

LANCO INFRA TECH LIMITED

Corporate Identity Number: L45200TG1993PLC015545

Registered Office: Plot No.4, Software Units Layout,HITEC City, Madhapur, Hyderabad – 500 081, Telangana, India

Phone: +91-40-4009 0400, Fax: +91-40-2311 6127

Email : complianceofficer.lit@lancogroup.com, Website: www.lancogroup.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') and all other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and further pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the resolution set out below is proposed to be passed as Special Resolution by way of Postal Ballot. The explanatory statement pertaining to the below resolution setting out the material facts and the reasons thereof along with a postal ballot form (the "Form"), forms part of the Notice, for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. Srikrishna S Chintalapati, KBG Associates, Practising Company Secretaries, Hyderabad (Membership Number F5984) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Notice/Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. on 28th February, 2016. Upon completion of the scrutiny of the Forms and E-Voting, the Scrutinizer will submit his report to the Chairman.

The results of the Postal Ballot will be announced by the Chairman or a Person authorised by him. The aforesaid results along with the Scrutinizer's Report will be placed on the Company's website viz. www.lancogroup.com.

RESOLUTION

ITEM NO. 1 - Issue of Compulsorily Convertible Debentures on Preferential basis

To consider and if thought fit, to accord ASSENT/DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62, Section 71 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with all applicable Rules and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), provisions of Chapter VII and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time ("ICDR Regulations"), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, CDR Lenders of the Company, RBI, the Government of India, etc.), if any and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), (which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches such number of Unsecured Compulsorily Convertible Debentures ("CCDs"), at a price of Rs.10/- (Rupees Ten Only) per CCD having face value of Rs.10/- (Rupees Ten only) carrying a Coupon Rate of 10.50% per annum and having a term of 12 months from the date of allotment, each fully paid up, for an amount not exceeding Rs.350,00,00,000/- (Rupees Three Hundred and Fifty Crore only), ("CCDs Amount") to IDFC Bank Limited ("IDFC"), pursuant to conversion of Loan including interest accrued upto the date of allotment of CCDs and conversion of the above said CCDs into Equity Shares (CCDs Amount and the interest accrued thereon shall together be referred to as "Conversion Amount"), in accordance with the Applicable Laws and as detailed in the Statement annexed hereto, by way of preferential allotment, in such manner as the Board may, in its absolute discretion, think fit and on the following terms and conditions :

1. The CCDs shall be unsecured.
2. The CCDs shall be converted into Equity Shares of face value of Re.1/- each at a price which is higher of the following:
 - (a) Rs.6.23/- per equity share.
 - (b) Price arrived at in accordance with the ICDR Regulations. ("Conversion Price").
3. The CCDs by themselves do not give IDFC any right of a shareholder of the Company.
4. The number of Equity Shares to be allotted to IDFC upon conversion will be determined by dividing the Conversion Amount by the Conversion Price.
5. The new Equity Shares issued on conversion of CCDs shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing issued and subscribed Equity Shares of the Company including as to dividend. These Equity Shares will be listed on the stock exchanges where Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the CCDs shall be converted into Equity Shares at the end of 12 months from the date of such allotment.

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the 'Relevant Date' for determining the price for the allotment of Equity Shares on Conversion of the CCDs, to IDFC shall be the date 30 days prior to the date of approval of Members of the Company through this Postal Ballot.

RESOLVED FURTHER THAT pursuant to the provisions of ICDR Regulations, the CCDs shall be allotted by the Company to IDFC in dematerialized form within a period of 15 days from the date of approval of the members provided that where the allotment of the said CCDs is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing of the Equity Shares to be issued and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all queries or doubts that may arise in the proposed issue, pricing of the issue, allotment of the Equity Shares arising there from, and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

Registered Office :

Plot No.4, Software Units Layout, HITEC City
Madhapur, Hyderabad-500 081, Telangana, India

Place : Gurgaon
Date : 30.12.2015

By order of the Board
For LANCO INFRA TECH LIMITED

A. VEERENDRA KUMAR
Company Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and the reasons for the proposal is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 25th December, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage pre-paid self-addressed Business Reply envelope.
3. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. 25th December, 2015.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier/post/ electronically by email to those who have registered their Email-ID with the Company / Depositories.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is also placed in the ‘Investors’ section on the Company’s website: www.lancogroup.com.
7. The Board of Directors has appointed Mr. Srikrishna S Chintalapati of M/s. KBG Associates, Practicing Company Secretary, Hyderabad (Membership Number. F5984) as the Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner.
8. Members are requested to carefully read the instructions printed on the annexed Postal Ballot form. The Postal Ballot form, duly completed and signed, should be returned in the enclosed self-addressed postage prepaid envelope, directly to the Scrutinizer so as to reach them on or before 28th February, 2016. Any response received from the members after the closing hours of 28th February, 2016 shall be treated as if no response is received in terms of sub-rule 12 of Rule 22 of the Companies (Management and Administration) Rules, 2014.
9. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. The Special Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they had been passed at a General Meeting of the Members.
11. **Voting period commences from Saturday, January 30, 2016 at 9.00 a.m. and ends on Sunday, February 28, 2016 at 5.00 p.m. E-voting shall not be allowed beyond the said date and time.**
12. Kindly note that the Members can opt only for one mode of voting, i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Members cast their vote by physical ballot as well as by e-voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
13. Members who have received the Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the www.lancogroup.com or seek a duplicate Postal Ballot Form from the Registrar & Share Transfer Agent, Aarthi Consultants Private Limited, Regd. Office 1-2-285, Domalguda, Hyderabad – 500 029, Telangana, India, fill in the details and send the same to the Scrutinizer.
14. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Member will also be accepted.
15. **Instructions for e-voting / The instructions for Members Voting Electronically are as under:**
 - (i) The voting period begins on Saturday, January 30, 2016 at 9.00 a.m. and ends on Sunday, February 28, 2016 at 5.00 p.m. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 25, 2015, 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) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no. being provided by the Company in the applicable cases. <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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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 Lanco Infratech Limited on which you chose 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 a 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer to 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.
16. The Scrutinizer will submit his report on postal ballot to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms and E-voting. The results of the Postal Ballot will be announced by the Chairman or a Person authorised by him. The said results would be intimated to the National Stock Exchange of India Limited and BSE Limited where the Company’s shares are listed and displayed along with the Scrutinizer’s report on the Company’s website viz. www.lancogroup.com.
17. All the material documents referred to in the explanatory statement above would be available for inspection at the registered office of the Company during business hours from the date of dispatch of Notice till 5.00 p.m on 28th February, 2016.
18. 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 intimation only.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company had availed loan facilities from IDFC Bank Limited (IDFC) from time to time for business purpose. As requested by the Company, IDFC has agreed for acceptance to issue Compulsorily Convertible Debentures (CCDs) against the outstanding loan amounts and interest accrued/to be accrued thereon not exceeding Rs.350 Crores (approximately), due to IDFC. It is proposed to issue and allot the CCDs convertible into Equity Shares at such price as may be determined in accordance with the ICDR Regulations.

The Board of Directors, at their meeting held on 30th December, 2015 subject to the approval of the members, approved the proposal to issue the CCDs by converting the loan.

Other terms relating to issue of CCDs:

1. The Equity Shares issued on Conversion shall rank pari passu with the then existing Equity Shares of the Company.
2. The CCDs shall be converted into Equity Shares at the end of 12 months from the date of such allotment.
3. The disclosures required pursuant to Regulation 73 of the ICDR Regulations and the Companies Act, 2013 are as follows:

(a) Objects of the Preferential Issue:

The object of the preferential issue is to issue and allot the CCDs of the Company to IDFC by conversion of its loan.

(b) The total number of shares or other Securities to be issued, the price or price band at/within which the allotment is proposed, basis on which the price has been arrived:

Such number of CCDs having face value of Rs.10/- (Rupees Ten only) at par carrying a Coupon Rate of 10.50% per annum and having a term of 12 months from the date of allotment, each fully paid-up, for an amount not exceeding Rs.350,00,00,000/- (Rupees Three Hundred and Fifty Crores only).

(c) Proposal of the Promoters, Directors or key management personnel of the Company to subscribe to the offer:

None of the Promoters, Directors or key management personnel has any intention to subscribe to the Preferential Issue. This issue/offer is only to IDFC on a preferential basis through a Letter of Offer.

(d) Shareholding Pattern before and after the preferential issue:

The shareholding pattern of the Company before and after the preferential issue is provided below:

S. No.	Category of Shareholder	Pre-allotment [#]		Post-allotment [*]	
		No. of Shares	% to the Paid-up Capital	No. of Shares	% to the Paid-up Capital
A	Promoters’ Holding				
1	Indian:				
	Individual	27,53,17,357	10.01	27,53,17,357	3.59
	Others (Trust)	4,51,38,944	1.64	4,51,38,944	0.59
	Bodies Corporate	1,61,90,62,457	58.89	1,61,90,62,457	21.13
	Sub-Total	1,93,95,18,758	70.55	1,93,95,18,758	25.31

S. No.	Category of Shareholder	Pre-allotment [#]		Post-allotment*	
		No. of Shares	% to the Paid-up Capital	No. of Shares	% to the Paid-up Capital
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	1,93,95,18,758	70.55	1,93,95,18,758	25.31
B	Non-Promoter's Holding				
1	Institutional Investors	13,74,79,131	5.00	5,05,15,22,351	65.92
2	Non- Institutions:				
	Private Corporate Bodies	7,76,29,957	2.82	7,76,29,957	1.01
	Directors and Relatives	1,00,66,473	0.37	1,00,66,473	0.13
	Indian Public	54,80,28,084	19.93	54,80,28,084	7.15
	Others (Including NRIs)	3,66,04,252	1.33	3,66,04,252	0.48
	Sub-Total (B)	80,98,07,897	29.45	5,72,38,51,117	74.69
	GRAND TOTAL (A) + (B)	2,74,93,26,655	100.00	7,66,33,69,875	100.00

The Pre-allotment shareholding has been given on the basis of data available as on 25.12.2015.

* The aforesaid post-allotment shareholding details have been provided considering all the allotments proposed/allotted as per the Postal Ballot Notice dated February 01, 2014. However the actual conversion shall be dependent on the extent of conversion rights exercised by CDR lenders from time to time. As the conversion price cannot be determined as on the date of Notice to the Members, the number of Equity Shares on conversion of CCDs proposed to be issued, does not form part of the Post-allotment Shareholding.

(e) Time within which the preferential issue shall be completed:

The allotment of CCDs will be completed within the time limit prescribed under ICDR Regulations.

(f) Identity of the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company, consequent to the preferential issue:

S. No.	Name of Proposed Allottee	Pre-allotment as on December 25, 2015		Post-allotment		The identity of the Natural persons who are the ultimate beneficial owners or who ultimately control the proposed allottee
		No. of Equity Shares	% to Paid-up Capital	No. of Equity Shares	% to Paid-up Capital	
1	IDFC Bank Limited	NIL	NIL	Please see Note 1		Please see Note 2
	Total	NIL	NIL			

Note 1: As the conversion price cannot be determined as on the date of Notice to the Members, the number of Equity Shares on conversion of CCDs proposed to be issued, does not form part of the Post-allotment Shareholding.

Note 2: IDFC Bank Limited, the proposed allottee is a Listed Company incorporated under the laws of India and having its Registered Office at KRM Tower, 8th Floor, No.1, Harrington Road, Chetpet, Chennai – 600 031. IDFC Bank Limited is a Subsidiary of IDFC Financial Holding Company Limited (IFHCL). Further, IFHCL is Wholly Owned Subsidiary of IDFC Limited. IDFC Limited being a Listed Company falls under the exempt category on identification of natural persons who are the ultimate beneficial owners or who ultimately control IDFC Bank Limited.

The existing Promoters will continue to be in control of the Company. There will not be any change in the management or control of the Company on account of the proposed preferential allotment, except for change in shareholding pattern and voting rights.

(g) Undertaking to re-computed price:

Not applicable.

(h) Undertaking to put under lock-in till the re-computed price is paid:

Not applicable.

(i) Certificate from Statutory Auditors:

M/s. Brahmaya & Co., Statutory Auditors issued certificate that the preferential issue is being made pursuant to ICDR Regulations as per this Postal Ballot Notice. The copy of the said certificate is available for inspection during office hours at the Registered Office of the Company on all working days during the voting period.

(j) Relevant Date:

In accordance with provisions of Chapter VII of ICDR Regulations, the 'Relevant Date' for determining the price for the allotment of Equity Shares on conversion of CCDs shall be the date 30 days prior to the date of approval of Members of the Company through this Postal Ballot.

(k) Lock-in Period:

The CCDs and Equity Shares issued on conversion shall be locked in as per the provisions of ICDR Regulations.

During the Financial Year 2015-16, the Company allotted 2,17,72,493 Equity Shares of Face Value of Re.1/- each at a Price of Rs.6.23 Per Equity Share (including Rs.5.23 Per Equity Share towards Share Premium) to ICICI Bank Limited pursuant to the Postal Ballot Notice dated February 01, 2014 and allotted 26,51,74,603 Equity Shares of Face Value of Re.1/- each at a Price of Rs.6.30 Per Equity Share (including Rs.5.30 Per Equity Share towards Share Premium) to Lanco Group Limited, Promoter of the Company pursuant to the Annual General Meeting Notice dated July 29, 2015.

The resolution at Item No.1 requires approval of the Members by way of a Special Resolution for the Company to issue the said CCDs to IDFC as stated above on a preferential basis.

Your Directors commend passing of the resolution at Item No. 1 of the Notice as Special Resolution.

None of the Directors, key managerial personnel and their relatives are deemed to be concerned or interested in the above resolution.

Registered Office :

Plot No.4, Software Units Layout,HITEC City
Madhapur, Hyderabad-500 081, Telangana, India

Place : Gurgaon
Date : 30.12.2015

By order of the Board
For **LANCO INFRA TECH LIMITED**

A. VEERENDRA KUMAR
Company Secretary

LANCO INFRATECH LIMITED



Always Inspiring

Corporate Identity Number: L45200TG1993PLC015545

Registered Office: Plot No.4, Software Units Layout,HITEC City, Madhapur, Hyderabad – 500 081, Telangana, India

Phone: +91-40-4009 0400, Fax: +91-40-2311 6127

Email : complianceofficer.lit@lancogroup.com, Website: www.lancogroup.com

POSTAL BALLOT FORM

Serial No. _____

Name & Address of Sole/ First Member _____

Name(s) of the Joint Member(s), if any _____

Registered Folio No./DP ID No. & _____

Client ID No. _____

Number of Equity Shares held _____

I/ We, hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated December 30, 2015 of the Company, by conveying my/our assent (FOR) / dissent (AGAINST) to the said Resolution by placing the tick mark (√)in the appropriate box below:

Item No.	Description	No. of Shares held by Member	I/ We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Issue of Compulsorily Convertible Debentures (CCDs) on Preferential Basis.			

Date : _____

Place: _____

Signature of the Member

(Only in the case of Physical Voting)

INSTRUCTIONS

1. A Member desiring to exercise Vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier or any other mode at the expense of the Member, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 P.M. on Sunday, 28th February, 2016. All Postal Ballot Forms received thereafter will be treated as if the reply from the Member has not been received.
3. Assent or Dissent to the proposed Resolution may be recorded by placing a tick mark (√) in the appropriate column.
4. This form is to be completed and signed by the Member (as per Signature registered with the Company). 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. There will be only one Postal Ballot Form for each Folio irrespective of the number of Joint holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the Member, it must be accompanied by a Power of Attorney. In case of Equity Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Governing Body.
6. Unsigned Postal Ballot Forms will be rejected.
7. A Member need not use all his Votes nor cast all his Votes in the same manner.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The attached self-addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the Member for sending any other correspondence to the Company.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at instruction No. 2 above.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 25th December, 2015.
12. Signature of Member should be as per specimen registered/ recorded with Company/ Depository.
13. Any cutting / overwriting in this Ballot Paper should be signed by the Member.