



KNR Constructions Limited

CIN: L74210DL1995PLC238364

Regd. Off. C-125, Anand Niketan, New Delhi – 110021
Corp. Off. KNR House, 3rd & 4th Floors, Plot No.114, Phase –I, Kavuri Hills,
Hyderabad – 500033

Phone: +91 40 40268361 /62, Fax: +91 40 40268760

Website: www.knrcl.com, email investors@knrcl.com

POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the 'Rules') (including any statutory modification(s) or amendment(s) thereto, that the resolutions below, in relation to:-

1. Sub-division of Nominal Value of Equity Shares from ₹ 10 to ₹ 2 each
2. Alteration of Capital Clause of Memorandum of Association of the Company
3. Adoption of new set of Articles of Association
4. Revision of Remuneration to Shri K Narasimha Reddy, Managing Director
5. Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director

are proposed to be passed by the members through postal ballot/electronic voting (e-voting).

The Resolutions and the relevant Statement pursuant to section 102 of the Act setting out the material facts and the reasons for the proposed resolutions are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the aforesaid Rules, appointed Mr. CH Veeranjanyulu, FCS, Company Secretary in whole time practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of the working hours i.e. by 5 P.M. on Saturday, the 26th November 2016. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The result of the Postal Ballot will be announced by the Chairman or in his absence by any Director of the Company on Monday, the 28th November 2016 at 11.00 A. M. at the Corporate Office of the Company and the resolutions will be taken as passed effectively on the date of announcement of result by the Chairman. The Notice of the Postal ballot has been placed on the website of the Company and the result of the Postal Ballot along with the Scrutinizer's Report will also be posted on the website of the Company (www.knrcl.com) besides communication to BSE and NSE where the equity shares of the Company are listed.

The Company is pleased to offer **e-voting facility** as an alternate to its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case you desire to exercise your vote by using e-voting facility then you are required to carefully follow the instructions as given for e-voting printed on the reverse of the Postal Ballot Form.

SPECIAL BUSINESS:

ITEM NO. 1

SUB-DIVISION OF EQUITY SHARES OF THE COMPANY AS PER THE PROVISIONS OF SECTION 61 OF THE COMPANIES ACT, 2013.

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 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force) and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed and applicable guidelines issued by the Securities and Exchange Board of India (SEBI) and other regulatory/ statutory authorities and all other applicable rules and regulations, and in accordance with the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board"), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of ₹ 10/- (Rupees Ten only) into 5

(Five) Equity Shares of Face value of ₹ 2/- (Rupee Two only) each fully paid-up and consequently, the Authorized Share Capital of the Company of Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) would comprise of 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two only) each with effect from the "Record Date" to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the subdivision of the Equity Shares of the Company, each Equity Share of the Face value of ₹ 10/- (Rupees Ten only) as existing on the Record Date shall stand subdivided into 5 (Five) Equity Shares of the Face value of ₹ 2/- (Rupee Two only) each fully paid-up, with effect from the Record Date.

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of the Face value of ₹ 2/- (Rupee Two only) each be issued in lieu of one Equity Share of ₹10/- (Rupees Ten only) each and such Equity shares shall rank paripassu in all respects and carry the same rights as the existing fully paid Equity Shares of ₹10/- (Rupees Ten only) each of the Company and shall be entitled to dividend(s) to be declared after the sub-division of equity shares.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of ₹ 2/- (Rupee Two only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants in lieu of the existing credits representing the Equity Shares before sub-division, at free of cost to the shareholders.

RESOLVED FURTHER THAT the Executive Finance Committee be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate all or any of its powers to any Committee thereof or to any Director(s) or Company Secretary, as it may deem appropriate in this regard."

ITEM NO. 2

ALTERATION OF CAPITAL CLAUSE OF 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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments or re-enactment thereof for the time being in force) and relevant provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to amend the existing Clause V (a) of the Memorandum of Association of the Company by deletion of the existing Clause V(a) and by substitution thereof with the following Clause V(a).

"a) The Authorised Share Capital of Company is ₹35,00,00,000 (Rupees Thirty Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of ₹ 2/- each.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

ITEM NO. 3

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association containing Article 1 to Article 231 be and is hereby substituted with revised set of Articles of Association containing Article 1 to Article 155 therein.

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

ITEM NO. 4

REVISION OF REMUNERATION OF SHRI K NARASIMHA REDDY, MANAGING DIRECTOR

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

“RESOLVED THAT in accordance with the provisions of the Section 196, 197 and 198 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 the remuneration of Shri K Narasimha Reddy, Managing Director of the company be and is hereby revised to the amount specified in the Explanatory statement w.e.f. 1st April 2016 for the remaining period of his tenure i.e. up to 31st March 2021.”

“RESOLVED FURTHER THAT pursuant to Section 197 and subject to all other applicable provisions of the Companies Act, 2013 the fixed remuneration as set out in the enclosed Explanatory Statement be paid as minimum remuneration to Shri K Narasimha Reddy, Managing Director notwithstanding that in any financial year of the Company during his tenure as Managing Director, the Company has no profit or profits are inadequate.”

ITEM NO. 5

REVISION OF REMUNERATION OF SHRI K JALANDHAR REDDY, EXECUTIVE DIRECTOR

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

“RESOLVED THAT in accordance with the provisions of the Section 196, 197 and 198 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 the remuneration of Shri K Jalandhar Reddy, Executive Director of the company be and is hereby revised to the amount specified in the Explanatory statement w.e.f. 1st April 2016 for the remaining period of his tenure i.e. up to 31st March 2021.”

“RESOLVED FURTHER THAT pursuant to Section 197 and subject to all other applicable provisions of the Companies Act, 2013 the fixed remuneration as set out in the enclosed Explanatory Statement be paid as minimum remuneration to Shri K Jalandhar Reddy, Executive Director notwithstanding that in any financial year of the Company during his tenure as Executive Director, the Company has no profit or profits are inadequate.”

By Order of the Board of Directors

Sd/-
M. V. VENKATA RAO
Company Secretary

Place: Hyderabad
Date: 20.10.2016

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED BY SECTION 102 (2) OF THE COMPANIES ACT, 2013

ITEM NO. 1, 2 & 3

The Equity Shares of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of equity shares of the Company, the Board of Directors at its meeting held on 30th September 2016 have approved the sub-division of each equity share of face value of ₹10/- (Rupees Ten only) of the Company into 5 (Five) equity shares of face value ₹ 2/- (Rupee Two only) each, subject to your approval.

Accordingly, each issued equity share of nominal value ₹10/- (Rupees Ten only) of the Company existing on the Record Date shall stand sub-divided into 5 (Five) equity shares of nominal value ₹2/- (Rupee Two only) each. The Record Date for the aforesaid sub-division of the equity shares will be fixed by the Executive Finance Committee after the approval of the Members.

At present, the Authorized Share Capital of the Company is ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each. The issued, Subscribed and Paid-up Share Capital of the Company is ₹ 28,12,34,600/- (Rupees Twenty Eight Crores Twelve Lakhs Thirty Four Thousand Six Hundred only) divided into 2,81,23,460 (Two Crores Eighty One Lakhs Twenty Three Thousand Four Hundred and Sixty Only) Equity Shares of Rs. 10/- (Rupees Tenonly) each. The proposed sub-division of equity shares of the Company from ₹ 10/- (Rupees Ten only) per equity share to ₹ 2/- (Rupee Two only) per equity share, requires amendment to the Memorandum of Association and Articles of Association of the Company.

Accordingly, Clause V(a) of the Memorandum of Association proposed to be altered in the manner set out in the

Resolution at Item No. 2, to reflect the alteration in the authorized share capital of the Company, i.e., from 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 35,00,000 (Thirty Five Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 35,00,00,000 (Rupees Thirty Five Crores Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of ₹ 2/- each.

Accordingly, the Articles of Association of the Company, as presently in force, are in accordance with the provisions of Companies Act, 1956. With the enactment of the Companies Act, 2013, most of the regulations contained in the Articles of Association of your Company have either become redundant or are not in tune with the provisions of the said Act. Under the Companies Act, 2013, draft Articles (in case of a Company limited by shares) are provided in Schedule F thereto.

In view of the aforesaid, it is proposed to replace the existing set of Articles of Association with a new set of Articles of Association containing regulations in accordance with the provisions of the new Act and the rules made thereunder.

The draft articles are available for your inspection at the Registered Office of the Company, at any time during the working hours on any working day till the closure of e-voting period. The same are also placed on the website of the Company.

Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 1, 2 and 3 for the proposed subdivision of each Equity Share of nominal value of Rs. 10/- (Rupees Ten only) of the Company into 5 (Five) Equity Shares of Rs.2/- (Rupee Two only) each and the consequent amendments to Clause V(a) of the Memorandum of Association of the Company and adoption of new set of Articles by way of special resolution.

The Directors, the Key Managerial Personnel and their relatives are not interested in the resolution at Item No. 1, 2 and 3 except to the extent of shares held by them, if any, in the Company.

However, there is no contract or agreement involved in the above business.

ITEM NO: 4 and 5

Taking into account the good work that the management has been doing especially by Shri K Narasimha Reddy, Managing Director and assisted by Shri K Jalandhar Reddy, Executive Director & CFO it is felt that the proposal for revision of the remuneration for their remaining period of the tenure of appointment w.e.f 1st April 2016. The details of remunerations are as follows

Sl. No.	Name and Designation	Current Remuneration in ₹ Per Month	Proposed	
			Remuneration in ₹ per Month Fixed	Variable pay
1.	K. Narasimha Reddy Managing Director	20,00,000	30,00,000	Not exceeding 100% of Consolidated salary, payable annually for each financial year, as may be determined by the Board
2.	K. Jalandhar Reddy Executive Director	10,00,000	20,00,000	

In addition to the above, they are entitled to the following benefits at the company's cost.

- i) Medical Reimbursement: Actual expenses incurred for self and Family shall be reimbursed subject to maximum of one month salary per annum.
- ii) Club Fees: This includes Admission and Membership Fee not exceeding ₹150,000/- per annum
- iii) Personal Accident Insurance: Premium shall not exceed ₹ 20,000/- per annum.
- iv) Provident Fund and Superannuation Fund: Contribution towards Provident Fund and Superannuation Fund shall be as per the company's policy.
- v) Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service.
- vi) Car for office use and Telephone facility at residence will be provided.

The whole time directors will not be entitled to sitting fee for attending meetings of the Board or of any Committee thereof.

The proposed variable pay will be fixed by the Board depending on the performance of the company but shall not exceed 40% of the Consolidated Salary in the FY 2016-17, 55% in the FY 2017-18, 70% in the FY 2018-19, 85% in the FY 2019-20 and 100% in the FY 2020-21 subject to availability of profits and permissible as per the company's Act 2013.

Pursuant to Provisions of the Companies Act, 2013, consent of the members of the company is required by way of special resolution for the above purpose subjects.

The Board of Directors of the company recommends the Special Resolutions for approval of the Shareholders.

None of the other Directors of the Company except Shri K Narasimha Reddy, Shri K Jalandhar Reddy and Smt. K Yashoda are in any way concerned or interested in this resolution.

By Order of the Board of Directors

Sd/-
M. V. VENKATA RAO
Company Secretary

Place: Hyderabad
Date: 20.10.2016

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

The voting period begins on Thursday, 27th October, 2016 (9.00 a.m. IST) and ends on Saturday, 26th November, 2016 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

The Notice of Postal Ballot of the Company can be downloaded from www.cdslindia.com and www.knrcl.com

A. In case of members receiving e-mail (for Members whose e-mail addresses are registered with the Company/Depositories):

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company / Depository Participants are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.
DOB#	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
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">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 member id / folio number in the Dividend Bank details filed as mentioned in instruction (iii)

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant **<KNR Constructions Limited>** on which you choose to vote.
- (xi) 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.

(xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(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.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) 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.

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

B. In case of members receiving the physical copy:

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

C. Other instructions:

- i. The voting rights of Members shall be in proportion to their shares of the paid – up equity share capital of the Company as on 30th September 2016.
- ii. Mr. CH Veeranjanyulu, FCS, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iii. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- iv. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.knrcil.com and on the website of CDSL and communicated to the BSE Limited (BSE), and the National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.
- vi. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut -off date i.e. 30th September 2016 may follow the same procedure as mentioned above for e-Voting. However, if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote.



KNR Constructions Limited

CIN: L74210DL1995PLC238364

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Kavuri Hills, Hyderabad – 500033
Phone: +91 40 40268361 /62, Fax: +91 40 40268760
Website: www.knrcl.com, email investors@knrcl.com

POSTAL BALLOT FORM

Name and Registered Addresses of the /first named members	
Name(s) of the joint members, if any	
Registered Foil No. / DP ID No. & Client ID No	
Number of shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below.

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Col. (1) for the number of shares being voted, ii) Tick (✓) the Col. (2) for voting (FOR) and/or Tick (✓) the Col. (3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)

Item No	Description	No. of Shares being voted (1)	I/We assent to the Resolution (FOR 2)	I/We dissent to the Resolution (AGAINST 3)
1	Sub-division of Nominal Value of Equity Shares from Rs. 10/- to Rs. 2/-			
2	Alteration of Capital Clause of Memorandum of Association of the Company			
3	Adoption of new set of Articles of Association			
4	Revision of Remuneration to Shri K Narasimha Reddy, Managing Director			
5	Revision of Remuneration to Shri K Jalandhar Reddy, Executive Director			

Place:

Date:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	*Default PAN / Sequence No.
161020003	

Note: Please read carefully the instructions overleaf before exercising your vote

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
2. The self-addressed postage pre-paid envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The voting period commences on Thursday the 27th October 2016 and ends on Saturday the 26th November 2016. The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company at the corporate office of the Company on or before the close of the working hours i.e. by the 26th November, 2016.
4. Postal Ballot(s) received after this date will be treated as if the reply from the member has not been received and the same will not be considered.
5. In case shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. The voting rights shall be reckoned on the paid up value of Equity Shares registered in the name of Shareholders as on 30th September 2016.
8. Members are requested **not to** send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No. 6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
10. A member, including the member who has opted to receive the documents electronically may seek duplicate Postal Ballot Form from the corporate office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at instruction No.3.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. There will be only one Postal Ballot Form for every Folio/ Client ID.
13. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
15. A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e-voting will be treated as invalid