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SWADESHI PROJECTS LTD.

35, CHITTARANJAN AVENUE, 2ND FLOOR

KOLKATA – 700 012

CIN – L27109WB1982PLC034479

POSTAL BALLOT FORM

1. Name(s) & Registered Address
of the sole/ first named Member :

2. Name(s) of the Joint Holder(s)
if any :

3. Registered Folio Number/ :
DP ID No./ Client ID No.*
*(Applicable to investors holding
Shares in dematerialized form)

4. Number of Ordinary Shares(s) held :

5. E-Voting event number :

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed
through Postal Ballot/ e-voting, by conveying my/our assent or dissent to the said Resolutions by
placing tick mark in the appropriate box below:

Sr. No.	Description Of Resolution	No. of ordinary shares for which votes cast	I/We assent To the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Consent of the Company under Section to delist the shares of the company from the Calcutta stock exchange			

Place:

Date:

(Signature of Member)

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. For e-voting please refer the instructions under "E- Voting Facility" mentioned hereunder.
3. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 25th March, 2016

INSTRUCTIONS:

1. GENERAL INFORMATION

- a. A shareholder can opt for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa.
- b. Voting period commences on and from 25.02.2016. at 11: 00 a.m. and ends on 25.03.2016 at 5:00 p.m.
- c. The results of the Postal Ballot and e-voting will be announced on 26.03.2016 at 03:00 a.m. at the Registered Office of the Company and shall also be published in the newspaper.
- d. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/beneficial owners of the company as on 27.01.2016.
- e. The scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a. The members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the scrutinizer, before 25.03.2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- b. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy is permitted thereof.
- c. Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 and clause 35B of the equity listing agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

For this purpose, the Company has signed a bipartite agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The instructions for members for voting electronically are as under:

- a. In case of members receiving the Postal Ballot Form by E-mail:

- i) Log onto the e-voting website : <http://www.evoting.cdsl.com/>
- ii) Click on “Shareholders” tab to login and cast your votes.
- iii) Now, select EVSN (Electronic Voting Sequence Number) along with “M/s Swadeshi Projects Ltd.” from the drop down menu and click on “SUBMIT”.
- iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL : 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio No. registered with the company and then enter the Captcha Code as displayed and Click on Login.
- v) If you are holding shares in Demat Form and have already voted earlier on www.evotingindia.co.in for a voting of any other company, then your existing, login id and password are to be used. If you are first time user follow the steps given below:
 - vi) However, if you are a first time user, please use the e-voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes.
 - vii) After entering these details appropriately, click on “SUBMIT” tab.
 - viii) Members holding shares in physical form will then reach directly the EVSN 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 the 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. If Demat Account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password and enter the details as prompted by the system.
- ix) For members holding the shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on “Swadeshi Projects Ltd.” on which you choose to vote.
- xi) On the voting page, you will see Resolution Description and against the same 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.
- xii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- b. In case of members receiving the physical copy of the Postal Ballot Form:
- (A) Please follow all steps from Sl. no. (i) to (xv) above to cast vote.
 - (B) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - (C) The voting period begins on 25.02.2016 at 11:00 a.m. and ends on 25.03.2016 at 05:00 p.m. During this period shareholders' of the company , holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of , may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (D) M/s V.K. Tulsyan & Co.LLP, a Practicing Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (E) 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.co.in under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Note: Members have the option either to vote through the e-voting process or through the postal ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form can seek duplicate postal ballot form from the company, fill in the requisite details and send the same to the scrutinizer.