment Limited, hereby appoint,

1. Name : _____

Email ID: _____

Address : _____

Signature : _____ or falling him/ her;

2. Name : _____

Email ID: _____

Address : _____

Signature : _____ or falling him/ her;

3 Name : _____

Email ID: _____

Address : _____

Signature : _____

as my/ our proxy to attend and vote (on the poll) for me/ us and on my/ our behalf at the Ministry of Corporate Affairs, Government of India (MCA) convened Meeting of the Equity Shareholders of Gujarat State Investment Limited to be held on Friday, the 15th day of March, 2019 at 5.00 P.M. at Committee Room, Finance Department, 5th Floor, Block No. 4, New Sachivalaya, Gandhinagar, India, for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Arrangement among Gujarat State Petroleum Corporation Limited(GSPC) and Gujarat State Investment Limited(GSIL) and GSPC NCD Holders and at such Meeting and any adjournment or adjournments thereof and to vote, for me/us and in my/our name(s) (here, if for, insert 'FOR', or if against, insert 'AGAINST') the said Scheme of Arrangement as my/our proxy.

Signed this day of _____, 201_____

S.no	Resolution	For	Against
1	To approve the Scheme of Arrangement among Gujarat State Petroleum Corporation Limited(GSPC) and Gujarat State Investment Limited (GSIL) and GSPC NCD Holders.		

Signature of Shareholder(s).....

Signature of Proxy Holder(s).....

Affix Revenue Stamp

Notes:

1. The form of Proxy must be deposited at the registered office of Gujarat State Investment Limited at 6th Floor, H K House Ashram Road Ahmedabad – 380009, Gujarat not later than 48 (Forty Eight) hours before the scheduled time of the commencement of the said Meeting.
2. If you are a body corporate, as the Shareholder, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorised officer of such Body Corporate should be lodged with the Company at its registered office not later the 48 (Forty Eight) hours before the Meeting.
3. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A Member holding more than 10% of the total

share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

4. All alterations made in the form of proxy should be initialled.
5. Please affix appropriate revenue stamp before putting signatures.
6. In case of multiple proxies, the proxy later in time shall be accepted.
7. Proxy need not be Shareholder of Gujarat State Investment Limited.
8. No person shall be appointed as Proxy who is a minor

ATTENDANCE SLIP

GUJARAT STATE INVESTMENT LIMITED

CIN: U64990GJ1988SGC010307

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Folio No.	
No. Of shares held	

NAME AND ADDRESS OF SHAREHOLDER

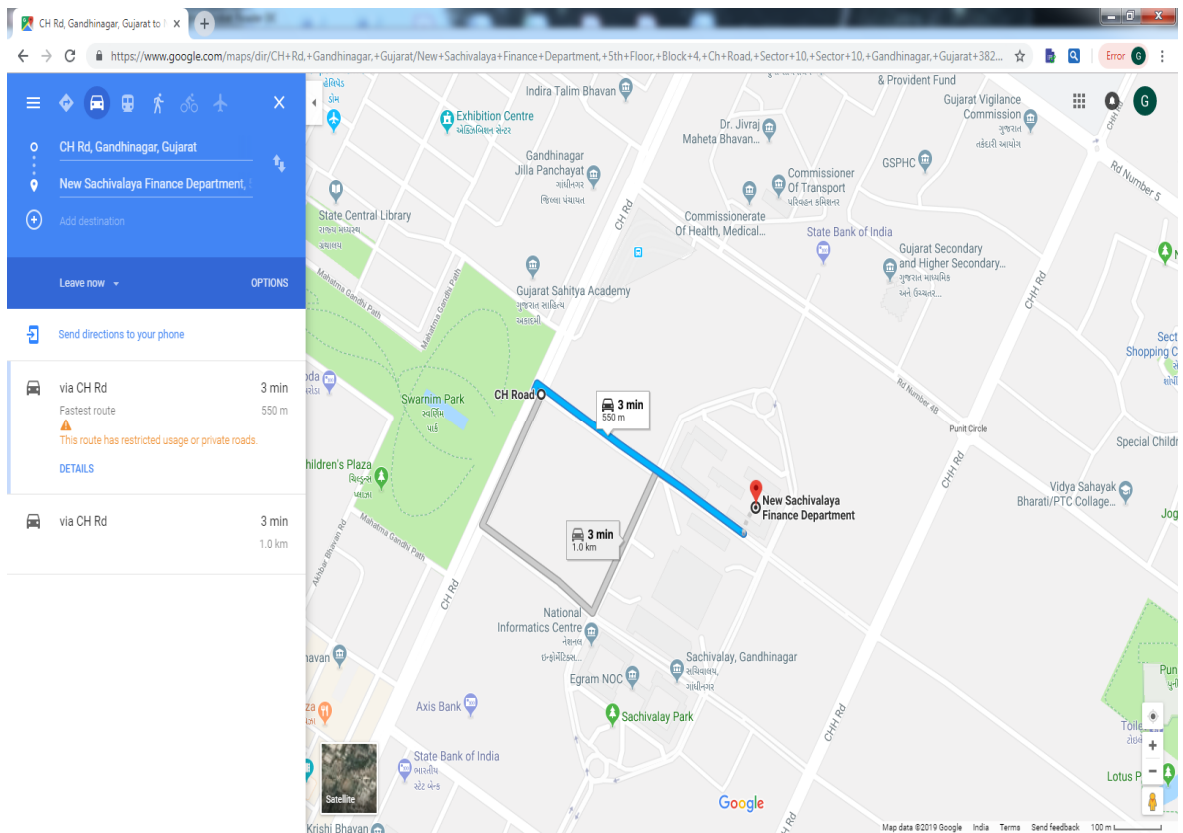
I hereby record my presence at the Meeting of the Equity Shareholders of the Company held on Friday, the 15th day of March, 2019 at 5.00 P.M. at Committee Room, Finance Department, 5th Floor, Block No. 4, New Sachivalaya, Gandhinagar, India,

Signature of the Shareholder or Proxy

GUJARAT STATE INVESTMENT LIMITED
CIN: U64990GJ1988SGC010307

ROUTE MAP FOR THE VENUE OF THE MEETING OF SHAREHOLDERS OF GUJARAT STATE INVESTMENT LIMITED TO BE HELD ONFRIDAY, THE 15TH DAY OF MARCH, 2019 AT 5.00 P.M. AT COMMITTEE ROOM, FINANCE DEPARTMENT, 5TH FLOOR, BLOCK NO. 4, NEW SACHIVALAYA, GANDHINAGAR, INDIA.

Prominent land mark – Opp. SwarnimSankul- 1, New Sachivalaya, Gandhinagar



GUJARAT STATE INVESTMENT LIMITED

CIN: U64990GJ1988SGC010307

Regd. Office :6th Floor, HK House, Ashram Road, Ahmedabad-380009, Gujarat.

Phone No: 079-26586636, 26579731 Email : infoatgsil@gmail.com

POSTAL BALLOT FORM

Registered Folio No./ DP ID No.:

Client ID No.:

Name of the Shareholder
(in block letters)
(including joint holders, if any)

Registered Address of the :
Sole/First named Shareholder/
Beneficial Shareholder

I/We hereby exercise my/our vote through Postal Ballot in respect of the Resolution to be passed at the Meeting convened by order dated 5th February, 2019 passed by the Ministry of Corporate Affairs, Government of India, New Delhi (MCA) for the business stated in the Notice dated 8th February, 2018 of the Company by conveying/ sending my/our assent or dissent to the said Resolution by placing tick (√) mark at the appropriate box below:

Description of the Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Approval of the Scheme of Arrangement among Gujarat State Petroleum Corporation Limited(GSPC) and Gujarat State Investment Limited (GSIL) and GSPC NCD Holders.			

Date:

Place:

(Signature of Shareholder)

Notes:

- 1) Please read the instructions carefully printed overleaf before exercising the vote and return this form to the scrutinizer.
- 2) Each equity share of the Company carries one vote.
- 3) Last date for receipt of Postal Ballot Form by the Scrutinizer: 13th March, 2019 upto 5:00 PM.

INSTRUCTIONS

1. Equity Shareholders desiring to exercise vote by postal ballot, may complete this Postal Ballot Form and send it to the scrutinizer appointed by the MCA (“Scrutinizer”) in the attached postage pre-paid self addressed envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, sent by courier or registered post at the expense of the Equity Shareholder will also be accepted.
2. The Postal Ballot Form should be completed and signed by the Equity Shareholder. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. In case the Postal Ballot Form is sent separately by the first Shareholder and the joint Shareholder(s), the vote of the first Shareholder would be valid.
3. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, Postal Ballot Form will be rejected. The Scrutiniser’s decision on the validity of the Postal Ballot Form shall be final and binding.
4. Duly completed Postal Ballot Form should reach the scrutinizer not later than 5.00 P.M. Wednesday, the 13th March, 2019. Any Postal Ballot Form received after this date, will be strictly treated as if reply from such Shareholder has not been received.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders as on the cut-off date i.e. 15th September, 2018.
6. Equity Shareholders are requested not to send any other paper along with the Postal Ballot Form as any extraneous paper found in such envelope would be destroyed by the scrutinizer and the Company would not be able to act on the same.
7. The Postal Ballot shall not be exercised by a Proxy.
8. In case the equity 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 letter.
9. There will be only one Postal Ballot form for every Folio/Client id.
10. Votes will be considered invalid on the following grounds:
 - if the member’s signature does not tally.
 - if the member has marked all his shares both in favor and also against the respective resolution.
 - if the Postal Ballot Form is unsigned.
 - 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 member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if any other form or photocopy of the Postal Ballot Form is used.
11. Members can also download the Postal Ballot Form from the Company’s website: www.gspcgroup.com or seek duplicate Postal Ballot Form from the Company. However,

the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction above.

12. A Shareholder can opt for only one mode of voting i.e. either through Postal Ballot or polling paper at the MCA convened Meeting. In case Equity Shareholder cast his/her vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Postal Ballot, and (ii) Polling Paper at MCA Convened Meeting, as may be applicable.
13. Scrutinizer's decision on the validity of the Postal Ballot shall be final.