

SOUTH INDIA PROJECTS LTD

CIN: L72100WB1981PLC034342

Registered Office: 5 & 6, Fancy Lane, Kolkata-700001, West Bengal, India.a

Corporate Office: #164, Survey No. 48, Kavuri Hills, Madhapur, Hyderabad - 500081, Telangana, India.

Telephone- +91-40-43366058 | email id: southindiaprojectslimited@gmail.com

Website: www.southindiaprojectslimited.in

POSTAL BALLOT NOTICE

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

Notice is hereby given to the Members of South India Projects Ltd (“Company”), 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 modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws and regulations, that the resolution(s) as set out in this Notice are proposed to be passed by the Members through Postal Ballot/electronic voting (e-Voting).

The explanatory statements setting out the material facts and related particulars with reference thereto for your consideration are enclosed with this Notice along with the Postal Ballot Form.

Mr. Deep Shukla, (FCS 5652), Practicing Company Secretary has been appointed as a scrutinizer for conducting the Postal Ballot process and to scrutinize the e-voting process in a fair and transparent manner. As per the provisions of the Companies Act, 2013, a special resolution will be declared as passed by way of Postal Ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote. Members desiring to exercise their vote by Postal Ballot Form are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating their assent (FOR) / dissent (AGAINST) for the resolution in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer not later than 05.00 pm (IST) on Tuesday, July 17, 2018. Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received.

E-voting Option

In compliance with the provisions of Sections 108, 110 of the Companies Act, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide Members with the facility to exercise their right to vote on the matter included in this Postal Ballot Notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on 9.00 am (IST) on Monday, June 18, 2018 and ends on 05.01 pm (IST) on Tuesday, July 17, 2018. The Members are requested to read carefully and follow the instructions on e-voting as printed in this notice. The Scrutinizer will submit its report to the Chairman/Managing Director of the Company or any other person authorized by the Chairman/Managing Director of the Company after completion of scrutiny of the voting done through the Postal Ballot Forms received in physical form and through e-voting process, and the consolidated results thereof will be announced on Wednesday, July 18, 2018, from Company’s corporate office. The resolutions will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Tuesday, July 17, 2018 (“deemed date of passing of the resolution”), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. The results of the Postal Ballot will also be displayed at the said address and posted on the Company’s website i.e. www.southindiaprojectslimited.in, besides communicating to BSE Limited. The results of the postal ballot will also be announced through an advertisement in a newspaper.

SPECIAL BUSINESS:

Item No.1:

To consider for change of name of the company from “South India Projects Ltd.” to “Magellanic Cloud Limited” and consequent amendment to Memorandum of Association and Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act,

2013 and Rules made thereon (including any re-enactment(s) and modification(s) thereof for time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, the consent of shareholders of the Company be and is hereby accorded to change name of the Company from “**South India Projects Ltd**” to “**Magellanic Cloud Limited**” and the name of South India Projects Limited, wherever it appears in the Memorandum and Articles of Association and such other documents etc. be substituted by the new name “**Magellanic Cloud Limited**” with effect from the date of issue of the fresh Certificate of Incorporation.

RESOLVED FURTHER THAT existing Clause II (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is ‘Magellanic Cloud Limited’.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

Item No.2:

To consider alteration/amendments of the Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereon (including any re-enactment(s) and modification(s) thereof for time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, the consent of the shareholders of the Company be and is hereby accorded for adoption of new set of Memorandum of Association of the Company (“MOA”) in accordance with Table A of Schedule I of the Companies Act 2013, effecting the following modifications and amendments in the existing MOA:-

- By deletion of entire existing clause I as mentioned in the Memorandum of Association;
- By deleting of heading of existing Clause IV A, “MAIN OBJECT TO BE PURSUED BY THE COMPANY” and replacing it with the heading “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”;
- By insertion of new main object no. 7 (which is reproduced below) under existing Clause IV A of the Memorandum of Association after existing object clause 6;
 7. To carry on the business of consultancy in providing Manpower placement and recruiting, Selecting, Interviewing, Training and Employing all types of executives, Middle Management Staff, Junior Level Staff, Workers, Labors Skilled/Unskilled required by various Industries and organizations including providing security services, Labor contractors, Industrial, Commercial, Housing and other security services and workers for office management and to conduct employment bureau and to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad.
- By deletion of heading of existing Clause IV B, “OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS” and replacing it with the heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE”;
- By amending clause 6 of existing Clause IV B by substituting the words “Subject to provisions of the Companies Act, 2013” in place of “subject to Section 293A of the Companies Act. 1956”;
- By amending clause 9 of existing Clause IV B by substituting the words “Subject to provisions of the Companies Act, 2013” in place of “subject to the provisions c* Sections 391 to 394 of the Companies Act. 1956”;
- By deletion of all clause(s) as mentioned under heading of OTHER OBJECTS of existing Clause IV C of the Memorandum of Association of the Company;
- By deletion of existing Clause V of the Memorandum of Association of the Company and in place thereof the following new Clause be substituted:

The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- By re-numbering all Clauses of the Memorandum of Association pursuant to above amendments as provided in draft Memorandum of Association.

- By deletion of existing clause(s) VII, VIII, IX, X, XI, XII, XIII & XIV and other schedule(s) as mentioned in the Memorandum of Association;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

By Order of the Board
For:-South India Projects Ltd

Place: Mumbai
Dated: 28/05/2018

Jagan Mohan Reddy Thumma
Managing Director
[DIN: 06554945]

Corporate Office:
#164, Survey No. 48, Kavuri Hills,
Madhapur, Hyderabad - 500081,
Telangana, India.

Notes:

1. The Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
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”) / Central Depository Services (India) Limited (“CDSL”) as on June 01, 2018(cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company’s Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
5. The Postal Ballot Notice is placed in the ‘Compliances’section on the Company’s website at www.southindiaprojectslimited.in.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to southindiaprojectslimited@gmail.com The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit his report to the Chairman / Managing Director / Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized, on or before July 17, 2018 at the Company’s Corporate Office of the Company and will also

be displayed on the Company website viz. www.southindiaprojectslimited.in and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.

12. The resolutions will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Tuesday, July 17, 2018 (“deemed date of passing of the resolution”), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
14. Instructions for Voting through electronics means:

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.

The voting period begins on from 9.00 am (IST) on Monday, June 18, 2018 and will end at 5.00 pm (IST) on Tuesday, July 17, 2018. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, June 01, 2018, may cast their vote electronically.

- i. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Click on “Shareholders” tab.
- iii. Now, select the “South India Project Ltd” from the drop down menu and click on “SUBMIT”
- 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 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"> • 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 in the PAN field. • 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 Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the date of Birth as recorded in your demat account or in the company records for the said demat amount or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- 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 also to be 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 South India Project Ltd 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same 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:-
 - 1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3. 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.
 - 4. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 5. 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.

Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut off date i.e. June 01, 2018 may follow the same instructions as mentioned above for e voting. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and evoting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Explanatory statement pursuant to section 102 of the Companies Act, 2013:

Item No.1:

In light of ever changing economic scenario and growing competition from unorganized sector, the management does not foresee any major improvement in market conditions coming years.

There has been change in existing business of the Company and undertaken any new activity(ies) in tune of main objects of the Company as defined in Memorandum of Associations of the Company. The Board of Directors of the Company (the Board) has decided to change the name of the Company to 'Magellanic Cloud Limited' in order to reflect various referral business activities carried on by the company.

The availability of the name 'Magellanic Cloud Limited' has also been confirmed by the Ministry of Corporate Affairs, Government of India.

The proposed change in the name indicates business activities related with providing Manpower placement and recruiting, Selecting, Interviewing, Training and Employing all types of executives, Middle Management Staff, Junior Level Staff, Workers, Labor's Skilled/Unskilled required by various Industries and organizations.

The proposed change of name will not affect any of the rights of the Company or of the shareholders of the Company. All existing certificates of shares bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Item No.2:

With the enactment of new Companies Act, 2013, it is considered to amend the form of the existing Memorandum of Association to be in accordance with the requirements under the Companies Act, 2013.

In terms of Section 4(1)(c) of the Companies Act, 2013, the Memorandum of Association of a company is to state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirement of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile legislation has changed.

Accordingly, it is proposed to amend various clauses of the Memorandum of Association by alteration of few clause(s) or insert new clause(s) in place of old clause(s) or replace the existing heading and delete the Other Objects in the existing Memorandum of Association in order to comply with the provision of the Companies Act, 2013 including Table A.

The Board of Directors of the Company has identified major clauses of the existing Memorandum of Association as redundant and required to be rephrased for the purpose of clarity.

Details of proposed alteration are as under:

- By deletion of entire existing clause I as mentioned in the Memorandum of Association;
- By deleting of heading of existing Clause IV A, "MAIN OBJECT TO BE PURSUED BY THE COMPANY" and replacing it with the heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE";
- By insertion of new main object no. 7 (which is reproduced below) under existing Clause IV A of the Memorandum of Association after existing object clause 6;
- 7. To carry on the business of consultancy for providing Manpower placement and recruiting, Selecting, Interviewing, Training and Employing all types of executives, Middle Management Staff, Junior Level Staff, Workers, Labor's Skilled/Unskilled required by various Industries and organizations including providing security services, Labor contractors, Industrial, Commercial, Housing and other security services and workers for office management and to conduct employment bureau and to provide consultancy and other services in connection with requirements of persons and manpower supply in India and abroad.
- By deletion of heading of existing Clause IV B, "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT

OF MAIN OBJECTS” and replacing it with the heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE”;

- By amending clause 6 of existing Clause IV B by substituting the words “Subject to provisions of the Companies Act, 2013” with “subject to Section 293A of the Companies Act. 1956”;
- By amending clause 9 of existing Clause IV B by substituting the words “Subject to provisions of the Companies Act, 2013” with “subject to the provisions c* Sections 391 to 394 of the Companies Act. 1956”;
- By deletion of all clause(s) as mentioned under heading of OTHER OBJECTS of existing Clause IV C of the Memorandum of Association of the Company;
- By deletion of existing Clause V of the Memorandum of Association of the Company and in place thereof the following new Clause be substituted:

The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

- By re-numbering the all Clauses of the Memorandum of Association pursuant to above amendments as provided in proposed amendments in Memorandum of Association.
- By deletion of existing clause(s) VII, VIII, IX, X, XI, XII, XIII & XIV and other schedule(s) as mentioned in proposed amendments in the Memorandum of Association;

It may be noted that the alterations are in the nature of additions, clarifications and restatements of the current clauses.

Consequently, the Company shall be required to amend various clauses of the Memorandum of Association of the Company to reflect the above changes.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

By Order of the Board
For:-South India Projects Ltd

Place: Mumbai
Dated: 28/05/2018

Jagan Mohan Reddy Thumma
Managing Director
[DIN: 06554945]

Corporate Office:
#164, Survey No. 48, Kavuri Hills,
Madhapur, Hyderabad - 500081,
Telangana, India.

SOUTH INDIA PROJECTS LTD

CIN: L72100WB1981PLC034342

Registered Office:- 5 & 6, Fancy Lane, Kolkata 700001, West Bengal, India.
Corporate Office: #164, Survey No. 48, Kavuri Hills, Madhapur, Hyderabad - 500081, Telangana, India.
Telephone- +91-40-43366058 I
email id: southindiaprojectslimited@gmail.com Website: www.southindiaprojectslimited.in

POSTAL BALLOT FORM

Postal Ballot No.:

- Name(s) and Registered Address of the Sole/First named Member :
- Name(s) of the Joint holder(s) if any :
- Registered Folio No. / DP ID and Client ID No. :
[*Applicable to Members holding equity shares in dematerialised form]
- No. of Equity Share(s) held :
- I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated May 28, 2018 ("Notice"), by conveying my/our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate boxes below :

Sr. No.	Brief description of the resolution(s)	Type of resolution	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	To consider change of name of the company from "South India Projects Ltd." to "Magellanic Cloud Limited" and consequent amendment to Memorandum of Association and Articles of Association of the Company in its Name Clause.				
2.	To consider alteration/amendments of the Memorandum of Association of the Company.				

Place :

Date :

E-mail address :

Contact No. :

Signature of the Member/ Authorised Representative

Last date for receipt of Postal Ballot Form by the Scrutinizer: Tuesday, July 17, 2018 by 5:00 pm (IST).

ELECTRONIC VOTING PARTICULARS

The remote e-voting ("E-voting") facility is available at the link: <https://www.evotingindia.com>. The E-voting particulars are as set out below:

EVEN (Electronic E-Voting Event Number)	USER ID	PASSWORD

The E-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Monday, June 18, 2018 from 9:00 am (IST)	Tuesday, July 17, 2018 at 5:00 pm (IST)

Notes:

- Please read the instructions printed below carefully before exercising the vote through this form.
- For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.
- E-voting shall be disabled on Tuesday, July 17, 2018, IST 5.01 pm onwards.



INSTRUCTIONS

1. This ballot form ("Postal Ballot Form") is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution(s) included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
 - a) the Postal Ballot Form other than the one issued by the Company is used;
 - b) the Postal Ballot Form has not been signed by or on behalf of the Member;
 - c) the signature of the Member / authorized representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participant;
 - d) the Member has put a tick mark (•) in both the columns, that is, for "Assent" and also for "Dissent" in respect of the resolution(s) in such a manner that the aggregate number of shares voted for "Assent" and "Dissent" exceed the total number of shares held;
 - e) the Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
 - f) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
 - g) the Member has made any amendment to the resolution(s) or imposed any condition while exercising the vote;
 - h) the Postal Ballot Form is received torn or defaced or mutilated;
 - i) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
7. Postal Ballot Forms received after 5:00 pm (IST) on Tuesday, 17, 2018 will be strictly treated as invalid / as if the reply from the Member has not been received.
8. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (•) in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on Friday, June 01, 2018.
10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. For obtaining a duplicate form, an eligible Member may write to the Company at its corporate office of the Company at #164, Survey No. 48, Kavuri Hills, Madhapur, Hyderabad - 500081, Telangana, India or send an e-mail at southindiaprojectslimited@gmail.com. However, the duly filled in duplicate form should reach within the date and time specified above.
13. The Scrutinizer's decision on the validity of postal ballot will be final.

