



# GEEKAY WIRES LIMITED

CIN: L28999TG1989PLC010271

**Registered office:** 11-70/5, G.P. Complex, Balanagar, Hyderabad- - 500 018, Telangana

**Email:** [geekaywires@gmail.com](mailto:geekaywires@gmail.com); **Website:** [www.geekaywires.com](http://www.geekaywires.com)

**Ph:** +91- 40 – 23778090; **Fax:** +91- 40 – 2377 8091

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## POSTAL BALLOT NOTICE

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

To,  
The Members of the Company

Notice is hereby given that pursuant to section 110 and other applicable provisions if any, of the companies Act, 2013 (hereinafter referred to as “the Act”) read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as special resolution or Ordinary Resolution through Postal Ballot including voting through electronic means (“Remote E-voting”).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

The Board of Directors of the Company, at its meeting held on Monday, September 16, 2019 has appointed Mr. Kashinath Sahu, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot and Remote E-voting process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. The Resolution, if passed by requisite 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 remote e-voting.

Members have the option to vote either by Physical Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Notice and Postal Ballot Form, record your assent (for) or dissent (against) therein by filing necessary details and affixing your signature at the designated place in the Form and return the Form duly completed in the attached self addressed postage pre-paid business reply envelope so as to reach the Scrutinizer at Flat No. 101, G.K Arunodhaya Enclave, Mallapur, Hyderabad- 500 076 on or before 05.00 P.M. on Wednesday, October 30, 2019.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter the results of the postal ballot would be announced by the Chairman or the Company Secretary of the Company on or before Friday, November 01, 2019 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchange where the shares of the Company are listed and displayed along with the scrutinizer’s report on the company’s website viz. [www.geekaywires.com](http://www.geekaywires.com)

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

The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.

**Items of Special Business requiring consent of shareholders through Postal Ballot:**

**1. Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) to Main Board of NSE.**

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

“**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company’s present listing from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of directors and the Company Secretary of the Company be and are hereby authorized jointly and / or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Ltd., Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) to Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

**2. Appointment of Mr. Sudhakar Goyal (DIN 08558232) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years.**

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended on July 29, 2019 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), members of the Company hereby accord its approval for appointment of Mr. Sudhakar Goyal (DIN 08558232) who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Mrs. Saroj Bala, a member proposing his candidature for the office of Director, being eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 26, 2019 to September 25, 2024, on the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

By order of Board of Directors  
For **Geekay Wires Limited**

**Place:** Hyderabad  
**Date:** September 16, 2019

SD/-  
**Ghanshyam Dass**  
**Chairman & Managing Director**

**Registered Office:**  
11-70/5, G.P. Complex, Balanagar,  
Hyderabad - 500 018, Telangana.

**NOTES:**

- 1) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
- 2) The Company has appointed Mr. Kashinath Sahu, Practicing Company Secretary (Membership No. F 4790, CP No. 4807), to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 3) This Notice along with the Postal Ballot Form shall be sent by post/electronic mode to those Members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on cut off date Friday, September 20, 2019 provided by M/s Bigshare Services Private Limited (RTA). Members may note that this Notice of Postal Ballot will also be available on Company’s website viz. [www.geekaywires.com](http://www.geekaywires.com). A person who is not a Member on the cut-off date should accordingly treat the Postal Ballot Notice as for information purposes only. Shareholders can fill the Postal Ballot Forms and send it to Scrutinizer Mr. Kashinath Sahu, Practicing Company Secretary ((Membership No. F 4790, CP No. 4807), at Flat No. 101, G.K Arunodhaya Enclave Mallapur, Hyderabad- 500 076 on or before 5.00 P.M. on Wednesday, October 30, 2019.
- 4) Postal Ballot Form and prepaid business reply envelope are enclosed.
- 5) In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“E-Voting”) facility to its Members, to enable them to cast their votes electronically. E-Voting is optional. The Company has engaged the services of CDSL to provide e-voting facility to its Members. Voting rights will be reckoned on the paid up value of share registered in the names of members on Friday, September 20, 2019.
- 6) 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 both by way of physical Postal Ballot Form and E-Voting, then votes cast through E-Voting shall prevail and votes cast through physical Postal Ballot Form shall be considered invalid.
- 7) A Member cannot exercise his/her vote through proxy in Postal Ballot.
- 8) Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of business hours (i.e. 5.00 p.m. IST) on Wednesday, October 30, 2019. If any Postal Ballot Form is received after close of business hours (i.e. 5.00 p.m. IST) on Wednesday, October 30, 2019, it will be considered that no reply from the Member has been received.
- 9) The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self addressed business reply envelope, at the expense of the Members will also be accepted.
- 10) 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.evotingindia.com](http://www.evotingindia.com) to reset the password.
- 11) The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer’s decision on the validity of a Postal Ballot Form will be final and binding.
- 12) Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M and 2.00 P.M to the date of declaration of the results of Postal Ballot.

**The instructions for shareholders voting electronically are as under:**

(i) The e-voting period begins on Tuesday, October 01, 2019 at 09.30 a.m. (IST) and ends on Wednesday, October 30, 2019 at 5.00 p.m. (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2019 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 / Members

(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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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> <p>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 printed on Postal Ballot / Attendance Slip indicated in the PAN field.</p> <p>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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR 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> <p>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).</p>

(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 GEEKAY WIRES 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) **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 phone 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.**
- (xix) **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.

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).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1: Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.**

As members are aware, that the Company is listed on the NSE EMERGE, the SME platform of the National Stock Exchange of India (NSE) w.e.f. August 24, 2017. By SME listing of two years, the Company has gained a good experience in terms of corporate governance practices and board procedures. On the other side business of the Company has also been increased rapidly on YoY basis. The listing of the Company has helped your Company in many aspects like enhanced branding, better transparency and accountability and overall wealth creation of the stakeholders.

As per the regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, An issuer whose specified securities are listed on a SME Platform can migrate to the Main Board after completion of two years of listing on SME platform if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and subject to fulfillment of other Main Board listing conditions.

Your Company has been listed and traded on the SME Platform of NSE (i.e. EMERGE) for more than two years and hence eligible to migrate to the Main Board of National Stock Exchange of India (NSE) as per guidelines specified by SEBI vide their circular dated 18<sup>th</sup> may, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018 listing on the Main Board of National Stock Exchange Limited. The Board of Directors vide their meeting held on 16<sup>th</sup> September 2019 proposed to migrate from NSE SME (EMERGE) Segment to Main Board of National Stock Exchange of India (NSE) as it will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increase.

The members are therefore, requested to accord their approval for the purpose of migration of the Company's present listing from NSE SME (EMERGE) Segment to Main Board of National Stock Exchange of India (NSE) as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof is or are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company in the resolution set out in Item No. 1.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot under Section 110 of the Companies Act, 2013.

Board of Directors of your Company recommends passing resolution set out in Item No. 1 of the Notice as Special Resolution.

**Item No. 2: Appointment of Mr. Sudhakar Goyal (DIN 08558232) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years.**

Board of Directors at its meeting held on September 16, 2019 has appointed Mr. Sudhakar Goyal as an Additional Director (Independent Director) for a period of 5 (five) consecutive years with effect from September 26, 2019 to September 25, 2024 on the recommendations of the said appointment by the Nomination and Remuneration Committee, the proposal from Mrs. Saroj Bala, member of his appointment as Non Executive Independent Director subject to the provisions of Section 161(1), 149 and Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and proviso to Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on July 29, 2019 and he shall not be liable to retire by rotation.

The Board is of the opinion that, the appointment of Mr. Sudhakar Goyal as the Independent Director on the board would benefit the company from his rich experience in the matters of finance and accounts and will be guiding force to the company in ensuring that the Board adheres to the good corporate governance practices.

The aforesaid appointee has declared that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. He has also given his consent for the proposed appointment to the office of Director of the Company.

Further, in the opinion of the Board, Mr. Sudhakar Goyal fulfills the conditions of his appointment as Independent Director as specified in the Act and the Rules made thereunder and he is independent of the Management as well.

In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mr. Sudhakar Goyal is now being placed before the Members for their approval through Postal Ballot under Section 110 of the Companies Act, 2013.

The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof is or are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company in the resolution set out in Item No. 2.

Board of Directors of the Company recommends passing resolution set out in Item No. 2 of the Notice as a Special Resolution.

By order of Board of Directors  
For **Geekay Wires Limited**

**Place:** Hyderabad  
**Date:** September 16, 2019

SD/-  
**Ghanshyam Dass**  
**Chairman & Managing Director**

**Registered Office:**  
11-70/5, G.P. Complex, Balanagar,  
Hyderabad - 500 018, Telangana.



# GEEKAY WIRES LIMITED

CIN: L28999TG1989PLC010271

Registered office: 11-70/5, G.P. Complex, Balanagar, Hyderabad- - 500 018, Telangana

Email: [geekaywires@gmail.com](mailto:geekaywires@gmail.com); Website: [www.geekaywires.com](http://www.geekaywires.com)

Ph: +91- 40 – 23778090; Fax: +91- 40 – 2377 8091

## POSTAL BALLOT FORM

Name of the member(s):	
Registered Address:	
Folio No	
No. of Shares	
*DP ID	
*Client ID	

\* Applicable to holders holding shares in demat/electronic form

I/We hereby exercise my/our vote in respect to the Ordinary/Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the right mark (√) at the appropriate box below:

Item No.	Item	Nature of Resolution	No. of Shares Held	Assent (FOR)	Dissent (AGAINST)
1	Migration of Listing/ Trading of Equity Shares of the Company from SME Platform (EMERGE) of National Stock Exchange of India (NSE) to Main Board of NSE.	Special			
2	Appointment of Mr. Sudhakar Goyal (DIN 08558232) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years.	Special			

Place:

Date:

\_\_\_\_\_  
Signature of Member

### Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5.00 P.M. Wednesday, October 30, 2019. Please note that any Postal Ballot Form (s) received after the said date and time will be strictly treated as if reply from the Member has not received.

### E-VOTING PARTICULARS

EVSN (E VOTING SEQUENCE NUMBER)	USER ID	PAN	DOB/DIVIDEND BANK DETAIL
	Enter Folio No. or DP / Client ID	Refer evoting instruction	Refer evoting instruction

## INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A Form other than one issued by the company has been used or the Form has not been signed by or on behalf of the Member;
- (b) Signature on the postal ballot form doesn't match the specimen signatures with the company / RTA/ Depository;
- (c) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- (d) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (e) The envelope containing the postal ballot form is received after the last date prescribed;
- (f) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (g) It is received from a Member who is in arrears of payment of calls;
- (h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

## INSTRUCTIONS FOR POSTAL BALLOT

- ❖ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolution/Ordinary Resolution contained in the Postal Ballot Notice dated September 16, 2019 is being sought through Postal Ballot Process.
- ❖ Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Mr. Kashinath Sahu, Practicing Company Secretary, appointed as the 'Scrutinizer' for Postal Ballot Process by the Board of the Company & the address of the scrutinizer viz. Flat No. 101, G.K Arunodhaya Enclave Mallapur, Hyderabad- 500 076.
- ❖ **The Voting period will commence on and from, October 01, 2019 at 09.30 a.m. (IST) and ends on Wednesday, October 30, 2019 at 5.00 p.m. (IST).** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on Wednesday, October 30, 2019. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Scrutinizer's Office.
- ❖ Consent must be accorded by placing a tick mark (✓) in the column 'Assent (FOR)' or dissent must be accorded by placing a tick mark (✓) in the column 'Dissent (AGAINST)'. Postal ballot form bearing (✓) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ❖ The Postal Ballot form should be completed and signed by the shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / RTA/ Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ❖ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority Letter together with the specimen signature(s) of the duly Authorised Signatory(ies).
- ❖ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ❖ An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ❖ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- ❖ Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz. Friday, September 20, 2019.
- ❖ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ❖ No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
- ❖ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all Postal Ballot(s) will be sent to Scrutinizer & any extraneous paper found in such envelope would be destroyed by Scrutinizer.
- ❖ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ❖ The resolution, if assented by requisite majority, shall be considered as passed on **Wednesday, October 30, 2019** (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or e-voting).
- ❖ The result of the Postal Ballot will be declared / announced on or before Friday, November 01, 2019 at the Registered Office of the Company. The results along with the Scrutinizers' Report shall be placed on the website of the Company viz. [www.geekaywires.com](http://www.geekaywires.com), be communicated to the Stock Exchanges viz. National Stock Exchange of India Ltd.
- ❖ In case of any query and grievances in relation to the resolution proposed to be passed may be addressed to Mr. Kashinath Sahu, Practicing Company Secretary, At Flat No. 101, G.K Arunodhaya Enclave Mallapur, Hyderabad- 500 076 or email to [kashinathshahucs@yahoo.co.in](mailto:kashinathshahucs@yahoo.co.in)
- ❖ Any query or grievance connected with the voting by Postal Ballot, other than E-Voting, may be addressed to the Practicing Company Secretary at [kashinathshahucs@yahoo.co.in](mailto:kashinathshahucs@yahoo.co.in) or at the registered office or members may contact M/s Bigshare Services Private Limited, the Registrar & Transfer Agent of the Company at 1st floor, Bharat Tin works Building, Opposite Vasant Oasis, Marol Maroshi Road, Marol, Andheri (East), Mumbai - 400059.
- ❖ 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).
- ❖ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of CDSL), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**