



## SESHASAYEE PAPER AND BOARDS LIMITED

CIN: L21012TZ1960PLC000364

Regd. Office : Pallipalayam, Namakkal District, Erode - 638 007, Tamilnadu

Ph : 91-4288-240221 to 240228, Fax : 91-4288-240229

Email : edoff@spb ltd.com, Web : www.spbltd.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.

To:

The Members,

Notice is hereby given that pursuant to 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), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and pursuant to other applicable laws and regulations, the Resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot / Remote electronic voting (e-voting). The Statement, pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts concerning each Resolution is annexed along with a Postal Ballot Form for your consideration.

#### **SPECIAL BUSINESS :**

#### **ORDINARY RESOLUTION :**

##### **1 Appointment of Sri Deepak Srivastava as a Director :**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED that Sri Deepak Srivastava (DIN: 08516076) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27<sup>th</sup> July 2019, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **SPECIAL RESOLUTION :**

##### **2 Re-appointment of Sri A L Somayaji, as an Independent Director :**

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Sri A L Somayaji (DIN: 00049772), who was appointed as an Independent Director of the Company, to hold office till 28<sup>th</sup> September 2019, and being eligible for one more term, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September 2024, despite his age crossing 75 years at the time of re-appointment”.

##### **3 Re-appointment of Dr Nanditha Krishna, as an Independent Director :**

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr Nanditha Krishna (DIN: 00906944), who was appointed as an Independent Director of the Company, to hold office till 28<sup>th</sup> September 2019, and being eligible for one more term, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September 2024.”

#### 4 Adoption of New Articles of Association

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

RESOLVED that pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft regulations contained in the Proposed new Articles of Association of the company, be and are hereby approved and adopted in substitution and to the total exclusion of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER that the Board of Directors of the company (which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) be and are hereby authorised to take all such actions or steps as may be necessary, desirable or expedient and do all such acts, deeds and things as may be necessary and that may be incidental or relevant to give effect to this Resolution.

(By Order of the Board)  
For Seshasayee Paper and Boards Limited

(V PICHAI)  
Deputy Managing Director & Secretary

Place : Erode  
Date : 27<sup>th</sup> July 2019

#### Notes:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out all material concerning the proposal is annexed.
2. This Notice is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 9th August 2019 (Cut-off date).
3. This Notice is being sent in physical form in permitted mode along with a postage-prepaid self-addressed Business Envelope to all Members. In addition, it is sent in electronic form to the e-mail address registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). This Notice is also displayed on the Company's website [www.spbltd.com](http://www.spbltd.com) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and in term of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also provided the facility to the Members to exercise their votes electronically through the Remote e-voting facility arranged with National Securities Depository Limited (NSDL). The instructions for e-voting are annexed to this Notice.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on 9th August 2019 (Cut-off date) will alone be considered for being entitled to vote under either mode. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
6. Resolutions passed by the Members through Postal Ballot / Remote electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members are advised to read carefully the voting process and instructions appended hereunder before casting their vote.

8. Members can opt for only one mode of voting, i.e. either by Physical Ballot Form or Remote e-voting. In case Members cast their vote through both the modes, voting done by Remote e-voting shall prevail and votes cast through Physical Ballot Forms will be treated as Invalid.
9. In case a Member desires to obtain a duplicate printed Postal Ballot Form, the Member may send an e-mail to [kalyan@integratedindia.in](mailto:kalyan@integratedindia.in) or [investor@spbltd.com](mailto:investor@spbltd.com) by mentioning their Folio No. or DP ID and Client ID No. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
10. Voting rights of the Members shall be in proportion to their equity shares in the total paid up equity share capital of the Company as on 9th August 2019 (Cut-off date).
11. Member cannot exercise vote by Proxy on Postal Ballot.
12. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions given in the enclosed Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to The Scrutiniser, C/o M/s Integrated Registry Management Services Private Limited, Kences Towers, II Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 so as to reach the Scrutiniser not later than the close of working hours (05.00 PM) on 16th September 2019. The Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after 05.00 PM on 16th September 2019, it will be treated as if the Member has not exercised his voting right.
13. The Board of Directors has appointed Sri B Kalyanasundaram, Practising Company Secretary (Membership No.672) as Scrutiniser for conducting the Postal Ballot Voting process, in a fair and transparent manner.
14. The Scrutiniser will unblock the votes on 16th September 2019 at 05.00 PM in the presence of at least two witnesses not in the employment of the Company.
15. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or any other Officer of the Company duly authorised by Chairman, on 18th September 2019 at 11.30 AM at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu. The results of the voting by Postal Ballot will be posted on the website of the Company [www.spbltd.com](http://www.spbltd.com) and the results will be intimated to NSE / BSE Ltd where the shares of the Company are listed. Additionally, the results of the voting by Postal Ballot will be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The decision of the scrutiniser on the validity of Postal Ballot Forms and any other related matter shall be final.
16. The date of declaration of the Postal Ballot results will be taken to be the date of passing the Resolutions.
17. All documents referred to in the Notice and the Statement referred to under Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu, during office hours on all working days between 09.30 AM and 05.30 PM upto 16th September 2019.

---

## STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

---

### SPECIAL BUSINESS

#### Item No.1

##### Appointment of Director

Consequent to nomination by the Government of Tamilnadu, Sri Deepak Srivastava, IFS, was appointed as an Additional Director by the Board of Directors, at the meeting held on July 27, 2019, on the withdrawal of nomination of Sri Shambhu Kallollikar, IAS. Sri Deepak Srivastava, IFS, will be liable to retire by rotation and his appointment as Director will be subject to approval of the Shareholders of the Company through Postal Ballot.

Notice, as required under Section 160 of the Companies Act, 2013, has been received by the Company from a Member proposing the appointment of Sri Deepak Srivastava, IFS, as a Director of the Company. Sri Deepak Srivastava, IFS, has filed with the Company his consent under Section 152 of the Companies Act, 2013, to act as a Director, if appointed. This may be treated as notice under Section 160 of the Companies Act, 2013.

A copy of the Resolution passed by the Board of Directors on the subject and other relevant records in this regard are available for inspection by Members on any working day of the Company between 09.30 AM and 05:30 PM upto 16th September 2019.

Sri Deepak Srivastava, IFS is concerned and interested in his appointment and none of the other Directors / Key Managerial Personnel is concerned or interested in the said appointment.

#### Item Nos. 2 & 3

##### Appointment of Independent Directors

Pursuant to the provisions of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following two Independent Directors were appointed by the Company, vide Postal Ballot Notice dated 23 08 2014, to hold office from 29<sup>th</sup> September 2014 to 28<sup>th</sup> September 2019.

Sl. No.	Name	Date of Birth	Date of appointment	Expiry of term
1	Sri A L Somayaji	27 01 1944	29 09 2014	28 09 2019
2	Dr Nanditha Krishna	18 07 1951	29 09 2014	28 09 2019

The term of these Directors end on 28<sup>th</sup> September 2019, as they were appointed for a fixed term of five years from 29<sup>th</sup> September 2014 to 28<sup>th</sup> September 2019.

Sri A L Somayaji and Dr Nanditha Krishna are eligible for re-appointment for a second term in office for tenure upto five years as Independent Directors. The Nomination-cum-Remuneration Committee of the Board of Directors of the Company at its meeting held on 26<sup>th</sup> July 2019, on the basis of the report of performance of evaluation, recommended the re-appointment of Sri A L Somayaji and Dr Nanditha Krishna as Independent Directors for a second term from 29<sup>th</sup> September 2019 to 28<sup>th</sup> September 2024.

The re-appointment of Independent Director for a second term, shall however, require the Company to pass a Special Resolution, vide Section 149(10) of the Act. Further, Regulation 17(1A) of Listing Obligation and Disclosure Requirements Regulations, 2015 requires Special Resolution to be passed for the appointment or continuance in office of any person beyond the age of 75 years as Non-executive Director.

Accordingly, the approval of the Shareholders by way of Special Resolution is sought for the re-appointment of the two Independent Directors. Further, specific approval is also sought in the case of Sri A L Somayaji who has crossed 75 years of age.

Following this, the Board of Directors of the Company at their meeting held on 27<sup>th</sup> July 2019, based on the performance evaluation, formed the opinion that Sri A L Somayaji and Dr Nanditha Krishna continue to be persons of integrity and possess relevant expertise and experience and hence could be re-appointed as Independent Directors of the Company. The Board thereupon decided to re-appoint them, subject to the approval of Members by Special Resolution, as Independent Directors of the Company, not liable to retire by rotation.

The details of the Independent Directors proposed to be appointed by Members are detailed below :

Sl. No.	Name of the Director	DIN	Proposed Tenure	
			From	To
1	Sri A L Somayaji	00049772	29 09 2019	28 09 2024
2	Dr Nanditha Krishna	00906944	29 09 2019	28 09 2024

None of the above two Directors are disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received the following in respect of their appointment:

- (i) Consent to act as Director under Section 152(5) of the Act read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) Form DIR 8 from each person intimating that he is not disqualified under Section 164(2), of the Act, read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (iii) Notice in writing from a Member under Section 160 of the Act, proposing the candidature of the above two persons for being reappointed / appointed as Director of the Company.
- (iv) Declarations from each of the two Independent Directors that they meet with the criteria of independence prescribed both under the Act and LODR.

In the opinion of the Board, both the Independent Directors fulfil the conditions for being appointed as Independent Director, as specified in the Act and LODR and they are independent of Management. Details of these Directors are furnished in Annexure, pursuant to Regulation 36(3) of LODR. Sri A L Somayaji has crossed the age of 75 years. The Nomination cum Remuneration Committee and the Board are of the view that having regard to the continuing good health, physical fitness and mental agility, it would be fit and proper to continue the tenure of Sri A L Somayaji though he is above 75 years of age.

The Independent Directors would be eligible for sitting fee for attending the Board and Committee meetings within the ceiling prescribed by the Act and as determined by the Board from time to time.

They would also be eligible for commission out of the net profits of the Company within the limits permissible under Law and as approved by Shareholders. They shall, however, not be entitled to any stock option. Details of remuneration are disclosed in the Corporate Governance Report to Shareholders each year in the Annual Report.

Brief profile / details of Independent Directors, viz., Sri A L Somayaji and Dr Nanditha Krishna, seeking re-appointment are annexed and form an integral part of this Notice.

All material documents referred to in the Notice and the Statement referred to under Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu, during office hours on all working days between 09.30 AM to 05.30 PM upto 16<sup>th</sup> September 2019.

Sri A L Somayaji and Dr Nanditha Krishna, are interested in the Resolution set out respectively at Item Nos. 2 and 3 of the Notice in regard to their respective appointments.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in these Resolutions.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 2 and 3 of the Notice for approval of the Members.

#### **Item No. 4**

##### **Adoption of new Articles of Association:**

The Company was incorporated on 22<sup>nd</sup> June 1960. For this purpose, the Company adopted the Memorandum of Association as well as Articles of Association (AoA) signed by the subscribers to the Memorandum on 15<sup>th</sup> June 1960.

This AoA is in line with the provisions contained in the Companies Act, 1956 as well as Table-A of the Schedule I thereto. Several provisions in the AoA contain cross reference to specific Sections of the Companies Act, 1956.

The Company Law has since undergone a major change with Companies Act, 2013 (barring a few sections pending notification) coming into force from 1<sup>st</sup> April 2014. Table-F of the Schedule-I contains a model AoA that may be followed by a company limited by shares. It is optional for a company to adopt the said Table-F in totality or otherwise. It is of course not mandatory for a company to change its existing AoA pursuant to the new Law.

It is however considered desirable and appropriate that the Company, following the initiative taken by several other Corporates, chooses to proactively amend its Articles of Association compatible with the new Act. It is hence proposed to totally replace the existing AoA with a new set of regulations based on the said Table-F.

The proposed AoA is comprehensive and the provisions of the said Table-F would apply only to the extent specifically incorporated therein. Its draft is uploaded on the Company's website [www.spbltd.com](http://www.spbltd.com) for access and perusal by Members.

A copy of the proposed new Articles of Association of the Company would be available for inspection at the Registered Office of the Company at Pallipalayam, Cauvery RS PO, Erode 638 007, Namakkal District, Tamilnadu, during office hours on all working days between 09.30 AM to 05.30 PM upto 16<sup>th</sup> September 2019.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this item of business. The Board commends the Special Resolution set out in Item No.4 of the Notice for approval by the Shareholders.

(By Order of the Board)  
For Seshasayee Paper and Boards Limited

(V PICHAI)  
Deputy Managing Director & Secretary

Place : Erode  
Date : 27<sup>th</sup> July 2019

#### ANNEXURE

Details of Directors seeking appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.

#### SRI DEEPAK SRIVATSAVA, IFS:

<b>Director Identification Number</b>	:	08516076
<b>Date of Birth and age</b>	:	03 02 1965 (54 years)
<b>Date of Appointment</b>	:	27 07 2019
<b>Qualification</b>	:	M.Sc (Botany), IFS
<b>Expertise in specific functional areas:</b>	:	Special Secretary (Forests) in Environment and Forests Department of Government of Tamil Nadu
<b>Number of shares held in the Equity Capital of the Company</b>	:	Nil
<b>Relationship with other Directors</b>	:	He is not related to any other Director
<b>Directorship in other Companies</b>	:	Nil
<b>Committee / executive positions held in other Companies</b>	:	Nil

Details of Independent Directors seeking re-appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting.

**SRI A L SOMAYAJI:**

<b>Director Identification Number</b>	:	00049772
<b>Date of Birth and age</b>	:	27 01 1944 (75 years)
<b>Date of Appointment</b>	:	29 09 2014
<b>Qualification</b>	:	B.Com., B.L
<b>Expertise in specific functional areas:</b>	:	He was the Advocate General, Government of Tamilnadu. He is in the Editorial Board of 'Supreme Today', 'Current Tamilnadu Cases' and 'Labour Law Journal'. He is legal advisor to various Corporates.
<b>Number of shares held in the Equity Capital of the Company</b>	:	Nil
<b>Relationship with other Directors</b>	:	He is not related to any other Director
<b>Directorship in other Companies</b>	:	<b>Director :</b> High Energy Batteries (India) Limited Esvi International (Engineers & Exporters) Ltd Commercial Laws of India Pvt. Ltd
<b>Committee / executive positions held in other Companies</b>	:	High Energy Batteries (India) Limited - Audit Committee - Chairman - Nomination cum Remuneration Committee - Chairman

**DR NANDITHA KRISHNA:**

<b>Director Identification Number</b>	:	00906944
<b>Date of Birth and age</b>	:	18 07 1951 (68 years)
<b>Date of Appointment</b>	:	29 09 2014
<b>Qualification</b>	:	B.A., Ph.D
<b>Expertise in specific functional areas:</b>	:	She is an authority on Indology and an Environmental educationist. She is a writer on Indian Arts and Culture, Environmental History and Ecological Heritage of India and Cambodian Art. She has undertaken numerous Research Projects. She is a regular publisher of books and Editor of Eco News and Indian Journal of Environment Education. She has won several awards and recognitions for her outstanding works.
<b>Number of shares held in the Equity Capital of the Company</b>	:	Nil
<b>Relationship with other Directors</b>	:	She is not related to any other Director
<b>Directorship in other Companies</b>	:	<b>Managing Director :</b> Krishna Process Equipment Pvt. Ltd <b>Director :</b> Ponni Sugars (Erode) Ltd Aspick Engineering Pvt. Ltd Aspick Green Tech Pvt. Ltd Humane Society International: India <b>Honorary Director :</b> C P Ramaswami Aiyar Foundation C P R Environmental Education Centre
<b>Committee / executive positions held in other Companies</b>	:	Nil

### Voting Process and Instructions:

- A. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company / Depository Participant(s)].
- (i) Open e-mail and open PDF file viz. "SPB e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your "User ID" and "Password for Remote e-Voting". Please note that the Password is an initial Password.
  - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
  - (iii) Click on "Shareholder - Login".
  - (iv) Put User ID and password as initial Password noted in step (1) above and Click Login.
  - (v) Password change menu appears. Change the Password / PIN with new password of your choice with minimum 8 digits / characters or combinations thereof. Note down the new Password. It is strongly recommended not to share your Password with any other persons and take utmost care to keep your Password confidential.
  - (vi) Home page of "Remote e-Voting" opens. Click on Remote e-Voting : Active Voting Cycles.
  - (vii) Select "REVEN" (Remote E-Voting Event Number) of Seshasayee Paper and Boards Limited.
  - (viii) Now you are ready for "Remote e-Voting" as "Cast Vote" page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail : [bksundaram@gmail.com](mailto:bksundaram@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case a Members receives physical copy of the Postal Ballot Notice [for Members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting physical copy], the following instruction may be noted.
- (i) Initial Password is provided as below, at the bottom of the Postal Ballot Notice.

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD
  - (ii) Please follow all steps from Sl.No (ii) to Sl.No.(xii) above, to cast vote.
- III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll-free No. 1800-222-990.
- IV. Login to the Remote 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 'Forget Password' option available on the site to reset the Password.
- V. If you are already registered with NSDL for Remote e-Voting, then you can use your existing User ID and Password for casting your vote.
- VI. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VI. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date on 9<sup>th</sup> August 2019.
- VII. The Remote e-Voting period commences on 17<sup>th</sup> August 2019 (9.00 AM) and ends on 16<sup>th</sup> September 2019 (05.00 PM). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date 9<sup>th</sup> August 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.