



MAXWELL INDUSTRIES LIMITED

CIN NO : L18101MH1991PLC059804

Registered Office : C-6, Road No.22, MIDC, Andheri (East), Mumbai – 400 093

Telephone No.: 022-2825 7624/27 Fax: 91-22-2837 1023

Email ID : corpcomm@viporg.com Website : www.maxwell.in

POSTAL BALLOT FORM

Sr.No.:

1. Name & Address of the Sole/First :
named Member / Beneficial Owner
as registered with the Company

2. Name(s) of the joint Member(s), if :
any, registered with the Company

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

4. Number of share(s) held :

I/We hereby exercise my/our vote in respect of the following RESOLUTION to be passed through postal ballot for the business stated in the Notice dated 25th December, 2014 of the Company, by sending my/our Assent or Dissent to the said Resolutions by placing tick (✓) marks at the appropriate boxes below:

Brief Description	Type of Resolution	No. of shares held by me/us	I/We Assent to the resolution (FOR)	I/We Assent to the resolution (AGAINST)
To issue warrants on Preferential basis to Promoter/ Promoter Group	Special			

Place :

Date :

(Signature of the Member)

EVS (Electronic Voting Sequence Number)	*Default PAN

*Please use default PAN for those who have not registered their PAN.

Note : Please read carefully the instructions before exercising the vote through this form and for e-voting, please refer the instructions under “Voting through electronic means” in the instructions printed in a separate set which is attached hereto.

INSTRUCTIONS FOR VOTING IN PHYSICAL AND ELECTRONIC FORM

- 1) A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self – addressed Business Reply envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted.
- 2) Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- 3) The self – addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
- 4) This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participant) by the first named Member and in his/her absence, by the next named Member.
- 5) Postal ballot cannot be exercised by proxies.
- 6) Incomplete or unsigned Postal Ballot Forms will be rejected.
- 7) There will be one postal ballot form for every Folio/ Client ID irrespective of the number of joint holder(s).
- 8) The Scrutinizer's decision on the validity of Postal ballot will be final.
- 9) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 28th January, 2015. Postal Ballot Form received after this date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
- 10) In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / authority together with specimen signatures of the duly authorized signatories.
- 11) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 19th December, 2014.
- 12) A member need not use all his/her votes in the same manner.
- 13) Members are requested not to send any other paper along with the Postal Ballot Form 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.
- 14) Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

1. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rule 2014, and Clause 35 B of the listing Agreement entered into with Stock Exchanges the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 30th December, 2014 (9.30 a.m. IST) and ends on 28th January, 2015 (6.00 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 (record date) of 19th December, 2014, 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.
- (iii) Click on Shareholders.
- (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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.

	<ul style="list-style-type: none"> • 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 Ramesh 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 account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 <Company Name> 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 changed 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) 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 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.
 - 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 should be mailed to 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

1. Mr. Rakesh Sanghani, Practising Company Secretary (Membership No. CP 6302) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
2. The Scrutinizer shall within a period of not exceeding 2 working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.