



## MUNOTH FINANCIAL SERVICES LIMITED

CIN NO: L65991TN1990PLC019836

Regd. Office : Suite No.46 & 47, Munoth Centre, 343, Triplicane High Road,  
3rd Floor, Chennai - 600 005.

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### POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act 2013 (the Act) 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 resolution appended below is proposed to be passed as Special Resolution by way of postal ballot/e-voting. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts pertaining to the resolution concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the Form) for consideration.

The Board of Directors of the Company has appointed Mr. N. Selvam, Practicing Company Secretary as scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner.

Members desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed business reply envelope, so as to reach the Scrutinizer not later than the close of working hours, i.e. not later than 05:00 P.M. on September 21, 2016. The Ballot Form received after the said date will be treated as not received as per Rule 22 (12) of the Companies (Management and Administration) Rules, 2014.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The result of postal ballot/e-voting shall be declared and notified by the Chairman or any other Director authorised by him in his behalf on or before 5.00 p.m. on September 23, 2016 at the Registered Office of the Company at 343, Triplicane High Road, Triplicane, Chennai - 600005. The results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where shares of the Company are listed, published in newspapers and displayed along with Scrutinizer's report on the website of Company at www.munothfinancial.com and CDSL at www.cdslindia.com.

The date of declaration of the result shall be deemed to be the date of passing of the resolution.

### PROPOSED RESOLUTION

1. **ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION WITH RESPECT TO SHARE CAPITAL CLAUSE OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 14, 61 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in

force), and the rules framed there under, the consent of the Shareholders of the Company be and is hereby accorded, to alter the existing Authorised Share Capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/-(Rupees Ten Only) each to Rs.10,00,00,000/- (Rupees Ten Crore only) divided into 85,00,000(Eighty Five Lakh) Equity Shares of Rs.10 (Rupees Ten only) and 6% 15,00,000 (Fifteen Lakh) non convertible, non cumulative and redeemable Preference Shares of Rs.10/- (Rupees Ten only) each, **by cancelling** 15,00,000 equity shares of Rs.10/- each **and re-issuing the same** as 6% 15,00,000 non convertible, non cumulative and redeemable Preference Shares of Rs.10/-each. “

**“RESOLVED FURTHER THAT** the Articles of Association of the Company be altered in the following manner i.e. existing Clause 15 of the Articles of Association be deleted and the same be substituted with the following new clause as Clause 15 “15. Subject to the provisions of these articles, the company may time to time by special resolution reduce or increase its share capital for the time being and to divide, classify or reclassify the shares in the capital for the time being into several classes with rights, privileges or conditions as may for the time being be permitted by these Articles or the legislative provisions for the time being in force in that behalf, increase or reduce the Capital Redemption reserve account and share premium account in any manner and subject to any incident, authority and consent required by law.

The Company may issue preference shares, which shall, or at the option of the company shall be liable to be redeemed.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V, :

“The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees ten crores only) divided in to 85,00,000 (Eighty Five Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each and 6% 15,00,000 (Fifteen Lakh) non convertible, non cumulative and redeemable Preference Shares of Rs.10/- (Rupees Ten only) each, with the powers to the company to increase or reduce all or part of the share capital and to alter, convert, classify, divide or sub-divided and consolidate the same, with powers to attach thereto such rights as preferential or otherwise as may be determined from time to time, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary modify or abrogate any such rights, privileges or conditions.”

**“RESOLVED FURTHER THAT** all the Directors/ Company Secretary of the Company be and are severally authorized to sign and submit all necessary e-forms with the Registrar of Companies (Chennai) and do all such acts, deeds and things as may be necessary to give effect to the above resolution. “

## **2. Approval for Issue and offer of Redeemable Cumulative Non-Convertible Preference shares on Private Placement**

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

**“RESOLVED THAT** pursuant to the provisions of section 42, 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies(Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force)the Articles of Association of the Company, and such other laws and regulations, the consent of the shareholders of the Company be and is hereby accorded to make offers (s), invitations(s) for 6% 15,00,000 non convertible, non cumulative and redeemable preference shares on Preferential basis through Private Placement of Rs. 10/- each in one or more tranches to the Promoters /Directors including the rate of interest and / or other terms thereof etc. within the existing Authorised

Share Capital as in the Capital Clause of Memorandum of Association, as may be approved by the Members from time to time.

**“RESOLVED FURTHER THAT** Pursuant to the provisions of Section 43 of the Act, the Cumulative redeemable preference shares shall:

- (a) Carry a preferential right with respect to payment of dividend and repayment, in the case of a winding up or repayment of capital vis –a – vis equity shares.
- (b) be non-participating in the surplus funds;
- (c) be non-participating in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- (d) be paid dividend on a cumulative basis;
- (e) be non- convertible into equity shares of the Company.
- (f) will not carry voting rights as per the provisions of Section 47(2) of the Act;
- (g) Shall be redeemed on or before 6 years from the date of allotment.”

**“RESOLVED FURTHER THAT** all the Directors/ Company Secretary of the Company be and are severally authorized to sign and submit all necessary e-forms with the Registrar of Companies (Chennai) and do all such acts, deeds and things as may be necessary to give effect to the above resolution. “

3. **Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (**“the Act”**), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under **Clause III (C) – “Other Objects** with **Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects”** and consequently changing the object numbering as may be appropriate;

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the **Clause III (A) and III (B)** of the Memorandum of Association of the Company, be renamed as under: **Clause III (A) – “The objects to be pursued by the Company on its incorporation are: Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are”**:

**RESOLVED FURTHER THAT** any one of the Directors of the Company, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

4. **Adoption of Articles of Association as per the provisions of the Companies Act, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Companies (Incorporation) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association of the Company, as available for inspection in the registered office of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By order of the Board  
for **MUNOTH FINANCIAL SERVICES LIMITED**

Date : May 30, 2016  
Place : Chennai

**LALCHAND MUNOTH**  
**CHAIRMAN**

## Explanatory Statement Annexed To The Notice For General Meeting Of The Company Pursuant To Section 102 Of The Companies Act, 2013:

**ITEM NO. 1** The present Authorised Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only ) equity shares of Rs. 10/- (Rupees Ten only) each. In order to augment the capitalbase of the company , it is considered necessary to alter the Authorised Share Capital of the Company and the proposed alteration in Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon the alteration in Authorised Share Capital, the Memorandum of Association and Articles of Association of the Company will require alteration so as to reflect the altered Authorised Share Capital. The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval. None of the Directors, Key Managerial Person(s) of the Company including their relatives except to the Directors to whom preference shares are issued are, in any way, concerned or deemed to be interested in the proposed Resolutions

**ITEM NO 2:** The proposed Special Resolution is an enabling Resolution authorizing the Board of Directors to raise resources by the issue of 6% 15,00,000 cumulative redeemable preference shares to be issued of face value of Rs.10 /- each.

The Preference Shares may be issued to Promoters/ Directors on private placement basis. The Board shall also be authorized to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation and agreement with the subscribers/ holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

The Preference Shares shall rank in priority to Equity Shares for repayment of Capital and payment of Dividend. The Preference Shares shall be transferred in the same manner as Equity shares. The Preference Shares shall be redeemed in accordance to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. However, the final terms and conditions of the issue of Preference Shares shall be determined by the Board and may be different for different tranches and / or series of Preference Shares.

Pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 (the Act ) read with Rule 14 of the Companies (Prospectus and Allotment of Securities)Rules, 2014, a company shall not make a private placement of its securities unless the proposal offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations

The consent of the Members is sought to authorize the Board to issue Preference Shares as aforesaid. The Board of Directors of the Company recommends the Resolution for the approval of the Members, in the best interest of the Company.

For the purpose of Sub- Rule 3 of Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 the complete material facts concerned with and relevant to the issue of preference shares are stated below:

- (a) 6% 15,00,000 preference shares at a nominal value of Rs.10/- each amounting to Rs.1,50,00,000/-(Rupees one crore fifty Lakhs only).
- (b) The shares shall **be cumulative, non participating and non-convertible.**
- (c) Objectives of the issue is to augment the capital base of the company
- (d) The shares will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Rules made there under.
- (e) The shares will be issued at Rs. 10/- per share
- (f) The price of the issued share is at par value.
- (g) The rate of dividend shall be 6%.
- (h) The shares shall be redeemed at par/ premium in accordance with Section 55 of the Act Shall be redeemed on or before 6 years from the date of allotment
- (i) The redemption will happen out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption.

(j) The current shareholding pattern of the company is as under:

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of Preference Shares held	% of Shareholding	No. of Preference Shares Held	% of Shareholding
A	Promoter' Holding				
	1. Indian:				
	Individual	0	0	15,00,000	100%
	Bodies Corporate	0	0	0	0
	Sub-Total	0	0	15,00,000	100%
	2. Foreign Promoters	0	0	0	0
	Sub-Total (A)	0	0	15,00,000	100%
B	Non-Promoters' Holding:				
	1. Institutional Investor	0	0	0	0
	2. Non-Institutional:				
	Private Corporate Bodies	0	0	0	0
	Indian Public	0	0	0	0
	Others (Including NRIs)	0	0	0	0
	Sub-Total (B)	0	0	0	0
	Total	0	0	15,00,000	100%

Company's Equity Shareholding Pattern as on March 31, 2016 is as follows:

Sr. No.	Category	No of equity shares	Percentage
A	Promoter' Holding		
	1. Indian:		
	Individual	32,59,900	63.48
	Bodies Corporate	1,02,700	2.00
	Sub-Total	33,62,600	65.48
	2. Foreign Promoters	0	0
	Sub-Total (A)	33,62,600	65.48
B	Non-Promoters' Holding:		
	1 FII	2,25,000	4.38
	2: Non-Institutional:		
	Bodies corporate	13,21,822	25.74
	3 Indian Public	2,23,424	4.35
	4 Others (Including NRIs)	2,454	0.05
	Sub-Total	17,72,700	34.52
	Total	51,35,300	100.00

(k) The expected dilution in equity share capital is NIL as the shares are non-convertible. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

The Board of Directors commend passing of the resolution set out herein above in the ITEM 2 of the Notice of the meeting. None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution, except the Directors to whom securities are proposed to be issued.

### ITEM NO 3

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under **Clause III (C) –” Other Objects** with **Clause III (B) –” Objects Incidental or Ancillary to the attainment of the Main Objects** and also to rename the **Clause III (A) and III (B)** of the Object Cause. The Board at its meeting held on May 30, 2016 has approved alteration of the MOA of the Company and the Board now seek Members approval for the same. None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution Resolution except to the extent of their shareholding, if any, in the Company.

### ITEM NO 4

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”). However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table „F of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members. The proposed new draft AOA is being uploaded on the Companys website for perusal by the Members. Further, a copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till 21/09/2016. None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By order of the Board  
for **MUNOTH FINANCIAL SERVICES LIMITED**

Date : May 30, 2016  
Place : Chennai

**LALCHAND MUNOTH**  
**CHAIRMAN**

### NOTES:

1. The relevant explanatory statement in accordance with Section 102(1) of Act setting out the material facts in respect of the Businesses is enclosed to the notice.
2. The documents relating to above businesses are available for inspection from 11.00 a.m. to 5.00 p.m. on all working days, except Saturdays and Sundays and public holidays at the Registered Office of the Company till 21/09/2016.
3. Electronic copy of the notice is being sent to all the shareholders whose email IDs are registered with the Company/ Depository Participants(s) unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their email address, physical copies of the notice is being sent in the permitted mode.

4. To promote green initiative, shareholders are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Shareholders holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number

Voting through electronic means:

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of Companies (Management and Administration) Rules 2014 and Listing Obligations and Disclosure Requirement, the Company is pleased to offer e-voting facility as an option to all the shareholders of the Company and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL) instead of dispatching Form. The instructions to shareholders for e-voting are as under:

- (i) The voting period begins on August 21, 2016 at 9.00 a.m. and ends on September 21, 2016 at 5.00 p.m. During this period share-holders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 05, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as serial no. affixed on Postal Ballot in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant NRB Industrial Bearings Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



# MUNOTH FINANCIAL SERVICES LIMITED

CIN NO: L65991TN1990PLC019836

Regd. Office : Suite No.46 & 47, Munoth Centre, 343, Triplicane High Road, 3rd Floor, Chennai - 600 005.

Ph. No. 044-28591185/ Fax No. 044-28591188/ Website: www.munothfinancial.com

Email: cs@munothfinancial.com/mfsl\_ig@rediffmail.com

## POSTAL BALLOT FORM

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

1	Name and Registered Address of the Sole/ First Named Member	
2	Name(s) of the joint Holder(s), if any	
3	Registered Folio No./ DP ID No./Client ID No.	
4	Number of shares held	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the special business stated in the Notice by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate places below :

S.No	Description	Number of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution pursuant to the provisions of Section 13, 14, 61 and other applicable provisions, if any, of Companies Act, 2013 and the rules framed there under for alteration of Memorandum and Articles of Association with respect to share capital clause of the Company			
2	Special Resolution pursuant to the provisions of section 42, 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies(Share Capital and Debentures) Rules, 2014 for approval for Issue and offer of 6% 15,00,000 Redeemable Cumulative Non-Convertible Preference shares of Rs. 10/- each on Private Placement to promoters/ Directors			
3	Special Resolution pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies(Incorporation) Rules, 2014 and in accordance with the Table A of the Schedule I of the Act for Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013			
4	Special Resolution pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 for Adoption of Articles of Association as per the provisions of the Companies Act, 2013			

Signature of 1<sup>st</sup> Holder

Signature of 2<sup>nd</sup> Holder

Signature of 3<sup>rd</sup> Holder

Name:

Name:

Name:

Email ID:

Date:

Place:

SEQUENCE NUMBER

160810004

## INSTRUCTIONS

1. A shareholder 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 Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the board of directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by all shareholders.
4. A proxy shall not be eligible to exercise the right of voting by postal ballot.
5. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of number of joint holders.
6. 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 for the same shares will render the Postal Ballot Form invalid.
7. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
8. Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of business hours at 5.00 p.m. on Wednesday, September 21, 2016. Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of postal ballot.
9. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on August 05, 2016.
10. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney / resolution of board of directors of the corporate shareholder being represented.
11. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at point no. 8 above
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
13. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to the Registered Office of the Company or email to [mfs1\\_ig@rediffmail.com](mailto:mfs1_ig@rediffmail.com)
14. The result of the postal ballot will be uploaded on the Company's website [www.munothfinancial.com](http://www.munothfinancial.com) and communicated to the stock exchanges where the Company's shares are listed.
15. E-Voting: The Company is pleased to offer the e-voting facility. The process to be followed is explained in the postal ballot notice.
16. The Scrutinizer's decision on the validity of a postal ballot will be final.