

# PREMIUM MERCHANTS LIMITED

**Corporate Identification Number (CIN):** L51909DL1985PLC021077  
**Registered Office:** 3<sup>rd</sup> Floor, Omaxe Square, Plot No.14, Jasola District Centre, Jasola,  
New Delhi-110025, Delhi, India;  
**Tel. No.:** +91 11 6111 9371 / +91 11 6111 9661;  
**Email id:** premiummerchants123@gmail.com; **Website:** www.pmltd.in

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## POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110(1)(a) of the Companies Act, 2013, read with Rule 20 and Rule 22(1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Shareholder(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting the postal ballot through remote e-voting vide, General Circulars bearing Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 05, 2022, and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution appended below for Voluntary Delisting of Equity Shares of Premium Merchants Limited (the "Company") is proposed for approval of the Shareholders of the Company through Postal Ballot / remote e-voting process ("E-voting"). Communication of assent or dissent of the Members would take place through the E-voting system or a valid Postal Ballot Form. Further, the explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided E-voting facility to its Members whose names appear in the records of NSDL and/or CDSL as on Cut Off Date i.e., 6<sup>th</sup> May, 2024 and for the Shareholders holding shares in physical form by submitting physical Postal Ballot Forms to the Scrutinizer.

Pursuant to Rule 22(5) of the Rules, the Company has appointed M/s Vishal Arora & Associates, Company Secretary in practice (Membership No FCS - 5958 /COP - 5992), as the scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process which shall include E-voting and Postal Ballot Forms, in a fair and transparent manner.



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The Postal Ballot Notice is being sent to all shareholder(s) whose name appear in the Register of member/List of Beneficial Owners as received from the Company/ Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants ("DP") as on Cut-off Date to the e-mail Ids registered with their DP in case of electronic shareholding; and in case of shareholders whose e-mail ID is not registered, physical copy of Notice of Postal Ballot, explanatory statement and Postal Ballot Form along with pre-paid postal envelopes are being sent by permitted mode. The instructions for e-voting are appended to the Notice. Members are requested to follow the procedure as stated under the instructions for casting of votes through Postal Ballot Forms which is enclosed.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as its agency for providing e-voting facility to its members.

The voting through e-voting and postal ballot commences on **Friday, 10<sup>th</sup> May 2024** at 9.00 a.m. IST and ends on **Saturday, 8<sup>th</sup> June 2024** at 5.00 p.m. IST (both days inclusive). Once the vote is casted by the shareholder, the shareholder shall not be allowed to change it subsequently. The Scrutinizer after receipt of valid Postal Ballot Forms as on the last date specified herein and on the conclusion of E-voting shall unblock the votes cast through E-voting and after completion of scrutiny of votes, the Scrutiniser will submit his report to the Chairman of the Company, or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-voting process and/or receipt of valid Postal Ballot Forms) along with the Scrutiniser Report will be announced on or before **Tuesday, 11<sup>th</sup> June 2024**. The result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.pmltd.in](http://www.pmltd.in) as well as on the website of NSDL. The Company shall simultaneously forward the results to MSE, where the Equity Shares of the Company are listed. The resolution, if approved by the requisite majority and in accordance with Regulation 11 of Delisting Regulations shall be deemed to be passed on **Saturday, 8<sup>th</sup> June 2024** i.e., the last date specified for receipt of votes through the e-voting process and submission of Postal Ballot Forms.



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## SPECIAL BUSINESS:

**Approval for Voluntary Delisting of the Equity Shares of the Company from the Metropolitan Stock Exchange of India Limited ("MSE"), where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to and in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021 and as amended from time to time ("**Delisting Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreement entered with Metropolitan Stock Exchange of India Limited ("**MSE**") (hereinafter referred as "**Stock Exchange**") where the Equity Shares of the Company ("**Equity Shares**") are presently listed and subject to such approvals, permissions and sanctions, as may be required and necessary for the Company and for K K Modi Investment And Financial Services Private Limited ("**Promoter**" or "**Acquirer**") of Premium Merchants Limited, ("**Company**"), which has pursuant to Initial Public Announcement dated April 19, 2024 ("**IPA**") expressed its intention to acquire 2,78,000 Equity Shares representing 27.86% of paid-up capital of the Company that are presently held by the Company's public shareholders as defined Delisting Regulations ("**Public Shareholders**"); and consequently voluntarily delist the Equity Shares from the recognized stock exchange where the Equity Shares are presently listed i.e. MSE, in accordance with the Delisting Regulations; and the approval of the Board of Directors of the Company accorded in its meeting held on **Saturday, 4<sup>th</sup> May 2024** for the voluntary delisting of the Equity Shares of the Company from the Stock Exchange, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, Listing Regulations as amended from time to time and receipt of the necessary approval from the Stock Exchange, and such other approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from the Stock Exchange pursuant to the proposed acquisition by the Acquirer, of 2,78,000 Equity Shares listed on Stock Exchange and held by the Public Shareholders of the Company in accordance with the provisions of the Delisting Regulations ("**Delisting Proposal**");

**RESOLVED FURTHER THAT** the Board of Directors of the Company ("**the Board**"), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds,



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matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking its In-principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit;

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** any Director or the Company Secretary & Compliance Officer of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

**By Order of the Board of Directors**

**For Premium Merchants Limited**

*Jyoti Bharti*

**Jyoti Bharti**  
**Company Secretary & Compliance Officer**



**Date:** 04.05.2024

**Place:** New Delhi

**Registered Office:** 3rd Floor, Omaxe Square, Plot No.14, Jasola District Centre, Jasola, New Delhi, Delhi- 110 025

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## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, SS-2 and Regulation 17(11) of the Listing Regulations, as amended pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto.

2. The Notice is being sent in electronic form to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners, as received from National Securities Depositories Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Monday, 6<sup>th</sup> May 2024 ("Cut-off Date")** and in case of shareholders whose e-mail IDs are not registered or shareholders holding shares in physical form, physical copy of Notice of Postal Ballot, explanatory statement and Postal Ballot Forms along with pre-paid postal envelopes are being sent by permitted mode.

If any member whose e-mail address is not registered with the Company or Depositories or RTA wants to participate in the E voting Process then, the member is requested to refer the procedure provided in the Notes forming part of this Notice to register their e-mail address and for procuring User Id and Password for e-voting on the resolutions set out in this notice.

3. The period for voting through physical Postal Ballot Form and e-voting shall commence on **Friday, 10<sup>th</sup> May 2024** at 9.00 a.m. IST and ends on **Saturday, 8<sup>th</sup> June 2024** at 5.00 p.m. IST.

During this period, Members of the Company holding shares electronic form as on Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The shareholders opting to vote through physical Postal Ballot Forms are requested to carefully read the instructions printed overleaf the Postal Ballot Forms and return the same duly completed in all respects in the enclosed self-addressed, postage prepaid reply envelope so as to reach the Scrutinizer on or before 5:00 P.M. on Saturday, 8<sup>th</sup> June 2024. The Postal Ballot Forms received after close of working hours (5.00 pm IST), on Saturday, 8<sup>th</sup> June 2024 will not be considered.

4. This Notice has been placed on the Company's website at [www.pmltd.in](http://www.pmltd.in), NSDL e-voting website: <https://www.evoting.nsdl.com> and on the website of Stock Exchange i.e., <https://www.msei.in/>.

5. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the said Cut-Off Date. Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes or send Postal Ballot Form. A person who is not a Member as on the Cut-Off Date should treat this notice for information purpose only.



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6. The Company has appointed, M/s Vishal Arora & Associates, Company Secretary in practice (Membership No FCS - 5958/COP - 5992) as scrutinizer (“Scrutinizer”) for conducting the postal ballot in a fair and transparent manner. The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through e-voting and receipt of valid Postal Ballot Form and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of complete Postal Ballot process will be announced within two working days of the conclusion of the voting electronically and through physical Postal Ballot Form i.e. on or before **Tuesday, 11<sup>th</sup> June 2024**. The result and the Scrutinizer’s Report shall be placed on the Company’s website [www.pmltd.in](http://www.pmltd.in) immediately after the result is declared, and the same shall be communicated to the MSE, where the Equity Shares of the Company are listed.

7. The Resolution, if passed by the requisite majority through postal ballot (which shall also include the results of e-voting), will be deemed to have been passed on the last date specified for voting i.e. Saturday, 8th June 2024.

8. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection electronically on all working days, except Saturdays, Sundays and public holidays till Saturday, 8th June 2024. Members seeking to inspect can send an e-mail to Company at [premiummerchants123@gmail.com](mailto:premiummerchants123@gmail.com).

## **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

The procedure with respect to Remote e-voting is provided below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders                          | Login Method   |
|---|--|
| Individual Shareholders holding securities in | 1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” |

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demat mode with  
NSDL.

which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my casi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will

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|  |   |
|--|---|
|  | be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.  |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioncd website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |



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## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.



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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vishhal@legumamicuss.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

## Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to premiummerchants123@gmail.com and investor@masserv.com.



# PREMIUM MERCHANTS LIMITED

**Corporate Identification Number (CIN):** L51909DL1985PLC021077  
**Registered Office:** 3<sup>rd</sup> Floor, Omaxe Square, Plot No.14, Jasola District Centre, Jasola,  
New Delhi-110025, Delhi, India;  
**Tel. No.:** +91 11 6111 9371 / +91 11 6111 9661;  
**Email id:** premiummerchants123@gmail.com; **Website:** www.pmltd.in

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [premiummerchants123@gmail.com](mailto:premiummerchants123@gmail.com) and [investor@masserv.com](mailto:investor@masserv.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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## Explanatory Statement pursuant to Sections 102 & 110 of the Companies Act, 2013 and Regulation 17 (11) of the Listing Regulations:

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Approval for Voluntary Delisting of the Equity Shares of the Company from the Metropolitan Stock Exchange of India Limited ("MSE"), where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:

1. As on date of this Postal Ballot Notice, the Equity Shares of Premium Merchants Limited ("Company"), are listed on the Metropolitan Stock Exchange of India Limited ("MSE") (hereinafter referred as "Stock Exchange").
2. On April 19, 2024, the Board of Directors of the Company have received an Initial Public Announcement dated April 19, 2024 ("IPA") made by Saffron Capital Advisors Private Limited ("Manager to the Delisting Offer"), made on behalf of K K Modi Investment And Financial Services Private Limited ("Promoter" or "Acquirer") to acquire all fully paid-up Equity Shares of Rs. 10/- each of the Company ("Equity Shares") that are held by the Company's public shareholders as defined under the Delisting Regulations as amended from time to time ("Public Shareholders"); and consequently voluntarily delist the Equity Shares from the recognized stock exchange where the Equity Shares are listed presently i.e. MSE, in accordance with the Delisting Regulations (the "Delisting Proposal").
3. As on the date of the IPA, the Company has 9,98,000 (Nine Lakh Ninety Eight Thousand) fully paid up Equity Shares out of which 7,20,000 (Seven Lakh Twenty Thousand) Equity Shares representing 72.14% of the paid-up equity share capital of the Company are held by Acquirer.
4. As per the IPA, the rationale for the Delisting Proposal is as follows:
  - a) The main objective of the Delisting Proposal is to obtain full ownership of the Company by the Promoter which will in turn provide increased financial flexibility to support the Company's business and financial needs, including but not limited to exploring new financing structures including financial support from the Promoter;
  - b) The Delisting Proposal will provide the Public Shareholders an opportunity to realize immediate and certain value for their Equity Shares at a time of elevated market volatility; and



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- c) The Delisting Proposal will help in cost savings and allow the management to dedicate more time and focus on the Company's business as reduction in time and requirement of resources dedicated to listing compliances; The Delisting Proposal will result in reduction of the on-going substantial compliance costs which includes the costs associated with listing of Equity Shares such as annual listing fees and fees payable to share transfer agents or such other expenses required to be incurred as per the applicable securities law.
5. The acquisition by the Acquirer of all Equity Shares held by the Public Shareholders shall be conditional upon the following:
- (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it;
  - (ii) the Acquirer accepting the Discovered Price or providing a counter - offer, in accordance with the Delisting Regulations;
  - (iii) the number of Equity Shares validly tendered in the Delisting Proposal is sufficient enough to result in the Delisting Proposal being successful as per the Delisting Regulations;
  - (iv) the Acquirer/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchange, as may be required under applicable laws including the Delisting Regulations;
  - (v) receipt of the approvals of relevant third parties, including any lenders, as may be applicable; and
  - (vi) such other terms and conditions as may be set out in the public announcement or the letter of offer to be dispatched to Public Shareholders in accordance with delisting regulations.
6. M/s. Pooja Sawarkar & Associates, Peer Review Company Secretary firm ("**Peer Review Company Secretary**") was appointed by Board to carry out due diligence in accordance with the Regulation 10(2) and other applicable provisions of the Delisting Regulations.

Further, the Board, in its meeting held on Saturday, 4<sup>th</sup> May 2024, took on record the due diligence report dated 4<sup>th</sup> May, 2024 ("**Due Diligence Report**") and Reconciliation of Share Capital Audit Report 4<sup>th</sup> May, 2024 ("**Audit Report**") prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board was submitted by the Peer Review Company Secretary. Based on the information available with



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- the Company and after taking on record the Due Diligence Report and Audit Report, the Board, in accordance with Regulation 10(4) of the Delisting Regulations, certified that:
- i. The Company is in compliance with the applicable provisions of securities laws;
  - ii. Acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report including compliance with Regulation 4(5) of the Delisting Regulations; and
  - iii. The Delisting Proposal is in the interest of the shareholders of the Company.
7. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10 of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals.
8. In this regard the Board noted and took on record during the Board meeting held on 4<sup>th</sup> May, 2024, the letter dated 4<sup>th</sup> May, 2024, received from the Acquirer for the floor price. Acquirer has submitted a copy of the certificate provided by Kalyanam Bhaskar, (IBBI Registration No. IBBI/RV/06/2020/12959), Registered Valuer, which set out the floor price of the Delisting Proposal ("Floor Price") to be Rs. 460 /- (Rupees Four Hundred and sixty only) per Equity Share, determined in accordance with Regulation 20(2) of Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations"), as amended from time to time. Further, the "Reference Date" with respect to the proposed delisting is 4<sup>th</sup> May 2024 i.e. the date of Board Meeting in which the proposal for delisting was considered.
9. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building ("RBB") process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoter shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
10. The discovered price will be determined through the reverse book building process specified in Schedule II of the Delisting Regulations, after fixation of the 'Floor Price' which



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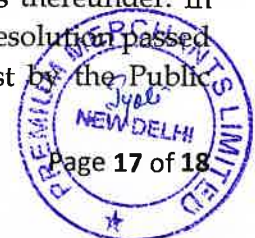
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will be determined in terms of Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the SAST Regulations.

11. In terms of the Delisting Regulations, the discovered price will be determined as the price at which shares are accepted through eligible bids, that takes the shareholding of the members of the Acquirer to 90% of the total issued equity shares excluding the shares which are held by following:
  - a. shares held by custodian(s) against which depository receipts have been issued overseas;
  - b. shares held by a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and
  - c. shares held by inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of sub-regulation (4) of regulation 39 read with Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
12. The exit offer price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations ("**Discovered Price**"). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse book building process will take the shareholding of the Acquirer to 90% of the issued Equity Shares. Further it is pertinent to note that the Delisting Regulations recognize the concept of 'Indicative Price', which is the price offered by the acquirer to the public shareholders, which is higher than the floor price, the Promoter Acquirer is bound to complete the delisting offer at the indicative price, even if the discovered price as per the reverse book building process is lower than the indicative price.
13. However, the Acquirer has the sole discretion to accept or reject the Discovered Price or provide a counter-offer to the Public Shareholders in accordance with the provisions of Regulation 22 of Delisting Regulations. The Acquirer shall be bound to accept the Equity Shares tendered or offered in the Delisting offer, if the discovered price determined through reverse book building process is equal to the floor price or the indicative price.
14. In terms of regulation 11(2) of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public



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Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.

15. In the event that this special resolution is passed by the members as set out above, subject to receipt of In-principle approval of the Stock Exchange and other applicable statutory approval as may be deemed necessary from time to time, a Detailed Public Announcement ("DPA") of the Delisting Proposal will be made by the Acquirer in accordance with Regulation 15 of the Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
16. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution.
17. The present Promoter of the Company are concerned and interested in the above mentioned resolution, except as mentioned herein above, none of other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding interest, if any in the Company.

By Order of the Board of Directors

For Premium Merchants Limited

*Jyoti Bharti*

**Jyoti Bharti**  
**Company Secretary & Compliance Officer**



**Date:** 04.05.2024

**Place:** New Delhi

**Registered Office:** 3rd Floor, Omaxe Square, Plot No.14, Jasola District Centre, Jasola, New Delhi, Delhi - 110 025

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## Form No. MGT-12

### Polling Paper

[Pursuant to section 109(5) & 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014/

### POSTAL BALLOT FORM

| Sr. no. | Particulars   | Detail        |
|---------|---|---------------|
| 1.      | Name and Address of the Sole/First Shareholder  |               |
| 2.      | Joint Name if any   |               |
| 3.      | Registered Folio No./*Client Id no. (*Applicable to investors holding shares in demat mode) |               |
| 4.      | Class & Number of shares held   | Equity Shares |

I/We hereby exercise my/our vote in respect of Special Resolution stated in the Postal Ballot Notice dated May 4<sup>th</sup> 2024 by recording my assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

| Sr. no. | Resolution  | No of Shares held by me | I assent to the resolution (FOR) | I dissent from the resolution (AGAINST) |
|---------|---|-------------------------|----------------------------------|---|
| 1.      | Approval for Voluntary Delisting of the Equity Shares of the Company from the Metropolitan Stock Exchange of India Limited ("MSE"), where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 |                         |                                  |   |

Place:-

Date: -

(Signature of Shareholder)

#### User detail for electronic voting

| EVSN | USERID | PASSWORD |
|------|--------|----------|
|      |        |          |

### **Instructions For Voting Through Postal Ballot Form**

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the shareholders in respect of the resolutions contained in the Notice of Postal Ballot dated 4<sup>th</sup> May 2024 is being sought through postal ballot process. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. 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 physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

1. A member/beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or in person at the expense of the registered member/ beneficial owner 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. Unsigned, incomplete, or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members.
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 6<sup>th</sup> May, 2024 (cut-off date).
6. The right to vote by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrar and Share transfer agent of the Company i.e. MAS Services Limited (“**RTA**”). Members are requested to keep the same updated.
8. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
9. Duly completed postal ballot form should reach the Scrutinizer not later than close of business hours by 5.00 p.m. on 8<sup>th</sup> June, 2024. All postal ballot forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
10. Instructions for e-voting procedure are available in the Postal Ballot Notice. Please follow the steps for e-voting procedure as given in the Notice or as available on the website of Depositories.
11. Members/ beneficial owners are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope, other than the resolution/authority mentioned above, as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be considered and would be destroyed by the Scrutinizer. Members/beneficial owners are also requested not to write anything on the postal ballot form except giving their assent or dissent and affixing their signatures.
12. In case a member is desirous of printed postal ballot form or a duplicate thereof, he or she may send an email to the Company at [premiummerchants123@gmail.com](mailto:premiummerchants123@gmail.com) or write to RTA of the Company at [investor@masserv.com](mailto:investor@masserv.com). The RTA/Company shall forward the same along with the business reply to the member. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in Point No. 9 above.
13. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
14. The date of declaration of the results of ballot shall be taken to be the date of passing of the resolution.
15. The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on or before June 11<sup>th</sup> 2024.

### **Instructions For Voting in Electronic Form**

The Company is pleased to offer an e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure on e-voting is enumerated in the Notes to the Postal Ballot Notice.

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