

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable provisions if any, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), that the resolutions appended below are proposed to be passed by the members through Postal Ballot/Electronic voting (e-voting). The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section “Voting through electronic means”. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot or e-voting (whichever method the members opt for), they shall be deemed to have been passed as special businesses at an Extra-Ordinary General Meeting.

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to Section 4, 13 and all other applicable, provisions, if any, of the Companies Act, 2013 (as amended) (the “**Act**”), any Rules made thereunder to the extent applicable, and subject to such necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Gujarat and/ or any other appropriate authority (ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority (ies), which the Board of Directors (hereinafter referred to as “the **Board**”, which includes any of duly constituted Committee) is authorised to accept, as it may deem fit, the approval of the Company be and is hereby accorded for effecting the following modification and amendment in the existing Memorandum of Association of the Company:-

The new clause i.e. Clause III (A) 5 be inserted after the existing Clause III (A) 4 in the Memorandum of Association of the Company as under:

5. “*To carry on, through subsidiary company/joint venture/ associates, the business of financing, lending and advancing short-term and long term loans, credit, operating lease, either with or without security or guarantee, by borrowings or otherwise, and to invest, acquire, hold, sell, purchase, or otherwise deal in securities issued or guaranteed by any entity or government as or do such activities as may be permitted by the applicable laws and regulations and to act as broker, manager, consultant, advisor, collaborator in all incidental and allied activities related to lending, financing or investment activities including but not limited to bill discounting, rediscounting of bills, finance against shares, debentures and any other financial and non-financial assets.*”

“**RESOLVED FURTHER THAT** for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and to settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreement and writings as may be necessary for the purposes of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

2. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions of the Act and any Rules made thereunder (including any statutory modifications or re-enactments thereof) (“**Act**”), and all other applicable provisions, if any, and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“**Board**”) (which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to exercise its powers, including the powers conferred by this resolution of the Company, to mortgage, hypothecate, pledge and / or charge or create any security interest, in addition to the mortgage, hypothecation, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and / or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking in favour of the Lender(s), Agent(s), investing agencies and Trustee(s), for securing the borrowing availed or to be availed by the Company, subsidiary company, joint venture, associates or any other person/body corporate, by way of loans, debentures (comprising fully / partly convertible Debentures and / or non-convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, upto the limits approved or as may be approved by the shareholders under section 180(1)(c) of the Act (including any statutory modifications or re-enactments thereof) and other applicable provisions, along with temporary loans, interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company or the borrowing corporate/person including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for creating the appropriate mortgages, pledge, hypothecation and/or charges or security interest on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

3. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 (“**Act**”) and other applicable provisions of the Act and any rules made under the Act (which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution)

(including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company be and is hereby authorised in terms of Section 180(1)(c) and other applicable provisions, if any, of the Act, to borrow from time to time all such sums of money as they may deem necessary for the purpose of business of the Company notwithstanding that moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans (including working capital facilities) obtained from the Company's bankers in the ordinary course of business) (hereinafter referred to as the "**Borrowings**") shall exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose provided that the total amount of the Borrowings by the Board of Directors, shall not exceed ₹ 2500 Crore (Rupees Two Thousand Five Hundred Crore Only)."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

4. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "**Act**") and other applicable provisions, if any, of the Act and any rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate together with acquisition, subscription and purchase of securities already made, upto an aggregate amount not exceeding ₹ 2500 crore (Rupees Two Thousand Five Hundred Crores Only) over and above the amount of loans to any person or body corporate; any guarantee given / to be given, or security provided / to be provided, in connection with a loan given / to be given to any other body corporate or person provided that the aforesaid limit shall not apply to the investment by way of subscription, purchase or otherwise in the securities of the Company's wholly owned subsidiary company/ies, whether formed or to be formed."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board
Sd/-
Sandeep Garg
Managing Director
Din : 00036419

Place: Mumbai
Date: July 25, 2017

NOTES:

1. The Notice is being sent under Registered Post Acknowledgement Due/ speed post/ courier service/ through registered email id to all the members, whose names appear in the Register of Members / Record of Depositories as on July 28, 2017.
2. The Board of Directors of the Company has appointed Mr. Sanjay Risbud, Company Secretary (Certificate of Practice No. 5117) and Proprietor of M/s. S. S. Risbud & Co., Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (including e-voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company.
3. The resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence any Director of the Company, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolution. The result of the Postal Ballot will be posted on the Company's website www.welspunenterprises.com, besides communicating the same to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office and also at the Corporate Office of the Company between 2.00 p.m. to 4.00 p.m. on any working day (i.e other than Saturday, Sunday and public holiday) till the closure of working hours of September 04, 2017 (last date for receiving Postal Ballot Forms by scrutinizer).
5. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use by members. Members are requested to carefully read the instructions as mentioned hereinafter before exercising their vote.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).
7. Kindly note that the members can opt for only one mode of voting i.e., either by post or e-voting. If the members opt for e-voting, then they should not vote by post and *vice versa*. However, in case members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

Instructions for Voting through electronic means

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open the email and open PDF file viz; "WEL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for 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 e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Welspun Enterprises Limited.
- (viii) Now you are ready for 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 sanjayrisbud@yahoo.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice of postal ballot [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Postal Ballot form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of www.evoting.nsdl.com. In order to address any grievances relating to e-voting, you may write to Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated email ID evoting@nsdl.co.in, rajivr@nsdl.co.in or call at the following telephone no. 022 2499 4738/ 1800-222-990.
- (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iv) 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).
- (v) The e-voting period commences on August 06, 2017 (9:00 a.m.) and ends on September, 04 2017 (5:00 p.m.). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of July 28, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
- (vi) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of July 28, 2017.
- (vii) The Scrutinizer shall within a period not exceeding two (2) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (i) the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
- (ii) Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
- (iii) The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- (iv) This Form must be completed and signed (as per specimen signature registered with the Company) by the member. In case of joint holding, this Form must be completed and signed by the first named member and in his/her absence, by the next named member.
- (v) Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
- (vi) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (vii) The Postal Ballot shall not be exercised by a proxy.
- (viii) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on September 04, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
- (ix) In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. - Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083).
- (x) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the date of dispatch of the Notice.
- (xi) Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- (xii) There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
- (xiii) A member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item no. (viii) above.
- (xiv) Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.

By Order of the Board
Sd/-
Sandeep Garg
Managing Director
Din : 00036419

Place: Mumbai
Date: July 25, 2017

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1: Alteration of object clause of the Memorandum of Association.

The Company is engaged in the business of providing infrastructure facilities. Considering that the business of non-banking financial services has a profitable growth potential, and the financial standing of the Company being suitable for the same, the Board of Directors of the Company decided to undertake the financial services business through a subsidiary company. For

Instructions for voting through postal ballot form:

- (i) A member desirous of exercising his / her vote by Postal Ballot may complete the Postal Ballot Form enclosed with the Notice and send it to

this purpose, Board has decided to subscribe to 60% of the equity share capital, and has given, in-principle, approval for maximum investment up to ₹ 350 crores in Welspun Financial Services Limited. The proposal warrants alteration of object clause of the company by inserting the object clause mentioned in the resolution no.1 of the Notice.

Members are informed that the Board of Directors of the Company (the "Board") has, at its meeting held on 24th July, 2017 approved the aforesaid proposal for alteration of object clause of Memorandum of Association (MOA).

As per the applicable provisions of the Companies Act, 2013 (as amended) (the "Act"), and the Companies (Incorporation) Rules, 2014 (as amended), this Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the proposed Special Resolution for the alteration of Object Clause of Memorandum of Association.

The Memorandum of Association of the Company proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the members of the Company. A copy of the existing and the proposed Memorandum of Association would be available for inspection by the members at the registered office of the Company on any working day (i.e other than Saturday, Sunday and public holiday) till the closure of working hours of September 04, 2017 (last date for receiving Postal Ballot Forms by scrutinizer).

The alteration of MOA requires approval of the members of the Company by means of a Special Resolution pursuant to Section 13 of the Act and accordingly the approval of the members of the company is being sought through Postal Ballot/e-voting.

Your Directors recommend the same for approval of the members of the Company to be passed as a special resolution by way of postal ballot/e-voting.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No: 2 & 3 :Approval for creation of charge on Company's properties/assets under section 180 (1) (a) of the Companies Act, 2013 and to avail borrowing limits under Section 180 (1) (c) of the Companies Act, 2013.

In terms of the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors of a company cannot, inter alia, except with the consent of the Company by a special resolution, create mortgage, charge, pledge and hypothecation, etc. on the undertakings of the Company beyond the limit mentioned in the Section.

The Company as well as its subsidiary companies, joint ventures/ associates borrow money for their businesses and such borrowings are required to be secured by mortgage, charge, pledge and/ or hypothecation etc. on all or any of the movable or immovable or any tangible or intangible assets / properties of the Company (both present and future) in favour of any lender, including the Financial Institutions / Banks / Debenture Trustees, etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage, charge, pledge, hypothecation on any of the movable and / or immovable or any tangible or intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Act read with Rules made thereunder.

In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Company by a special resolution, borrow monies (apart from temporary loans obtained from Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose. Considering the need

of funds for achieving the business growth potential primarily in the present business segment, the limits for borrowing and for creation of mortgage, charge, pledge, hypothecation etc. should be increased to ₹ 2500 crore be approved and accordingly the resolutions at Item nos. 2 & 3 have been proposed.

Accordingly, the special resolutions at item Nos. 2 and 3 of the Notice have been incorporated in the Notice to seek members approval for availing the borrowing limits and for disposal of the Company's undertaking(s) by creation of mortgage/charge, etc. thereon and for authorizing the Board (including any Committee thereof authorised for the purpose) to complete all the formalities in connection with the availing borrowing limits and creating charge on the Company's properties respectively. Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 provides that the item of business relating to creation of charge/mortgage, etc., shall be transacted only by means of voting through postal ballot.

Your Directors recommend the same for approval of the members of the Company to be passed as a special resolution by way of postal ballot/e-voting.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No: 4 :Approval for making investment under Section 186 of the Companies Act, 2013

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a company can, subject to other conditions, make any investment, give loan, give any guarantee and provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) One hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company in that regard.

To achieve financial flexibility and to enable optimal financing structure for the Company, its subsidiaries, joint ventures and associates and to achieve long term strategic and business objectives / potentials, it is proposed to give powers to the Board of Directors or duly constituted committee thereof, for making investment or taking exposure upto a limit of ₹ 2500 crore, over and above the amount of loans to any person or body corporate; any guarantee given / to be given, or security provided / to be provided, in connection with a loan given / to be given to any other body corporate or person, provided that the aforesaid limit shall not apply to the investment by way of subscription, purchase or otherwise in the securities of the Company's wholly owned subsidiary company/ies, whether formed or to be formed.

As the Company is in the business of providing infrastructural facilities, the provisions of Section 186 pertaining to making loan, giving guarantee or providing security to other corporates are exempted but not with respect to making of investments in the securities of any other body corporate (s).

Your Directors recommend the same for approval of the members of the Company to be passed as a special resolution by way of postal ballot/e-voting.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board

Sd/-

**Place: Mumbai
Date: July 25, 2017**

**Sandeep Garg
Managing Director
Din : 00036419**

WELSPUN ENTERPRISES LIMITED

(Formerly known as Welspun Projects Limited)

CIN: L45201GJ1994PLC023920

Regd. Office: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat-370 110

Tel: 00 91 2836 662222 Fax: 00 91 2836 279010

Corporate Office: Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400 013

Tel: 00 91 22 6613 6000 Fax: 00 91 22 2490 8020

 Website: www.welspunenterprises.com Email: companysecretary_wel@welspun.com
POSTAL BALLOT FORM

Sr. No.

 (1) Name and Registered Address of :
 the Sole/First named Member

 (2) Names(s) of the Joint Holder(s) (if :
 any)

 (3) Registered Folio No./DP ID No. :
 and Client ID No.

(4) Number of Share(s) held :

I/We hereby exercise my / our vote in respect of the resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick [✓] mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution, as given item no.1 as given in postal ballot notice dated 25 th July, 2017 for alteration of object clause of Memorandum of Association			
2.	Special Resolution, as given in item no.2 in postal ballot notice dated 25 th July, 2017 under Section 180(1)(a) of the Companies Act, 2013 authorizing Board of Directors to mortgage, hypothecate, pledge and/or charge or create any security interest of the Company to secure borrowings.			
3.	Special Resolution, as given in item no.3 in postal ballot notice dated 25 th July, 2017 under Section 180 (1)(c) of the Companies Act, 2013 authorizing borrowing (apart from temporary loans (including working capital facilities obtained from the Company's banker in the ordinary course of business)) not exceeding Rs. 2,500 crore.			
4.	Special Resolution, as given in item no.4 in postal ballot notice dated 25 th July, 2017 under Section 186 of the Companies Act, 2013 authorizing to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto an aggregate amount not exceeding Rs. 2500 crore.			

Place:

Date:

(Signature of Shareholder)

EVEN (E-voting event number)	User ID	Password / PIN
106685		

Note: Please read the instructions for voting before exercising the vote.