



RCI INDUSTRIES & TECHNOLOGIES LIMITED

Regd. Office: B-97, All Heavens Building, Wazirpur, Ring Road, Delhi-110052,
Tel: +91 11 27372194, 27372197, Fax: +91 11 27371334
Web: www.rciind.com, Email: abhishek@rciind.com
CIN: L74900DL1992PLC047055

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the “Act”) for seeking your consent through Postal Ballot/ e-voting for the following Special Business:

1. Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association.
2. Issue and Allotment of Compulsorily Convertible Debentures and Equity Shares arising on conversion of Compulsorily Convertible Debentures

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and related particulars pertaining to the aforesaid Special Business is annexed hereto for your consideration.

The Board of Directors (“Board”) of the Company has appointed Ms. Kiran, Practicing Company Secretary (CP No.: 14168) as the Scrutinizer for conducting the entire Postal Ballot and e-voting process in a fair and transparent manner. The Company is also providing e-voting facility to its Members. E-voting is optional. Please read and follow the instructions on e-voting as enumerated in Notes to this Notice.

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto or re-enactments thereof, for the time being in force) (the “Act”) and subject to the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One

Crore Fifty Lac) equity shares of Rs.10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lac) equity shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by the following Clause:

V. The Authorised Share Capital of the Company is Rs. Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lac) equity shares of Rs.10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Mr. Rajeev Gupta (DIN: 00503196), Managing Director and Mr. Abhishek Kedia, Company Secretary and Compliance Officer of the Company, be and are hereby severally/jointly authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

ITEM NO. 2: ISSUE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE DEBENTURES AND EQUITY SHARES ARISING ON CONVERSION OF COMPULSORILY CONVERTIBLE DEBENTURES

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited (“BSE”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and 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(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 5,60,000 (Five Lac Sixty Thousand) Unsecured Zero Coupon Compulsorily Convertible Debentures (“CCDs”) having face value of INR 900 (Indian Rupees Nine Hundred Only) each, in one or more tranches, to the proposed allottees

detailed in the Explanatory Statement, for an aggregate amount of up to INR 50,40,00,000 (Indian Rupees Fifty Crore Forty Lac Only) and on such terms and conditions and in the manner as may be determined by the Board in its absolute discretion, by way of a preferential allotment on private placement basis and to issue such number of equity shares as may be required to be issued upon conversion of the CCDs allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering.

RESOLVED FURTHER THAT 1 (One) CCD shall be converted into 4 (four) equity shares of the Company, arrived at by dividing the face value of each CCD being converted, by INR 225/- (Indian Rupees Two Hundred Twenty Five Only), the price of each Equity Share to be issued on conversion of the CCDs, subject to compliance with Regulation 76 of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the equity shares to be issued on conversion of the CCDs shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determining the pricing of the equity shares to be issued upon conversion of Zero Coupon CCDs shall be 26th February, 2018, being the date 30 (thirty) days prior to the date of approval of Members of the Company through this Postal Ballot.

RESOLVED FURTHER THAT in accordance with the Regulation 74(1) of SEBI (ICDR) Regulations, the CCDs shall be allotted within a period of 15 days from the date of such approval, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT in accordance with Regulation 75 of SEBI (ICDR) Regulations and terms of CCDs, the tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment.

RESOLVED FURTHER THAT the CCDs and the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs, be listed on BSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the CCDs and the equity shares proposed to be allotted to the Proposed Allottees upon conversion of the CCDs and for the admission of such CCDs and the equity shares with the depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), and for the credit of such CCDs and the equity shares allotted upon conversion of the CCDs to the demat account of the Proposed Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised 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 but not

limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit.

Place: Delhi
Date: February 22, 2018

By order of the Board of Directors
For **RCI Industries & Technologies Limited**
Sd/-
Mr. Abhishek Kedia
Company Secretary & Compliance Officer
M. No. A33537

IMPORTANT NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set out the details relating to Special Business at the meeting, is annexed to this notice.
2. The Company has fixed the record date of **February 16, 2018**, for determining the entitlement of shareholders to receive Postal Ballot Notice.
3. The Postal Ballot Notice is being sent in electronic mode to those Members, whose E-mail addresses are registered with the Company/Depository Participants(s) and the physical copies of Postal Ballot Notice along with Postal Ballot Form and self-addressed postage prepaid envelope are being sent by permitted mode to those Members, who have not registered their E-mail address with the Company/Depository Participants(s).
4. In compliance with Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 as may be amended from time to time, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting facility electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency to provide e-voting facility. E-voting is optional.

5. E-voting period for all items of business contained in this notice shall commence on Monday, February 26, 2018 (9:00 A.M.) and ends on Tuesday, March 27, 2018 (5:00 P.M.). The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any member, the member shall not be allowed to change it subsequently.
6. Members can opt for only one mode of voting i.e. either by sending physical Ballot or e-voting. However, if Members cast their vote through both mode of voting, then the voting through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.
7. The cut-off date for determining the eligibility of shareholders to exercise E-Voting facility is February 16, 2018. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-Voting or voting through Postal Ballot form. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
8. The Postal Ballot Notice is also placed on the Company's website viz. www.rciind.com, on the BSE's website viz. www.bseindia.com and also on the NSDL's website viz. www.evoting.nSDL.com.
9. The Board of Directors of the Company have appointed Ms. Kiran, Practicing Company Secretary, (COP No.: 14168) as the Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner.
10. 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 27th March, 2018. Any response received from the members after the closing hours of 27th March, 2018 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.
11. 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 Company's Website i.e. www.rciind.com or send request for the same to the Company.
12. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, and shall submit the said report to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.rciind.com and on the website of NSDL www.evoting.nsdl.com. and shall also be communicated to the BSE Limited.

14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. 27th March, 2018.

15. Members are requested to carefully read the instructions of remote E-Voting before casting their vote. The process and manner for remote E-voting are as under:

A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Open email and open PDF file viz; “RCI remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN 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/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person 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 “EVEN” of “RCI Industries & Technologies Ltd.”.
- 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, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cskiraswal@gmail.com with a copy marked to evoting@nsdl.co.in

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE POSTAL BALLOT NOTICE [for members holding shares in dematerialized form whose email IDs are not

registered with the Company/Depository Participants(s) and Members holding shares in physical form as well as those Members who have requested for a physical copy of the Postal Ballot Notice]:

- Initial password is provided as below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
108229		

- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- If you are already registered with NSDL for remote E-voting then you can use your existing user ID and password/PIN for casting your vote.
- 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).

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 1:

In pursuance of issuance of Zero Coupon Compulsorily Convertible Debentures as proposed in the resolution at Item No. 2, which shall be converted into Equity Shares within a period of maximum 18 (Eighteen) months from the date of its allotment, it is proposed to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lac) equity shares of Rs.10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lac) equity shares of Rs.10/- (Rupees Ten) each. Consequent to increase in the authorised share capital, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by the Members at the Registered Office of the Company. The Board recommends the resolution proposed at Item No. 1 for your approval by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholdings in the Company, if any.

ITEM NO. 2:

The Company in order to meet its requirement of Repayment of ICD of INR 30 Crore (Thirty Crore) from RCI Skills & Social Development Private Limited as well as to meet the capital expenditure to support business expansion, the Company proposes to create, offer, issue and allot up to 5,60,000 (Five Lac Sixty Thousand) Unsecured Zero Coupon Compulsorily Convertible Debentures (“CCDs”) having face value of INR 900 (Indian Rupees Nine Hundred Only) each, in one or more tranches, at par, for an aggregate amount of up to INR 50,40,00,000 (Indian Rupees Fifty Crore Forty Lac Only) to the following proposed allottees:

S. No.	Name of the Allottee	No. of Zero Coupon CCDs to be issued	Category
1.	Mr. Rajeev Gupta	3,83,040	Promoter
2.	Mrs. Mamta Gupta	1,48,960	Promoter Group
3.	Ms. Smita Jain	28,000	Non-Promoter
	Total	5,60,000	

The tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment.

The issue and allotment of the CCDs so offered shall be in dematerialised form and the CCDs and equity shares issued upon the conversion of the CCDs shall, subject to receipt of necessary approvals, be listed and traded on the BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The disclosures required pursuant to Regulation 73 of ICDR Regulations and the Companies Act, 2013, are as follows:

- **The Object of the Preferential Issue:**

The proceeds will be utilized:

- To repay the ICD accepted by the Company from RCI Skills & Social Development Private Limited of Rs. 30 Crore (Rupees Thirty Crore).
- To meet the capital expenditure to support business expansion plan of the Company.

- **Issue Size, number of CCDs to be issued & price thereof:**

PROPOSED ALLOTTEE	NUMBER OF ZERO COUPON CCDS TO BE ISSUED	FACE VALUE PER CCD	AMOUNT
Rajeev Gupta	3,83,040	900	34,47,36,000
Mamta Gupta	1,48,960	900	13,40,64,000
Smita Jain	28,000	900	2,52,00,000

- **Conversion Price**

The Price of Equity Shares to be allotted on conversion of CCDs shall be INR 225/- (Indian Rupees Two Hundred Twenty Five Only), subject to compliance with Regulation 76 of SEBI (ICDR) Regulations.

- **Proposal of the Promoters / Directors / KMP of the Company to subscribe to the offer:**

The contribution of the Promoter and Director of the Company to subscribe in the preferential issue is of 5,32,000 CCDs. And the intention to subscribe to the offer is to contribute in the Capital expenditure of the Company during the current financial year in order to build new growth of the Company as well as to repay the ICD of Rs. 30 Crore, taken from RCI Skills & Social Development Private Limited.

None of them are in anyway concerned or interested financially or otherwise in this Resolution.

- **Relevant Date with reference to which the price has been arrived at:**

In accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, the 'Relevant Date' for determining the price for the allotment of Equity Shares on conversion of CCDs shall be 26th February, 2018, being the date 30 days prior to the date of approval of Members of the Company through this Postal Ballot.

- **Identity of Natural person and shareholding thereof**

S. No.	NAME OF THE ALLOTTEE	CLASS OF SUCH ALLOTTEE	IDENTITY OF NATURAL PERSONS/ BENEFICIAL OWNERS	SHAREHOLDING	
				PRE-ISSUE HOLDING	POST ISSUE HOLDING
1.	Rajeev Gupta	Promoter - Resident Individual	NA	35.46%	40.17%
2.	Mamta Gupta	Promoter Group - Resident Individual	NA	4.24%	7.43%
3.	Smita Jain	Non-Promoter - Resident Individual	NA	0	0.71%

*For calculation of Post Preferential Allotment shareholding of the Proposed Allottee, following assumptions have been made:

- 1) 5,60,000 CCDs to be issued and allotted for INR 50,40,00,000.
- 2) Full conversion of the CCDs into 22,40,000 equity share of the Company at a conversion price of INR 225 per CCD.

• **Terms of Issue:**

The issue is authorized by Articles of Association of the Company.

The consideration price of the equity shall be received from Allottee's bank accounts;

The entire Pre Preferential Allotment Shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges.

Note: -

1. None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise except to the interest of their subscription in this Resolution.
2. In this notice, preferential issue includes private placement.

• **Shareholding Pattern before and after the preferential issue:**

S. No	Category	Pre Preferential Allotment		Post Preferential Allotment	
		No of Shares	% of Shareholding	No of Shares	% of Shareholding
A	Promoter & Promoter Group holding:				
1	Indian				

	Individuals/HUF	5336465	39.72	7464465	47.61
	Bodies Corporate	3240150	24.11	3240150	20.67
	Sub Total	8576615	63.83	10704615	68.28
	Foreign Promoters	0	0	0	0
	Sub Total (A)	8576615	63.83	10704615	68.28
B	Public Shareholding				
1	Institutional Investors	0	0	0	0
2	Non Institutions:				
	Private Corporate Bodies	638582	4.75	638582	4.07
	Directors/Relatives	0	0	0	0
	Indian Public	3813473	28.39	3925473	25.05
	Others (including NRIs)	407745	3.03	407745	2.60
	Sub Total (B)	4859800	36.17	4971800	31.72
	GRAND TOTAL (A+B)	13436415	100	15676415	100

- **Proposed time limit within which the allotment shall be completed:**

Pursuant to Regulation 74(1) of the ICDR Regulations, the CCDs shall be allotted within a period of 15 days from the date of approval of the Members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

- **Change in the Control or Composition of the Board:**

There will neither be any change in the composition of the Board nor any change in the Control of the Company pursuant to the issuance of the CCDs to the Proposed Allottees. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issuance of equity shares by the Company to the Proposed Allottees upon conversion of such CCDs.

- **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as the allotment of the CCDs proposed to be made is not for consideration other than cash.

- **Lock in**

The CCDs and the Equity Shares to be allotted upon conversion, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval.

- **Auditors' Certificate:**

M/s. RPMD & Associates, Statutory Auditors issued certificate that the preferential issue is being made pursuant to SEBI (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.

- **No allotments have been made to any person during the current financial year 2017-18**
- **Undertaking:**

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the Allottee.
- c) Neither Company nor its Promoters/Directors are willful defaulter.

The Board recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise except to the interest of their subscription to the offer, in this Resolution.

Place: Delhi
Date: February 22, 2018

By order of the Board of Directors
For **RCI Industries & Technologies Limited**
Sd/-
Mr. Abhishek Kedia
Company Secretary & Compliance Officer
M. No. A33537



RCI INDUSTRIES & TECHNOLOGIES LIMITED

Regd. Office: B-97, All Heavens Building, Wazirpur, Ring Road, Delhi-110052,

Tel: +91 11 27372194, 27372197, Fax: +91 11 27371334

Web: www.rciind.com, Email: abhishek@rciind.com

CIN: L74900DL1992PLC047055

POSTAL BALLOT FORM

S. No.	Particulars	Details
1.	Name and Registered address of Sole / First named Member	
2.	Name(s) of the joint Member(s), if any	
3.	Registered Folio No. / DP ID - Client ID* (*Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	
5.	Class of Share	Equity

I / We hereby exercise my / our vote in respect of the Ordinary / Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice issued by the Company dated February 22, 2018, by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolutions by placing a tick mark at the appropriate box below:

Item No.	Description	Number of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Increase in Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association.			
2.	Issue and Allotment of Compulsorily Convertible Debentures and Equity Shares arising on conversion of Compulsorily Convertible Debentures			

Place :

Date :

(Signature of the Member)

Note: Please read carefully the instructions printed overleaf before completing this form.

----- **Cut Here** -----

ELECTRONIC VOTING PARTICULARS (Please visit <https://www.evoting.nsdl.com/> to cast your vote online)

EVEN (E-Voting Event Number)	USER ID	PASSWORD
108229		

Note: Detailed instructions for e-voting are furnished in the Postal Ballot Notice.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

- i. A Member desiring to exercise the vote by Postal Ballot Form should send duly completed and signed Postal Ballot Form to the Scrutinizer in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form, if sent by any other mode like courier, speed post, registered post etc. at the expense of the Member, will also be accepted.
- ii. In case of joint holding, Postal Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
- iii. There will be only one Postal Ballot Form for every Folio irrespective of number of joint Members.
- iv. In case of shares held by Corporates / Institutional Members (i.e. other than Individuals, HUF's, NRI's etc.) duly completed Postal Ballot Form should be accompanied by certified true copy of the Board resolution / Power of Attorney / Authority Letter together with attested specimen signature of the duly authorised signatory(ies).
- v. Unsigned / incomplete or incorrect Postal Ballot Form will be rejected.
- vi. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on March 27, 2018. Postal Ballot Forms received thereafter will not be considered.
- vii. A Member may request for a duplicate Postal Ballot Form, if required, from the Company. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point vi above.
- viii. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, February 16, 2018.
- ix. Please convey your assent (FOR) or dissent (AGAINST) in Postal Ballot Form. The assent / dissent must be accorded by placing a tick mark in the appropriate column of Postal Ballot Form.
- x. The Member(s) are requested not to send any other paper along with Postal Ballot Form, other than as required, in the enclosed self-addressed postage prepaid envelope.
- xi. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final and binding.
- xii. The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure on e-voting is enumerated in the Important Notes to the Postal Ballot Notice.