# Annual Report

of

Relish
Pharmaceuticals
Limited

for the year 2014-2015



Recuising Pharmaceurical States of Director

Name of Director

Mrs. Anar Patel

Mr. Dakshesh Shah

Mrs. Payal Mehta

Mr. Sujay Mehta

Mr. Harsh Shah

Auditors

M/s. B.J. Trivedi & Associates
Chartered Accountants
317-318, Binali Complex,
Opp Torrent Power, Sola Cross Road,
Naranpura, Ahmedabad - 380013

Registered Office

1-2 Moon Light 3rd Floor,
Opp, Curukul Drive-In-Road, Memnagar,
Ahmedabad - 380052

F-mail id: info@relishpharma.com,
Website:www.relishpharma.com



(RELISH PHARMACEUTIC	:ALS LTD.
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Notice is hereby given that the 22nd Annual General Meeting of the members of Relish Pharmaceuticals Limited will be held on Thursday, 24nd September, 2015 at 11:00 a.m. at 1-2 Moon Light, 3nd Floor Opp. Gurukul Drive-In-Road, Memnagar, Λhmedabad – 380052 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Λccount for the year ended on 31nd March, 2015, balance sheet as on that date, Director's Report and the Auditor's report thereon.

2. To appoint Director in place of Ms. Payal Mehta who retires by rotation and being eligible offers herself for reappointment.

3. To appoint M/s. B. J. Trivedi & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS:

4. Appointment of Mr. Chandresh Patel (DIN: 07032481), as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under asserted with Schedule IV to the Act, as amended from time to time, Mr. Chandresh Patel, a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 24nd September, 2015 to 23nd September, 2020." Notice is hereby given that the 22ad Annual General Meeting of the members of Relish Pharmaceuticals Limited will be held on Thursday, 24th September, 2015 at 11:00 a.m. at 1-2 Moon Light, 3th Floor Opp. Curukul Drive-In-Road, Memnagar, Ahmedabad – 380052 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31th March, 2015, balance sheet as on that date, Director's Report and the Auditor's report thereon.

2. To appoint Director in place of Ms. Payal Mehta who retires by rotation and being eligible offers herself for reappointment.

3. To appoint M/s. B. J. Trivedi & Associates., Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS:

4. Appointment of Mr. Chandresh Patel (DIN: 07032481), as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Chandresh Patel, a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 24th September, 2015 to 23th September, 2020."



"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Dakshesh Shah as Managing Director 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 in accordance with the provisions of sections 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the members of the Company, the Company be and is hereby approved appointment of Mr. Dakshesh Shah as Managing Director of the company with effect from 24/09/2015 for the period of three years, as per the terms of appointment placed before the meeting.

"RESOLVED FURTHER THAT the Managing Director shall be responsible for the overall supervision of the company's operations, day-today administration, appointment and termination of employees, operating of the company's bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company of the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors."

"RESOLVED FURTHER THAT Mr. Dakshesh Shah, appointed as Managing Director of the company on such terms and at remuneration detailed herein, which is within the limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and the said remuneration:

Salary: NIL with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time.

6. Adoption of new articles of association of the company containing regulation in conformity with Companies Act, 2013: "RESOLVED TURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Dakshesh Shah as Managing Director 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 in accordance with the provisions of sections 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the members of the Company, the Company be and is hereby approved appointment and for Director of the company with effect from 24/09/2015 for the period of three years, as per the terms of appointment placed before the meeting.

"RESOLVED FURTHER THAT the Managing Director shall be responsible for the overall supervision of the company's operations, day-today administration, appointment and termination of employees, operating of the company's bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company's activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors."

"RESOLVED FURTHER THAT Mr. Dakshesh Shah, appointed as Managing Director of the company on such terms and at remuneration detailed herein, which is within the limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and the said remuneration:

Salary: NIL with authority to the Board of Directors of the Remuneration Committee."

Tenure

The appointment of Mr. Dakshesh Shah as the Managing Director shall be valid for a period of three years from 24/09/2015.

Remuneration:

Salary: NIL with authority to the Board of Directors of the Company to grant such increments as it may determine from time



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

"RESOLVED THAT pursuant to provision of section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the regulations containing the Articles of Associations submitted to this meeting and duly initial be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations containing the existing Articles of Association of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

For And on Behalf of the Company

Date: 29/08/2015

Place: Ahmedabad

Page | 3 To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to provision of section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, consents, permissions and/or sections as may be required if any, the draft regulations containing the Articles of Association submitted to this meeting and duly initial be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations containing the Articles of Associations submitted to this meeting and duly initial be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations containing the existing Articles of Association of the Company:

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

For And on Behalf of the Company

Date: 20/08/2015

Place: Ahmedabad

Sd/- Sd/- Sd/- Sd/- Director Director (DIN: 00561666) (DIN: 02588388) (DIN: 02145467)



- NOTES

  1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON 1815 / 1818 BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Members. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

  The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2015 to 24th Capital of the Company of the Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

  The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2015 to 24th Capital September, 2015 t NOTES

  1. A MEMBER ENTITLED TO ATTEND AND YOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND YOTE ON HIS / HER BIHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Persount to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than the prevent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy of any other Members. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

  The Register of Members and Share Transfer Books of the Company will remain closed from 17th Spermber, 2015 to 24th September, 2015 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Eachanges.

  1. Pursuant to Section 101 and Section 136 of the Company or with the Depository, Members holding shares in demands from are requested to register their e-mail address, are entitled to receive such communication in physical form upon request.

  1. The Notice of AGM. Annual Reports and Attendance Slip are being sent in electronic mode to Mombers whose companies for a hard copy of the same. Physical copy of the Monte of AGM. Annual Reports and Attendance Slip and character for a hard copy of the same. Physical copy of the Monte of AGM. Annual Report and Attendance Slip are being sent to those Members have registered their e-mail address, are entitled to receive such communication in physical form upon request.

  1. The Notice of AGM. Annual Report and Attendance Slip are being sent in electronic mode to Mombers whose communication is physical form upon request.

  2. The Notice of AGM. Annual Report and Attendance Slip are being sent to electronic mode to those Members who have received the Notice of AGM. Annual Report and Attendance Slip are being sent to those Members who have recei



R	(RELISIH PHARMACEUTICALS LTD.)
(iv) Now Enter yo	our User ID
a. For CDSL: 16 d	ligits beneficiary ID,
b. For NSDL: 8 Cl	haracter DP ID followed by 8 Digits Client ID,
c. Members hold Company.	ling shares in Physical Form should enter Folio Number registered with t
(v) Next enter the	e Image Verification as displayed and Click on Login.
(vii) If you are a f	irst time user follow the steps given below:
	olding shares in Demat Form and Physical Form  Enter your 10 digit alpha-numeric *PAN issued by Income Tay
For Members ho	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 last 8 digits of the demat account/folio number in the PAN field.  In case the folio number is less than 8 digits enter the applicable number
	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 last 8 digits of the demat account/folio number in the PAN field.
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PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 last 8 digits of the demat account/folio number in the PAN field.  In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
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PAN*  DOB	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 last 8 digits of the demat account/folio number in the PAN field.  In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.  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.  Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
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DOB  Dividend Bank Details	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 last 8 digits of the demat account/folio number in the PAN field.  In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.  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.  Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  • 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 number of shares held by you as on the cut off date in the Dividend Bank



- (ix) Members holding shares in physical form will then reach directly 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 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 "RELISH PHARMACEUTICALS LIMITED"

  (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 details.

  (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 "CANCET." and accordingly modify your vote.

  (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

  (xvi) For manufaction code and click on Forgot Password & enter the details as prompted by the system.

   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.

   They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk evoting@cdslindia.com. (ix) Members holding shares in physical form will then reach directly 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 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.

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  (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 "CNK", else to change your vote, click on "CANCFI." and accordingly modify your vote.

  (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

  (xvi) 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.

  • Institutional shareholders (i.e. other than Individuals, HUE, NRI et.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.

  • They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk evoting@cdslindia.



• After receiving the login details they have to create a user who would be able to link the account(s) 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.

• 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 21st September, 2015 (11:00 A.M.) and ends on 23st September, 2015 (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 (i.e. the record date), being 18sh September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 email to helpdesk evoting@cdslindia.com

18sh September, 2015 i.e. Cut off date, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Armual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 21sh September, 2015 (11:00 A.M.) and ends on 23st September, 2015 (05:00 P.M.).

The Company has appointed Rupal Patel, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

6. The Register of Directors' and Key Managerial Person • After receiving the login details they have to create a user who would be able to fink the accounts they would be able to cast their vote.

• 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.

• 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 21st September, 2015 (11:00 A.M.) and ends on 23rd September, 2015 (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 (ie. the record date), being late of the company holding share either in physical form or in dematerialized form, as on the cut-off date (ie. the record date), being late of the company holding share either in physical form or manual available at www.evotingindia.com. under help section or write an email to helpdesk evoting@cdslindia.com

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 18th September, 2015 i.e. Cut off date, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Armual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 21st September, 2015 (11:00 A.M.) and ends on 23rd September, 2015 (05:00 P.M).

The Company has appointed Rupal Patel, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

6. The Regis