

# ROCKON ENTERPRISES LIMITED

(Formerly Rockon Fintech Limited)

CIN: L65923MH1976PLC019072

Regd Off:  
E-109, Crystal Plaza,  
New Link Road, Opp. Infinity Mall,  
Andheri (W), Mumbai - 400053  
Tel.: (022) - 61522222, 615222235  
Fax: (022) - 61522234  
Email: rockonfintech123@gmail.com  
Web-site: www.rockonfintech.com

Date: 24/11/2016

To,  
The Bombay Stock Exchange Ltd  
Corporate Relationship Dept,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort, Mumbai – 400 001

BSE Scrip Code:- 531447  
Sub: Postal Ballot Notice

Dear Sir,

Please find enclosed Notice of Postal Ballot under regulation 29 of the LODR 2015. Kindly update your records.

Thanking You

Yours Faithfully

For Rockon Enterprises Limited

  
Girraj Agrawal  
Director



# ROCKON ENTERPRISES LIMITED

(Formerly Rockon Fintech Limited)

Regd. Off.: E-109, Crystal plaza, New Link Road, Opp Infinity Mall, Andheri (West), Mumbai -53

CIN: L65923MH1976PLC019072 | Tel: 022- 61522222

Email: rockonfintech123@gmail.com | website www.rockonfintech.com

## **POSTAL BALLOT NOTICE**

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

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof, as required in terms of section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed **Mr. Pravin Chandak**, Practicing Chartered Accountant as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

As required under Rule 20(3)(v) and Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and SS-2, advertisement for dispatch of notice and e-voting will be published in the newspapers specifying the relevant matters therein.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) The Postal Ballot Form(s) may also be deposited personally at the registered office of the Company so as to reach the Scrutinizer not later than the close of working hours i.e. 05:00 P.M. on 25<sup>th</sup> day of December, 2016.

In compliance with the Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Director of the company. The result of the voting conducted through postal ballot would be announced by the Chairman of the Company at its board meeting to be held on Tuesday, 27<sup>th</sup> December, 2016 at E- 109, Crystal Plaza, opp. Infinity Mall, New Link Road, Andheri (West), Mumbai-400053 at 10.00 a.m.

The said result would be intimated to the Bombay Stock Exchange Limited, where the Company's shares are listed, published in the one English language National daily newspaper circulating in the whole or substantially the whole of India and one Regional language (Marathi) daily newspaper and displayed on the Company's website viz. www.rockonfintech.com and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com>, along with the Scrutinizer's report.

### **PROPOSED RESOLUTIONS:**

**1. To make investments, give loans, guarantees and provide securities beyond the prescribed limits u/s 186 of the Companies Act, 2013 and to consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:**

**"RESOLVED THAT** in continuation of all earlier resolution passed in this regards and pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any of its duly authorized committees or one or more Directors) at its discretion to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty

percent of Company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 75 Crores."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection."

**2. Creation of Security under Section 180(1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company up to Rs. 100 Crores and to consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:**

**"RESOLVED THAT,** In continuation of the earlier resolution passed in this behalf and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 along with the Statutory amendments thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company, to create charges, mortgages and / or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loans(s) (in Foreign currency and / or rupees) and / or debentures (convertible / non-convertible / secured / unsecured) and / or securities in the nature of debt instruments issued / to be issued by the Company (hereinafter termed 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company."

**"FURTHER RESOLVED THAT,** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 1:**

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

In view of the above, shareholders of the Company, at the 39<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2015 have already approved the resolution under Section 186 of the Companies Act, 2013 to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and / or make investments in the securities of any other body corporate upto 50 Crores (Rupees Fifty Crores only) in excess of the prescribed limit prescribed under Section 186 of the Company Act, 2013. The Company has made investments and loans from time to time. In this regard, it is proposed to authorize the Board of Directors of the Company to invest into securities of any Body Corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made up to Rs.75 Crores (Rupees Seventy Five Crores Only).

However as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and SS-2 issued by ICSI as per Section 118(10) of the Companies Act, 2013, a Company giving loans or extending guarantee or providing security in excess of the limits as specified under sub-section (3) of section 186 has to obtain approval of shareholders' by passing resolution by way of postal ballot also. Therefore, the Board proposed to pass the resolution by postal ballot to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of 75 Crores (Rupees Seventy Five Crores only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with

Company's existing loans or guarantee/ security are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the company. Your Directors recommend the passing of the above resolution of the Notice as a Special Resolution.

**Item No. 2:**

As per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company. In view of expected growth in business of the Company, it may be necessary for the Company to borrow monies from various sources consequent to which the amount outstanding could exceed the present limit. The borrowings of the Company in general are required to be secured from time to time by creation of mortgage or charge on all or any of the movable or immovable property/assets of the Company in such form and manner as may be required by the lenders and acceptable to the Board of Directors of the Company. Mortgaging or creating charge by the Company on its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the Board of Directors, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013. Therefore, requires approval from the members of the Company by way of a Special Resolution and it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding Rs. 200 Crores thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves.

The Company has earlier took the approval of the members in the Annual General Meeting of the company held on 30<sup>th</sup> September 2008 for exercising Board power conferred under section 293 (1) (d) and 293 (1) (a) respectively of the Companies Act 1956 upto Rs. 200 Crore. Further on implementation of the Companies Act 2013 the company took the fresh approval of members in pursuance of circular issued by MCA under section 180(1)(c) and 180(1)(a) of the Companies Act 2013, at the 38<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014. However section 110 read with Rules issued thereto of the Companies Act 2013 which mandates the approval of members for Section 180(1) (a) through Postal Ballot route. Hence, in continuation of the same, approval of the shareholders is sought by means of a Special Resolution through Postal Ballot.

In furtherance of the same, the Board recommends passing of the Special Resolution set out in Item No. 2 of the Postal Ballot Notice. None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their Shareholding in the Company.

**By Order of the Board  
For Rockon Enterprises Ltd**

**Sd/-**

**Tanu Giriraj Agarwal  
(Whole Time Director)**

**Place: Mumbai  
Date: 11.11.2016**

**Notes:**

1. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 18<sup>th</sup> November, 2016
2. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.

4. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to [rockonfintech123@gmail.com](mailto:rockonfintech123@gmail.com). The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
5. The Postal Ballot Notice is also being uploaded on the Company's website viz., [www.rockonfintech.com](http://www.rockonfintech.com) and of NSDL viz., <https://www.evoting.nsdl.com>.

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## **Instructions for Voting:**

### **A. Voting through Physical Postal Ballot Form**

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 25<sup>th</sup> December, 2016.
3. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted / accepted.
4. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
5. In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
6. Votes should be cast either in favour or against, by putting the tick (v) mark in the column provided in the Ballot Form.
7. Unsigned, incomplete, tick marked at both "for" and "against", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

### **B. Voting through Electronics Means**

8. In compliance with the Regulation 44 of SEBI (LODR) Regulations, 2015, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, M/s. Rockon Enterprises Limited ("the Company") is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company.
9. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

### **C. In case of Members receiving Postal Ballot intimation by e-mail:**

1. Open e-mail and open PDF file viz; "E-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Open internet browser by typing the following [URL: https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)
3. Click on Shareholder - Login.
4. Type user ID and password as initial password noted in step (1) above. Click Login.

5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote
7. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
8. Select E-voting Event Number ("EVEN" - 105779) of Rockon Enterprises Limited
9. Now you are ready for e-Voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on their solution, you will not be allowed to modify your vote.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [rockonfintech123@gmail.com](mailto:rockonfintech123@gmail.com) with a copy marked to [www.evoting@nsdl.co.in](mailto:www.evoting@nsdl.co.in).

**D. In case of Members receiving Postal Ballot Form by Post:**

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.
2. If you are already registered with NSDL for e voting, then you can use your existing user ID and password for casting your vote.
3. Please follow all steps from Sl. No. 2 to Sl. No. 13 above, to cast your vote by electronic means.
4. The e-voting period will commence on 26<sup>th</sup> November, 2016 (09.00 a.m.) and end on 25<sup>th</sup> December, 2016 (05.00 p.m.) (Both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
5. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Chairman/Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 27<sup>th</sup> December, 2016 at 10.00 a.m. at E/109, Crystal Plaza, New Link Road, Andheri (west) Mumbai 400 053. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. [www.rockonfintech.com](http://www.rockonfintech.com) and of NSDL viz. <https://www.evoting.nsdl.com>.
6. 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 Password' option available on the site to reset the password.

**E. General Instructions:**

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of <https://www.evoting.nsdl.com>.

You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

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CIN: L65923MH1976PLC019072 | Tel: 022- 61522222

Email: rockonfintech123@gmail.com | website www.rockonfintech.com

## POSTAL BALLOT FORM

Sr. No.: \_\_\_\_\_

Sr. No.	Particulars required	Details
1	Name(s) of Shareholder(s) (in block letters) (including joint holders, if any)	
2	Registered address of the sole / first named shareholder	
3	Registered folio No. (for those holding physical shares) DP ID No. and Client ID No (for those holding shares in dematerialized form).	
4	Number of shares held	

I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:

Sr. No.	Description	No. of Shares	Assent / Dissent	Please put tick (v) mark below
1.	To make investments, give loans, guarantees and provide securities exceeding the prescribed limits u/s 186 of the Companies Act, 2013 and up to Rs .75 Crores		I/We assent to the resolution	
			I/We dissent to the resolution	
3	Creation of Security under Section 180(1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company up to Rs. 200 Crores		I/We assent to the resolution	
			I/We dissent to the resolution	

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the shareholder)

### ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
105779		

### Note:

- Please read the instructions printed overleaf before filling this form and for e-voting, please refer instructions under note no. A, B and C in the Postal Ballot Notice sent herewith.
- Last date of receipt of Postal Ballot Forms by scrutinizer is 25<sup>th</sup> December, 2016.

## **INSTRUCTIONS**

1. A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier or by registered post/speed post at the expense of the member will also be accepted.
2. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
3. This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.
4. Duly completed Postal Ballot form should reach the scrutinizer not later than 05.00 P.M. 25<sup>th</sup> December, 2016. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
5. There will be only one Postal Ballot Form for every Folio/ DP ID / Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorized signatories.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
8. A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's Website: [www.rockonfintech.com](http://www.rockonfintech.com) 'Corporate Announcement' and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
9. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal will be final and binding.
10. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
11. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
  - a) A form other than one issued by the Company has been used;
  - b) It is not possible to determine without any doubt the assent or dissent of the member;
  - c) Neither assent or dissent is mentioned;
  - d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
  - f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on 18<sup>th</sup> November, 2016 (Cutoff date).
13. Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in note C of the Notice of the Postal Ballot dated November 11, 2016.
15. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Director/Chairman of the Company. The results of the Postal Ballot will be declared on Tuesday, December 27, 2016. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e., [www.rockonfintech.com](http://www.rockonfintech.com) along with <https://www.evoting.nsdl.com> and intimated to the Stock Exchanges where the shares of the Company are listed.
16. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
17. The date of the declaration of the results of the postal ballot shall be the date on which the said Special Resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.