

CIN: L74899DL1930PLC000208, GSTIN:07AAACT2356D2ZN

Registered Office: MGF HOUSE, 4/17-B, Asaf Ali Road, New Delhi-110002

Phone Nos.: 011-23272216-18, 011-23278001-02 Fax: 011-23274606

Website: <http://www.mgfltd.com> Email: mgfltd@hotmail.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(s),

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("The Act") read with Rules 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof, for the time being in force, to the members of The Motor And General Finance Limited (the Company), to transact the following business by way of Postal Ballot.

SPECIAL BUSINESS:

- 1. Sub-division of equity shares of the company having a face value of ₹ 10(Ten)each into 2(Two) equity shares of face value of ₹ 5(Five) each.**

To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the company and subject to such approvals and consent as may be necessary from the concerned authorities, each Equity Share of the company having a face value of ₹10(Ten) each fully paid up to be sub-divided into 2(Two) Equity Shares of face value of ₹5(Five) each fully paid up".

"RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹10(Ten)each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (as determined by the Board of Directors of the company) and the company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and Articles of the Association and in the case of Equity Shares held in the dematerialized form, the number of, sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the depository participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division, on and from the 'Record Date'."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to fix the '**Record Date**' for the purpose of the sub-division and to do all such acts, deeds and matters as may be necessary, proper, expedient and incidental for the purpose of giving effect to this resolution".

- 2 Alteration of Capital Clause of the Memorandum of Association of the Company**

To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Companies Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications, variations or re-enactments thereof from time to time) and subject to such approvals as may be necessary, the existing Clause V of the Memorandum of Association of the company relating to the Authorized Share Capital be and is hereby substituted by the following Clause:-

"Clause V": The Authorised Share Capital of the company is ₹ 50,00,00,000 (Rupees Fifty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of ₹5 (Five) each and from time to time, increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or

restrictions in such manner and by such person as may, for the time being be permitted under the provisions of the Articles of Association of the company or legislative provisions, for the time being in force in that behalf”.

“**RESOLVED FURTHER THAT** the Board of Directors(which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid resolution and delegate the aforesaid powers to any Director or Officer of the company as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to this Resolution.”

3. Alteration of Share Capital & Variation of Rights Clause of Articles of Association of the company.

To consider and if, thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 14,61,64 and other applicable provisions, if any, of the Companies Act,2013 read with relevant Rules thereunder and the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015(including any statutory modifications or re-enactment thereof from time to time), the existing Clause 2 (a) & (b) of the Articles of Association of the company relating to the Share Capital be and is hereby substituted by the following clause:-

2(a) The Authorised Share Capital of the company is ₹.50,00,00,000 (Rupees Fifty Crores only) divided into 10,00,00,000(Ten Crores) Equity Shares of the face value of ₹ 5(Five) each and from time to time increase or reduce or modify the capital and to divide or any of the shares in the capital of the company, for the time being and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions as may be determined by the company in accordance with the Articles of Association of the company to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner by such persons as may, for the time being be permitted under the provisions of the Articles of Association of the company or legislative provisions, for the time being in force in that behalf.”

2(b) Where at any time, it is proposed to increase the subscribed capital by the issue of new shares, subject to any directions to the contrary which may be given by the company in General Meeting and subject only to those direction such new shares shall be issued in accordance with the provisions of Section 62 of the Act, or any statutory modification thereof”.

“**RESOLVED FURTHER THAT** the Board of Directors of the company(which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to the aforesaid Resolution and delegate the aforesaid powers to any Director or officer of the company as may be deemed necessary ,proper, expedient or incidental for the purpose of giving effect to this Resolution”.

**By order of the Board
For THE MOTOR AND GENERAL FINANCE LIMITED**

**(M.K.MADAN)
VP & CS & COMPLIANCE OFFICER
ACS-2951**

**Place: New Delhi
Date: February 13, 2020**

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.: 011-23272216-18, 011-23278001-02, Fax No.: 011-23274606
Website: <http://www.mgfltd.com>, Email: mgfltd@hotmail.com

NOTES:-

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act,2013 read with the Companies(Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays.

3. The Notice is being sent to all the members, whose names appear in the Register of Members as on Friday, the February 21, 2020 (“**cut off date**”).
4. Voting Rights will be reckoned on the paid up value of Equity Shares registered in the name of the Members on Friday, the February 21, 2020 (“**cut off date**”). Only those Members whose names are recorded in the Register of Members of the company as on the “**cut off date**” will be entitled to cast their votes by Postal Ballot or e-voting.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by the Central Depository Services (India) Ltd (CDSL).
6. The remote e-voting period will commence on Friday, the February 28, 2020 at 9.00 a.m. and will end on Saturday, the March 28, 2020 at 5.00 p.m. The remote e-voting module will be disabled by CDSL for voting thereafter. The detailed process for e-voting forms a part of this Notice.
7. Members who do not have access to e-voting facility may send duly completed Postal Ballot Form in the attached self addressed Ballot Form in the attached postage pre-paid self addressed business reply envelope so as to reach the Scrutinizer by 5.00 p.m. on Saturday, the March 28, 2020 at the following address:- Ms. Anjali Yadav, Proprietor M/s Anjali Yadav & Associates, Practising Company Secretary (FCS No.6628 CP No.7257), C/o The Motor And General Finance Limited, MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.
8. Electronic copy of the Postal Ballot Notice along with the Postal Ballot Form is being sent to the members who have registered their e-mail ids with the company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
9. Corporate members are requested to send the duly completed Ballot Form accompanied by the certified copy of the Board Resolution together with attested signatures of the authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
10. A member may request for a duplicate Postal Ballot Form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at serial no.7 above.
11. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot Form shall be treated as invalid.
12. A member cannot exercise his vote by proxy on postal ballot.
13. If any Postal Ballot Form is received after 5.00 p.m. on Saturday, the March 28, 2020 it will be considered that no reply from the member has been received.
14. Upon completion of the scrutiny of the postal ballots and e-voting, the Scrutinizer will submit her report to Chairman. The result of the Postal Ballot will be declared by the Chairman or in his absence by any person authorized by him on or before Monday, the March 30, 2020 at the Registered Office of the Company. The result shall also be announced on the Stock Exchanges where shares of the company are listed and intimated through a Press Release in newspapers. The results will also be disclosed on company’s website www.mgf ltd.com.
15. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at the General Meeting of the Members.
16. In case of any queries, you may contact the Company at its Registered Office or alternatively you may contact the Registrar and Transfer Agent, M/s Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 Phone Nos: 011-42541234/23541234.
17. Instructions and information relating to e-voting are as follows:-

The instructions for shareholders voting electronically are as under:-

- i) The e-voting period begins on Friday, the February 28, 2020 at 9.00 a.m. and ends on Saturday, the March 28, 2020 at 5.00 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**” i.e. Friday, the February 21, 2020 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 DPID followed by 8 Digit Client ID
 - c. Members holding shares in physical Form should enter Folio Number registered with the company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.
- viii) If you are first time user follow the steps given below:

For Members holding shares in Demat form and in Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders).</p> <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. Sequence No. is printed on the Proxy Form. - 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- (ix) After entering these details appropriately, click on “Submit” tab
- (x) 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.
- (xi) For members holding shares in physical form, details can be used only for e-voting on the resolutions continued in this notice.
- (xii) Click on the EVSN for the relevant < Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolutions details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forget Password and enter the details as promoted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android IOS/Windows based mobiles. The m-Voting app can be downloaded from Google Play Store iphone and windows phone users can download the app from the app store and the Windows phone store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.

(xx) 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 <https://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 linked in the login 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.

xxi) 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

18. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of Share Transfer Agent of the company (i.e. M/s Alankit Assignments Limited). Members are requested to keep the same updated.
19. To receive faster communication of all shareholders, the shareholders are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with company's Registrar and Share Transfer Agents i.e. M/s Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055, Phone Nos: 011-42541234/23541234.

**By order of the Board
For THE MOTOR AND GENERAL FINANCE LIMITED**

**(M.K.MADAN)
VP & CS & COMPLIANCE OFFICER
ACS-2951**

**Place: New Delhi
Date: February 13, 2020**

Registered Office:
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013

ITEM NO. 1, 2 & 3

Presently, the face value of the company's Equity Shares is ₹ 10/-each and the current market price, as on the date of this notice is ₹ 35 per equity share(as per traded price on BSE). In order to enhance the liquidity and trading volume of equity shares of the company, the Board of Directors of the company, at its meeting held on February 13, 2020, have approved the sub-division of each Equity Share having a face value of ₹10(Ten) each fully paid into 2(Two) Equity Shares of ₹ 5(Five) each fully paid up subject to the approval of the members.

The "**Record Date**" for the aforesaid sub-division of Equity Shares will be fixed after the approval of the members is obtained in terms of the resolution mentioned in item No. 1 of the Notice.

Presently, the Authorised Share Capital of the company is ₹ 50,00,00,000 (Rupees Fifty Crores only) divided into 5,00,00,000(Five Crores) equity shares of ₹ 10(Ten)each. The sub-division of equity shares proposed under item no.1 of this notice would require a consequential amendment to the existing Capital Clause V of the Memorandum of Association of the company and Clause 2(a) & (b) of the Articles of Association of the company as set out in item nos. 2 & 3 of the notice. The Authorized Share Capital will consist of ₹ 50,00,00,000(Rupees Fifty Crores only) of 10,00,00,000(Ten Crores) Equity Shares of ₹ 5 (Five) each. After the amendment. Article 2(a) & (b) of the Articles of Association shall also be amended to state that the Authorised Share Capital shall be of such amount as stated in Clause V of the Memorandum of Association.

A copy of the Memorandum & Articles of Association of the company are available for inspection by the members at the Registered Office of the company i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 between 11.00 a.m. and 5.00.p.m. on all working days (except Saturday, Sunday and public holidays) upto March 28,2020.

The Board recommends the resolutions set out at item nos.1 to 3 of the notice for approval of the member.

None of the Directors or Promoters or Key Managerial Personnel or Manager or their respective relatives, is in any way concerned or interested financially or otherwise in the resolutions set out at item nos.1 to 3 except to the extent of their respective shareholding in the company as that of every other members of the company.

By order of the Board
For THE MOTOR AND GENERAL FINANCE LIMITED

(M.K.MADAN)
VP & CS & COMPLIANCE OFFICER
ACS-2951

Place: New Delhi
Date: February 13, 2020

Registered Office:
MGF House, 4/17-B,
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THE MOTOR AND GENERAL FINANCE LIMITED

CIN: L74899DL1930PLC000208, GSTIN:07AAACT2356D2ZN
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POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

- Sr No.....
- (1) Name and Registered Address of the Sole/First Member (In Block Letters) :
- (2) Name(s) of the Joint Holder(s) (if any) :
- (3) Registered Folio No./ *DP ID No./Client ID No. :
 (* applicable to members holding shares in dematerialized form)
- (4) Number of Equity Share(s) held :

I/we hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot and e-voting, by conveying my/our assent(FOR) or dissent(AGAINST) to the said Resolutions by placing the tick mark(✓) in the appropriate column below:-

Item No.	Brief Description of the Resolution	No.of Equity shares held by me/us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for sub-division of equity shares of the company having a face value of ₹ 10(Ten) each into 2(Two) equity shares of face value of ₹ 5(Five)each.			
2.	Special Resolution for alteration of Capital Clause V of the Memorandum of Association of the company.			
3.	Special Resolution for alteration of Share Capital and Variation of Rights Clause 2(a) & (b) of the Articles of Association of the company.			

Place:
 Date: Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	* Default PAN

* Only those Members who have not updated their PAN with the company/Depository Participant shall use "Default PAN" in the filed PAN.

Note: Please read the instructions printed overleaf carefully before filling this form and for e-voting please refer to the instructions provided in the Postal Ballot Notice. E-voting will commence on Friday, the February 28, 2020 at 9.00 a.m. and will end on Saturday, the March 28, 2020 at 5.00.p.m

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed postage prepaid envelope. Postal Ballot Form deposited in person or sent by post or courier by the member will also be accepted.
2. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.
3. 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.
4. Assent must be accorded by placing a **tick(✓)** mark in the column I/We assent to the Resolution(FOR) or dissent must be accorded by placing a **tick(✓)** mark in the column I/we dissent to the Resolution(AGAINST).
5. In respect of shares held by Corporate and Institutional Member(Companies, Trusts, Societies) the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
6. The signature of the member on this Form should be as per the specimen signature registered with the company or furnished by the Depositories. Unsigned form(s) will be considered invalid.
7. Duly completed and signed Postal Ballot Form should reach the Scrutinizer appointed by the Board of Directors of the company i.e. Ms. Anjali Yadav, Practising Company Secretary (Membership No.FCS 6628/CP-7257),C/o The Motor And General Finance Limited, MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, Tel No.011-47067659 E-Mail ID: anjaliyadav.associates@gmail.com on or before the close of working hours i.e. 17.00 hrs(IST) on Saturday, the March 28, 2020. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
8. There will be only one Postal Ballot Form for every folio irrespective of joint holder(s). Postal Ballot cannot be exercised by a proxy.
9. A member may request for a duplicate Postal Ballot Form, if so required, from the company. However, the duly filled in duplicate Postal Ballot Form(s) should reach the Scrutinizer not later than the date specified in Point (7) above.
10. Postal Ballot Form(s) which are incomplete, defaced, torn or mutilated or defective in any manner are liable to be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
11. A member need not use all his/her votes nor cast all the votes in the same way.
12. A member can opt for only one mode of voting i.e. either by physical ballot or e-voting. If a member cast votes by both modes, then votes through e-voting shall prevail and votes cast through Postal Ballot shall be considered invalid.
13. The voting rights for the equity shares of the company are one vote per equity share, registered in the name of the member(s). voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member(s) as on Friday, the February 21,2020 (“**cut off date**”).
14. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed self addressed pre-paid business reply envelope as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the company would not be able to act on the same.
15. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the member;
 - b. If the member's signature does not tally;
 - c. If the Member has marked his/her/ its vote both for Assent and also for Dissent to the Resolution in such a manner that the aggregate shares voted for Assent and Dissent exceeds total number of shares held;
 - d. If the Member has not made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.
 - e. If the Postal Ballot Form is incomplete or incorrectly filled;
 - f. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for Assent or Dissent, or if the signature could not be verified, or one or more of the above grounds; and
 - g. If the Form other than the one issued by the company is used.