MRVL
MANDHANA RETAIL VENTURES LTD.
CIN: L52390MH2011PLC213349
Registered Office : Plot No. E -132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist : Palghar - 401506

16th March, 2020

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

Dear Sir/Madam,

Sub: Postal Ballot Notice along with the Postal Ballot Form

Ref: BSE Scrip Code – 540210 & NSE Symbol - TMRVL

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the consent of the Shareholders of the Company is being sought pursuant to the provisions of section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 by way of Postal Ballot (including voting through electronic means) for sale of select inventories and stores assets pertaining to the Trademark License Agreement executed between The Mandhana Retail Ventures Limited ('Company') and Being Human - The Salman Khan Foundation to Four Aces Fashion House Private Limited.

The Postal Ballot Notice dated 7th March, 2020 along with the Postal Ballot Form thereto has been sent to the Members, whose names appear in the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of business hours on Friday, 6th March, 2020. The aforesaid Postal Ballot Notice along with the Postal Ballot Form is also available on the website of the Company viz., www.mandhanaretail.com.

The Company has appointed CDSL as agency in respect of e-voting for the Postal Ballot. The voting, both through Postal Ballot Form and e-voting shall commence from Wednesday, 18th March, 2020, 09:00 a.m. and shall end on Thursday, 16th April, 2020 at 5.00 p.m. The results of postal ballot will be declared on or before Saturday, 18th March, 2020.

Please find enclosed herewith a copy of the aforesaid Postal Ballot Notice along with the Postal Ballot Form.

Kindly take the above on your records and oblige.

Yours faithfully,
for **THE MANDHANA RETAIL VENTURES LIMITED**

MANISH MANDHANA
(Chief Executive Officer)

The Mandhana Retail Ventures Limited ★ Mumbai ★

Encl.: As above.

MRVL

MANDHANA RETAIL VENTURES LTD.

The Mandhana Retail Ventures Limited

CIN: L52390MH2011PLC213349
Registered Office: Plot No. E - 132, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar - 401506
Corporate Office: 006-008, Peninsula Centre, Dr. S.S.Rao Road, Parel, Mumbai - 400012
Tel:+91-22-4353 9797 • **E-mail:** cs@tmrvl.com
Website: www.mandhanaretail.com

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications, amendments or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution appended below for sale of the select Inventories and Store Assets pertaining to the Trademark License Agreement executed between the The Mandhana Retail Ventures Limited ('Company') and Being Human – The Salman Khan Foundation, to Four Aces Fashion House Private Limited, is proposed to be passed as a special resolution by the Members through Postal Ballot ('**Postal Ballot**') including voting by electronic means ('**e-voting**').

The explanatory statement pursuant to Section 102 of the Act, pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof, is annexed hereto along with a Postal Ballot Form ('**Postal Ballot Form**') for your consideration. The Postal Ballot Notice along with the Postal Ballot Form is also available on the website of the Company viz. www.mandhanaretail.com

The Company has appointed Mr. Nitin R. Joshi, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner and has availed the services of Central Depository Services (India) Limited ('**CDSL**') in respect of e-voting for the Postal Ballot.

Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope where the postage is being borne by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 05.00 p.m. IST on Thursday,16th April, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

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

The Scrutinizer will submit his report to the Chairman or to any of the Executive Directors of the Company after the completion of the scrutiny of the Postal Ballots (including e-voting). The result of Postal Ballot (including e-voting) would be announced on/or before the closure of the business hours on/before Saturday, 18thApril, 2020 at the registered/corporate office of the Company and the same will also be placed on the website of the Company i.e. www.mandhanaretail.com, website of CDSL i.e. www.evotingindia.com and will be communicated to the Stock Exchanges where shares of the Company are listed.The Resolution, if passed by special majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

Special Business:

1. **Sale of the select Inventories and Store Assets pertaining to the Trademark License Agreement executed between the Company and Being Human - The Salman Khan Foundation to Four Aces Fashion House Private Limited:**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') and the relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable regulations of SEBI, if any, and subject to such other approvals, sanctions, consents and permissions, as may be required under the applicable laws and regulations and pursuant to the approval and recommendation of the Board of Directors, the sale of select Inventories and Store Assets pertaining to the Trademark License Agreement dated 24th August, 2016 executed between the Company and Being Human - The Salman Khan Foundation,which is not being renewed, to Four Aces Fashion House Private Limited ('FAFH'),at such price and on such terms and conditions, with effect from such date, and in such manner, as contained in the Agreement, executed between the Company and FAFH, be and are hereby approved and/or ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for the removal of difficulty and doubts (including execution of any ancillary agreement, as may be required in this regard), the Board of Directors and/or the Managing Committee of Board of Directors and/or any one of the Executive Directors and/or Chief Executive Officer and/ or Chief Financial Officer and/ or Company Secretary be and is hereby severally authorized and empowered to execute, negotiate, finalise and/or ratify, including varying and settling the terms and conditions of the aforesaid transaction and deliver and perform the Agreement, contracts, deeds (including deeds of assignment / conveyance), undertakings, and other documents in respect thereof, with effect from such date and in such manner, and seek the requisite approvals, consents and permissions, make requisite filings/submissions, as may be applicable and required under the applicable law, and to generally do and perform all such acts, deeds, matters and things as may be deemed fit, necessary, proper or desirable, including the power to sub-delegate, settle any question, difficulty or doubt that may arise in this regard, taking all necessary steps as may be, in the best interest of the Company, deemed necessary, desirable or expedient from time to time, in order to give effect to the aforesaid resolution."

By Order of the Board of Directors
for The Mandhana Retail Ventures Limited

Sangeeta Mandhana
Managing Director
DIN: 06934972

Place: Mumbai
Date: 7th March, 2020

Registered Office:
Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

NOTES:

1. The related Explanatory Statement pursuant to Section 102 of the Act,stating all material facts and the reasons for the proposal set out above is annexed hereto.

2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of beneficial owners, received from National Securities Depository Limited ('**NSDL**')/CDSL as on close of the business hours on Friday, 6th March, 2020 ('cut-off date/record date').Likewise, the Members whose names appear as on the cut-off date will be considered for the purpose of voting and those who are not the Members on the said date shall treat this Notice for information purpose only. The Postal Ballot Form and the self-addressed business reply envelope is enclosed for use of the Members.

3. In compliance with the provisions of Section 108 and 110 of the Act, read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, a facility to exercise their right to vote by electronic means through e-voting. The Company has appointed CDSL as agency in respect of e-voting for the Postal Ballot.

4. The voting period begins on Wednesday, 18th March, 2020 at 9.00 a.m. and ends on Thursday,16th April, 2020 at 5.00 p.m.

5. A Member cannot exercise his/her/its vote by proxy on Postal Ballot.

6. A member desiring to exercise vote by physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Thursday,16th April, 2020 to be eligible for being considered, failing which, it will strictly be treated as if no reply was received from the Member.

7. All the material documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office/Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. upto 16th April, 2020 on all days, except Saturday, Sunday and Public holidays.

8. Kindly note that the Members can opt for only one mode of voting i.e. either by physical Postal Ballot Form or e-voting. However, in case Members cast their vote by both physical Postal Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.

9. Any queries/grievances pertaining to voting by postal ballot including the e-voting process can be addressed to the Company Secretary of the Company at, The Mandhana Retail Ventures Limited, 006-008, Ground Floor, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai - 400012 or by sending an e-mail at cs@tmrvl.com.

10. **Voting through electronic means:**

    (i) The e-voting period begins on Wednesday, 18thMarch, 2020 at 9.00 a.m. and ends Thursday,16thApril,2020 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 6th March, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) Open your web browser and log on to the e-voting website https://www.evotingindia.com/ during the voting period.

    (iii) Click on **"Shareholders/Members"** tab.

    (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 https://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:

a) Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided as follow: a) For Members to whom the Postal Ballot notice has been sent through e-mail, the sequence number has been provided in the body of the e-mail; b) For Members to whom the Postal Ballot notice has been sent physically, the sequence number has been printed on the Postal Ballot Form.
DOB*	Enter the Date of Birth as recorded in your Demat Account or in the Company records for the said Demat Account or folio in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

** Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or the Company, please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instruction no. (iv).*

b) After entering these details appropriately, click on "SUBMIT" tab.

c) 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 account 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.

d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

a. Now, click on the Electronic Voting Sequence Number (**EVSN**) of The Mandhana Retail Ventures Limited. This will take you to the voting page.

b. 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.

c. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

d. 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.

e. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

f. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

g. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

h. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

i. 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 https://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
- 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 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.

j. In case you have any queries or issues/grievance regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at https://www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. In this regard, you may also write an e-mail to the Company Secretary at cs@tmrvl.com.

k. Members can call on toll free no.: 1800225533 or contact Mr. Rakesh Dalvi, Manager, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013, Email – helpdesk.evoting@cdslindia.com for grievances connected with e-Voting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Postal Ballot Notice dated 7th March, 2020:

Item No. 1:

The Mandhana Retail Ventures Limited ('TMRVL' / 'Company') has been carrying the business of selling apparels and accessories under the brand 'Being Human' ('Trademark'), pursuant to the exclusive worldwide license granted to TMRVL ('License') under the Trademark License Agreement dated 24th August, 2016 ('License Agreement') executed between TMRVL ('Licensee') and Being Human - The Salman Khan Foundation ('Foundation'/'Licensor'). The said License Agreement expires on 31st March, 2020 ('expiry date') and upon its expiry, TMRVL will cease to have any rights to use the Trademark and consequently it would have to shut down all current locations where it operates under the Trademark and will have to cease its business in relation to the said Trademark. For the renewal of the said License Agreement, the Management had series of deliberations and negotiations with the Foundation, however, the deliberations could not successfully result in a revised agreement and the Foundation intimated to TMRVL about its intention of not renewing the License Agreement.

The Foundation has also informed TMRVL that they are in process of appointing Four Aces Fashion House Private Limited ('FAFH') as its sub-licensee of the said Trademark. Foundation has also offered to the Company an option of helping transition of the business arising from Trademark to FAFH which would provide an opportunity to TMRVL to earn certain transition fees, recover its expenses towards select inventories and store assets, which is agreed by TMRVL. Accordingly, as agreed with Foundation, the said License Agreement stood modified to make the same as non-exclusive w.e.f. 31st January,2020 and consequently all the rights and obligations arising out of the License Agreement also stood modified with effect from 31st January, 2020, including, no amounts shall be payable by TMRVL for the period of the non- exclusive license till the expiry date.

Additionally, based on the discussions held with the Foundation and FAFH, TMRVL has agreed to sell select inventories and store assets, etc., ('said Assets') pertaining to License Agreement, which is not being renewed, for a consideration of Rs. 19,43,00,000/- (Rupees Nineteen Crore Forty Three Lakh only) exclusive of Goods and Service Tax ('GST'), subject to closing adjustments, if any. In addition to the aforesaid, the FAFH has also agreed to pay to TMRVL a transition fee of Rs 5,00,00,000/- (Rupees Five Crore only) plus GST and reimbursement of its expenses towards designs of Rs. 2,70,00,000/- (Rupees Two Crore Seventy Lakh only). The aforesaid has been formalized in an agreement dated 5th March, 2020 executed between TMRVL and the FAFH, the effective date being 1st February, 2020 and which is available for inspection by the Members of the Company at the Registered Office as well as Corporate Office of the Company between 11:00 a.m. and 1:00 p.m. up to 16th April, 2020 on all days, except Saturday, Sunday and Public holidays.

While considering the selling of the said Assets, the question arose whether provisions of Section 180(1)(a) of the Companies Act, 2013 ('said Section') would be applicable, towards which TMRVL sought opinion from an eminent law firm whereby considering the circumstances of the transfer of the said Assets, it was opined that it would not attract the provisions of the said Section and therefore, the approval of the shareholders shall not be required as provided in the said Section. Your Board of Directors took note of the same, however, as a measure of abundant caution and in the spirit of good governance, although shareholders approval is not required, recommended to additionally seek the approval and ratification from the shareholders of TMRVL. Therefore, based on the directions of the Board of Directors, approval from the shareholders of the TMRVL for the sale or transfer the said Assets, vide a special resolution is solicited.

Your Board of Directors recommends passing of the Special Resolution specified in Item No. 1 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relatives, is in any way concerned or interested, financially or otherwise in the above resolution.

By Order of the Board of Directors
for The Mandhana Retail Ventures Limited

Sangeeta Mandhana
Managing Director
DIN: 06934972

Place: Mumbai
Date: 7th March, 2020

Registered Office:
Plot No. E-132, M.I.D.C., Tarapur Industrial Area,
Boisar, Dist. Palghar - 401506

MRVL

The Mandhana Retail Ventures Limited

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Tel: +91-22-4353 9797 • **E-mail:** cs@tmrvl.com
Website: www.mandhanaretail.com

POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

Sr. No.:

1.	Name and Registered Address of the Sole/ First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered Folio No. / DP ID No. & Client ID No.*	
4.	No. of equity share(s) held	

DP ID No. & Client ID No. is applicable for Members holding shares in electronic form

I/We hereby exercise - my/our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot (including e-voting) as set out in the Postal Ballot Notice dated 7th March, 2020 by sending my/our assent (for) or dissent (against) for the said Resolution by placing the tick mark (√) in the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Share(s)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Sale of select inventories and store assets to Four Aces Fashion House Pvt. Ltd.			

Place: _____

Date: _____

Signature of the Member / Authorised Representative

Notes:

(i) If you opt to cast your vote(s) by e-voting, there is no need to submit this form.
(ii) Last date for receipt of the Postal Ballot Form is Thursday, 16th April, 2020 (5.00 p.m.)
(iii) Please read the instructions printed overleaf carefully before exercising your vote.

Electronic Voting Particulars

EVSN e-Voting Sequence Number	*Default PAN No.
200312002	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

INSTRUCTIONS

1. General Instructions:

a) There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.

b) Members have option to vote either through Postal Ballot Form or through e-voting. If a Member has opted for Physical Postal Ballot, then he/she/it should not vote by e-voting and vice versa. However, in case a Memberhas casted vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.

c) Voting through postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation, as stated in point 2(d) below.

d) Any query in relation to the Resolution proposed to be passed by Postal Ballot should be addressed to the Company Secretary of the Company at the Corporate Office of the Company at 006 - 008, Ground Floor, Peninsula Center, Dr. S.S. Rao Road, Parel, Mumbai – 400012 or at cs@tmrvl.com.

e) The Scrutinizer's decision on the validity of a postal ballot/e-voting shall be final and binding.

f) A Member need not exercise all of his/her/ its votes.

2. Instructions for voting physically by Postal Ballot Form:

a) Member(s) desirous of exercising his/her/ itsvote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Nitin R. Joshi, Practicing Company Secretary, in the attached self-addressed envelope, the postage of which is being borne and paid by the Company. Further, any envelopes containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.

b) The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Company.

c) This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company or Depository Participant) by the first named Member and in his/her absence, by the next named Member.

d) In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.),duly completed and signed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.

e) Voting rights shall be reckoned to the paid-up equity shares registered in the name of the Member as on the close of business hours on Friday, 6th March, 2020 (Cut-off Date).

f) The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.

g) Members are requested to fill the Postal Ballot Form only in indelible ink.

h) Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Thursday,16th April, 2020. All Postal Ballot Forms received after this date will strictly be treated as if no reply has been received from the Member.

i) A Member may request for a duplicate Postal Ballot Form, if so required by sending an email at cs@tmrvl.com, and the same duly completed and signed should reach the Scrutinizer not later than the date specified in instruction No.2(h) above.

j) Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and signing the same. If any such other paper is sent, the same will be disregarded by the Scrutinizer.

k) The result of the voting on Resolution will be announced on/before Saturday, 18th April, 2020. The result of the Postal Ballot will be intimated to the Stock Exchanges where the Company's shares are listed and will also be displayed on the website of the Company at www.mandhanaretail.com and on the website of CDSL.

l) A Member need not exercise all of his/her/ its votes nor does he/she /it need to cast all his/her/ its votes in the same way. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast (to the extent of number of shares held as on the cut-off date) as per the tick mark placed by the Member in the respective column.

m) Postal Ballot Forms with following deficiencies will be rejected:

(i) A form other than one issued by the Company has been used;
(ii) It has not been signed by or on behalf of the Member;
(iii) Signature on the Postal Ballot Form does not match the specimen signatures registered with the Company;
(iv) It is not possible to determine without any doubt the assent or dissent of the Member;
(v) Neither assent nor dissent is mentioned;
(vi) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
(vii) The envelope containing the Postal Ballot Form is received after the last date prescribed;
(viii) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
(ix) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
(x) Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote;
(xi) Such other reasons as the Scrutinizer may deem fit.