

INTEGRATED CAPITAL SERVICES LIMITED

Restructuring Advisory and Support

Registered Office: 606, New Delhi House, Barakhamba Road, New Delhi-110001

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Corporate Identification Number L74899DL1993PLC051981

Email contact@raas.co.in; Website www.raas.co.in**POSTAL BALLOT FORM**

Please read the instructions printed overleaf carefully before completing this form

Sr.no.

1. Name and Registered Address of the sole/ :
first named Public shareholder (In block letters)

2. Name(s) of the Joint member(s) in any :
(In block letters)
3. Registered Folio No. / DP ID No.*/Client ID No.* :
(*Applicable to shareholders holding shares in
Dematerialized form)
4. Number of shares held as on December 29, 2017 :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed by Public Shareholders through Postal Ballot for the business as set out in the Notice dated January 05, 2018 by sending my/our assent (FOR) or dissent (AGAINST), to the said Special Resolution by placing the tick mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for approval of the Scheme of Arrangement, in terms of Sections 230 to 232 of the Companies Act, 2013, read with other applicable provisions, if any, between Deora Associates Private Limited ("the Transferor Company") and Integrated Capital Services Limited ("the Transferee Company") and their respective shareholders and creditors ("Scheme").			

Date:

Place:

Signature of the Shareholder/Authorized Representative
(Strike out whichever is not applicable)**Particulars for voting through Electronic means**

For those opting to vote through electronic means, instead of voting by the above Postal Ballot, facility is available at the web link: www.evoting.nsdl.com.

Particulars of electronic voting are as under:

EVEN (Remote e-voting Event Number)	USER ID	*PASSWORD/PIN
108121		

Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote will be available during the following period:

Commencing on : Sunday, January 07, 2017 at 9:00 a.m. IST

Ending on : Monday, February 05, 2018 at 5:00 p.m. IST

The facility of voting through electronic means will be disabled by NSDL upon expiry of aforesaid period

INSTRUCTIONS

1. Pursuant to Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (erstwhile circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015) issued by the Securities and Exchange Board of India, approval of the Public Shareholders through postal ballot and remote e-voting is sought in addition to the approval of the said Scheme by shareholders of the Company at the NCLT Convened Meeting to be held on Tuesday, February 6, 2018 as per the directions of NCLT, New Delhi Bench at New Delhi.
2. A Public Shareholder may vote through the Postal Ballot Form or alternatively may vote electronically. In case, a Public Shareholder exercise the voting rights electronically then there is no need to send this form. For e-voting instructions, please refer the Notice.
3. A Public Shareholder entitled to vote and desirous of exercising his/her vote by Postal Ballot Form ("Form") may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed postage pre-paid Business Reply Envelop (if posted from India). However, any envelope containing Postal Ballot Form if deposited in person / or sent by courier / any other mode at the expenses of the Public Shareholder shall also be accepted. It is however clarified that the Public Shareholder desirous to exercise their vote from outside India will have to arrange postage from the Country where the Ballot Papers are dispatched to Scrutinizer.
4. Public Shareholder are requested to convey their assent/dissent in this Postal Ballot Form by placing the tick mark at the appropriate box. The assent/dissent received in any other form or a photocopy of the Postal Ballot form shall be considered invalid.
5. Duly completed form should reach the scrutiniser not later than 05:00 p.m. IST on Monday, February 05, 2018. Postal Ballots Forms received after this time and date will be treated as if reply from the Public Shareholder has not been received.
6. This Form must be completed and signed by the Public Shareholder. In case of joint holding, this Form must be completed and signed (as per the specimen signatures registered with the Registrar of Transfer Agent (RTA) / Depository Participants) by the first named Public Shareholder and in his absence, by the next named joint holder. A Power of Attorney (PoA) holder may hold on behalf of a Public Shareholder, enclosing the copy of a PoA only attested by Notary Public.
7. In case of shares held by companies, trusts, societies, HUFs, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution together with specimen signature(s) of the duly authorised signatories.
8. Public Shareholder are requested to fill the Postal Ballot Form with indelible ink and not in any erasable writing mode.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Public Shareholder on the cut-off date of Friday, December 29, 2017.
10. There will be one Postal Ballot Form for every Folio / DP ID / Client ID, irrespective of the number of joint holders.
11. The votes of a Public Shareholder shall be considered invalid on any of the following grounds:
 - a. If the Public Shareholder 's signature does not tally.
 - b. If the Public Shareholder has marked his/her/its vote both for 'Assent' or 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent or 'Dissent' exceeds total number of shares held;
 - c. If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. If the Postal Ballot Form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Public Shareholder, or the number of votes, or as to whether the votes are for 'Assent' or Dissent', or if the signature could not be verified or one or more of the above grounds;
 - e. A form other than one issued by the Company has been used;
 - f. If it has not been signed by or on behalf of the Public Shareholder;
 - g. Neither assent or dissent is mentioned;
 - h. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Public Shareholder;
 - i. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j. Public Shareholder has made amendment to the resolution or imposed any condition while exercising his vote.
12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
13. Public Shareholder are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.