



ESAB INDIA LIMITED

CIN: L29299TN1987PLC58738

Plot No.13, 3rd Main Road, Industrial Estate, Ambattur, Chennai - 600058.

Phone No.: +44 - 42281100 Fax No.: +44 - 42281150

Email: investor.relations@esab.co.in

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act) read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for obtaining the consent of the members through postal ballot for appointment of Independent Directors of ESAB India Limited (the "Company") pursuant to Section 149 (4) and (5) of the Companies Act, 2013.

The Board of Directors has appointed Mr V Mahesh, Practising Company Secretary, Chennai as Scrutinizer at its meeting held on 29th January 2015, for conducting the postal ballot process in a fair and transparent manner.

The postal ballot form is enclosed. Members may kindly refer to the text of the special resolution reproduced below along with the Explanatory Statement annexed hereto.

Members are requested to carefully read the instructions set out in the postal ballot form and return the form duly completed, in the self addressed postage prepaid envelope, so as to reach the scrutinizer, not later than **17th March 2015**.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by the Chairman, after completing the scrutiny of postal ballot forms. The results of the postal ballot will be announced by the Chairman or any person authorized by him in this regard on **23rd March 2015**. The date of declaration of the results of the postal ballot will be taken to be the date of passing of the special resolution by the members of the Company.

Members requiring any clarification may contact Mr S Venkatakrishnan, Company Secretary at the registered office of the Company.

Special Business:

1. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Vikram Tandon (holding DIN 01727251) be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time.

2. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Sudhir Chand (holding DIN 01385201) be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time.

3. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Kalyana Sundaram Vaidyanathan (holding DIN 00063692) be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time.

4. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms Sabitha Rao (holding DIN 06908122) be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years with effect from 29th January, 2015 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of applicable provisions of the Companies Act, 2013 as determined by the board from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

By the order of the Board of Directors
For ESAB India Limited

Place: Chennai
Date: 29th January, 2015

S Venkatakrishnan
Company Secretary

Encl:

1. Explanatory Statement.
2. Postal Ballot form and self addressed postage pre-paid letter.

Annexure to the Notice of postal ballot dated 29th January, 2015 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The shareholders may be aware that Ministry of Corporate Affairs (MCA) notified majority sections of the Companies Act, 2013 (the Act 2013) along with corresponding Rules.

Out of these notified sections, 98 sections of the Act 2013 were made operative effective 12th September 2013, while 184 sections came into effect from 1st April 2014, replacing the corresponding provisions of the Companies Act, 1956.

The new Act 2013, inter alia, prescribed certain specific procedures for selection, appointment and remuneration of independent directors (Ids), besides their term can be for a period upto five consecutive years and are not liable to retire by rotation during this period.

Accordingly, all the following directors appointed earlier in terms of the erstwhile applicable provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreement, are proposed to be appointed as non-executive independent directors for a term of five consecutive years, in compliance with the new provisions of the Act 2013.

Item No.	Name of the Directors	Earlier Appointment
1	Mr.VikramTandon	Co-opted as a Director of the Company on 23 rd April 2010. He is a member of Audit Committee and Chairman of Stakeholders Relationship Committee.
2	Mr.Sudhir Chand	Co-opted as a Director of the Company on 23 rd April 2010. He is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
3	Mr.Kalyana Sundaram Vaidyanathan	Co-opted as a Director of the Company on 21 st July 2011. He is the Chairman of Audit Committee and Nomination and Remuneration Committee.
4	Ms.Sabitha Rao	Co-opted as a Director of the Company on 31 st July 2014. She is the Chairperson of Corporate Social Responsibility Committee and a member of Nomination and Remuneration Committee.

In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, a brief profile of these Directors, who are proposed to be appointed as directors in this meeting for a term of five years in terms of the applicable provisions of the Act 2013, nature of their expertise in specific functional areas, their other directorships and Committee Memberships, their shareholding and relationship with other directors in the Company are appended to the Notice annexed hereto.

All the aforesaid directors satisfy the criteria and other attributes for appointment as IDs as per the requirements of the Act 2013 and, being eligible, offer themselves for appointment, for a term of five consecutive years from 29th January, 2015.

Both the Nomination and Remuneration Committee of Directors and the board were of the opinion, after evaluation of their past performance and other attributes, that their continued association would be of immense benefit to the Company and it is desirable to avail their services as IDs for the said term of five consecutive years. All these directors fulfill the terms and conditions specified under the Act 2013 and rules made thereunder for their appointment as IDs by the shareholders and are independent of the management. The IDs are entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission in terms of Section 197 and other applicable provisions of the Companies Act, 2013, as determined by the board from time to time, within the overall limits specified under the Act 2013.

At the AGM held on 27th April, 2011, the shareholders have already approved the payment of commission within the overall limits so as not to exceed in aggregate 1% of the net profits of the Company in each financial year calculated in accordance with the provisions of Section 198 of the Act 2013 (corresponding Sections 349 and 350 of the Companies Act, 1956).

The sitting fees for the board meetings / committee is fixed at is Rs.12,500/- (Rupees Twelve thousand five hundred only) currently. The sitting fee for Stakeholder's Relationship Committee is Rs.2,500/- (Rupees Two thousand five hundred only).

Accordingly, the Board recommends the resolutions, as set out in item nos. 1 to 4, in relation to the terms of appointment of Mr.VikramTandon, Mr.Sudhir Chand, Mr.KalyanaSundaramVaidynathan and Ms Sabitha Rao as Independent Directors for approval by the shareholders of the Company, by way of special resolution.

None of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in item nos. 1 to 4.

Notices for appointment as set out in item nos. 1 to 4 have been received from members of the Company under Section 160 of the Act 2013, along with requisite deposit amount signifying the intention to propose the candidatures of the aforesaid IDs and to move the resolutions set out in item nos. 1 to 4 of this Notice.

Copies of their letters of appointment, setting out the terms of appointment as IDs will be available for inspection without any fee by the members at the Registered Office of the Company, during normal business hours on any working day.

Brief resume of Mr. Vikram Tandon, Mr. Sudhir Chand, Mr. Kalyana Sundaram Vaidyanathan and Ms Sabitha Rao and additional information pursuant to Clause 49 of the Listing Agreements with Stock Exchanges are provided below.

Mr. Vikram Tandon

Vikram Tandon 66, graduated from I.I.T. Delhi in 1970, and joined Hindustan Lever as a Management Trainee. His early career was in manufacturing. He started as production manager in a factory, and was then factory manager successively in three factories across India, two with regional profit responsibility including sales. He then worked in Corporate Development to identify and set up new core sector businesses for the company, after which he ran the company's Fertiliser Business, and then moved on to run the entire Chemicals business. He later moved to Unilever's Head Offices in London and Rotterdam, where he worked on Corporate Strategy for Unilever's global chemicals businesses, in close conjunction with Dr. Arnoldo Hax, Sloan professor of Management at Sloan School, MIT. He was also a member of Unilever's Technology Management Committee. He returned to India in 1994 as Head of Corporate Strategy for the Unilever Group of companies in India. In 1995, Mr. Tandon joined the board of Pepsico India as the Executive Director for Operations, with responsibility across South Asia. He was responsible for setting up the infrastructure and building the operating capability for Pepsico's beverages business over six years. The business grew meteorically in volume and share during that period, requiring a fourfold capacity enhancement. He then moved to New York to Pepsico's head office for 6 years, where he ran Pepsico's Worldwide Concentrate business. Mr Tandon retired from Pepsico and returned to India in 2007.

He is a Director in Greaves Cotton Limited. He is the Chairman of the Shareholders & Investor Grievance Committee. He does not hold any equity shares in the company as on date. Mr Vikram Tandon is not related to any other Director in the Board of the Company.

Mr. Sudhir Chand

Sudhir Chand 67 has over 44 years of work experience in various functions of General Management, Marketing, Sales, Manufacturing, HR and Consultancy. Worked with Crompton Greaves Ltd (7 yrs), Exide Industries Ltd (28yrs) - where he held various leadership positions before being appointed to the main Board (10 yrs) first as Director Automotive (Marketing and Manufacturing) then as Director Corporate Affairs for the Company- including HR, Training and Corporate Social Responsibility. He retired from Exide in 2006. An Electrical Engineer from BITS Pilani with Dip in Marketing Management, University of Bombay, and Executive Development programmes at IIM Ahmedabad and Cranefield School of Management, UK - Sudhir has been visiting faculty at Management Development Programs at IIM Calcutta and Calcutta Management Association. He is on the academic council of GlobSyn Business School (Kolkata).

His areas of experience include Strategic and Corporate planning, Manufacturing, Marketing, Organization Structuring, HR Development, Collaborations and Technology absorption. He has served on various committees of Chambers of Commerce including CII and was Secretary General of Indian Battery Manufacturer's Association and a Past President of Calcutta Management Association. He is an Associate of Grow Talent Company Ltd, the parent company of SOIL (School of Inspired Leadership) since 2006 and Right Management India (P) Ltd a Manpower group company of US (one of the World's largest talent and career management consulting firms) and handles assignments in areas of Talent Appreciation, Leadership Development and Executive Coaching. He is also an Associate of MART (the country's pioneering organization in rural marketing) and works on some rural, social and marketing projects. He is a Non Executive Independent Director on the boards of BOI Axa Investment Managers Pvt Ltd, (a joint venture between Bank of India and Axa of France), Exide Industries Ltd the leaders in storage Batteries, Chloride Alloys India Limited and Chloride Metals Limited. He is also a Director in Inflexion Management Services Private Limited and Chands Management Services Private Limited. He is on the Investor Grievance committee of Exide and Corporate Social Responsibility and Nomination & Remuneration Committee of Chloride Alloys India Limited and Chloride Metals Limited. He does not hold any equity shares in ESAB India Ltd as on date. Mr Sudhir Chand is not related to any other director on the Board of the Company.

Mr. Kalyana Sundaram Vaidyanathan

Mr. Kalyana Sundaram Vaidyanathan, aged 67, is a Chartered Accountant with a good academic background- Calcutta University-Rank holder both in M.Com & B.Com (Hons.) First Class, Recipient of medals, awards & merit scholarships. He is a Corporate Member of the National Institute of Personnel Management of India since 1978.

Mr.Vaidyanathan has over four decades of experience (out of which, more than two and a half decades has been at the Board level) in the areas of Corporate Finance, Corporate Restructuring and Advisory Services, Joint Venture Collaborations, Strategic Management, Internal Audit, Project Management, Human Resource and Industrial Relations etc.

He possesses proven track record of performance holding Board Position for about 27 years. Board Level positions held includes TTK Group of Companies, Modi Rubber (makers of Continental Tires) & Modistone (Firestone formerly) as independent Finance Director appointed by FI, Birla Vxl Ltd, ESSAR SWISS TELECOM & Samsons Group.

His varied industry working exposure includes Automobiles (Vehicles, Tires, Auto Components), Textiles (Spinning, hosiery, woolen worsted fabrics), FMCG, Paper, Printing, Engineering, Pharmaceuticals, Medical Devices, Plastics and Chemicals (basic chemicals, formulations), and Telecom.

Mr K Vaidyanathan, does not hold any equity shares in the Company as on date. Mr K Vaidyanathan is not related to any other Director on the Board of the Company.

Ms Sabitha Rao

Ms.Sabitha Rao, aged 57 years is a post graduate in Management from the Indian Institute of Management (Calcutta). She started her career with Citibank, Mumbai as an Assistant Manager. After a two year stint at their corporate office, she moved to AF Ferguson and Co. where she handled a diverse client base ranging from family managed organisations to multinationals and international aid organisations such as the World Bank and UNICEF. At AFF, her assignments covered all aspects of HR including organisation restructuring, compensation surveys, training, performance management and job evaluations. Eight years later she moved to American President Lines, where she was looking after HR for the West Asia region accounting for about 450 employees.

With 18 years of experience behind her, Ms.Sabitha Rao joined Cerebrus in 1997 to head the South India Operations as well as Sri Lanka. Her experience includes a blend of Finance and Human resources. About 20+ years expertise in the area HR management covering on all areas of HR from strategy to implementation. She has executed HR assignments in India, Sri Lanka, Middle East, Pakistan and South Africa. She has traveled widely in Asia and has worked in consulting assignments across a cross section of sectors. In addition to India, She has also worked extensively in the Sri Lanka market.

She is an active member of the Madras Management Association (MMA). Cerebrus has been the knowledge partner for 4 years for a flagship event held by MMA every year on women's day and Ms.Sabitha Rao is an invitee member of the management committee. She has authored articles for NHRD and the MMA newsletter. She has spoken at many industry fora in India and Sri Lanka including the CII, NHRD, MMA.

Ms.Sabitha Rao is a Director in Cerebrus Consultants. She does not hold any equity shares in the Company as on date and is also not related to any other Director on the Board of the Company.

By the order of the Board of Directors
For ESAB India Limited

Place: Chennai
Date : 29th January, 2015

S Venkatakrishnan
Company Secretary

Notes:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. Voting rights are reckoned on the basis of the shares registered in the name of the Members/Beneficial Owners as on 2nd February, 2015.
3. Voting through electronic means:
(a) The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-Voting

services provided by National Securities Depository Limited 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 instructions for e-Voting are as under:

In case of members' receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open e-mail and then open PDF file viz., "ESAB India Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL in the address bar: www.eVoting.nsdl.com
- (iii) Click on shareholder - Login
- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".
- (vii) Select "EVEN" of ESAB INDIALIMITED.
- (viii) Now members are ready for e-Voting as Cast Vote page opens.
- (ix) Cast the 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 the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
- (xii) Institutional members (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 maheshvenki@yahoo.com with a copy marked to evoting@nsdl.co.in.

In case of members receiving physical copy of the Notice

- (i) Initial password is provided as below / at the bottom of the notice

EVEN (e-Voting Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of note no 3 to cast vote.

In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at the following Telephone No: 022- 24994600.

If members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The e-Voting period commences on 16th February 2015 9:00 a.m and ends on 17th March 2015 6:00 p.m. During this period, members holding shares either in physical form or in dematerialized form, as on 2nd February, 2015 may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.

The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two 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.

The Results declared along with the Scrutinizer's Report will be placed on the Company's website www.esabindia.com and on the website of NSDL within two days of passing of the resolutions communicated to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 noon on all working days up to and including 17th March, 2015.

4. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed Business Reply letter so as to reach the Scrutinizer on or before 17th March, 2015, at the following address:

Mr V Mahesh
Scrutinizer
C/o.Integrated Enterprises (India) Ltd
Unit: ESAB India Limited
2nd Floor, 'Kences Towers',
No.1 Ramakrishna Street, North Usman Road,
T. Nagar, Chennai 600017.

5. The Scrutinizer, after completion of the Scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or by any person authorized by him in this regard on 23rd March, 2015. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a press release in the newspapers viz. Business Standard in English and Makkalkural in Tamil. The result will also be put up on the Company's website www.esabindia.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of the result, explained as above.
6. In case of any queries, members may contact the Company Secretary at the registered office of the Company.

Notes/Instructions

1. A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self addressed envelope. The postage will be borne and paid by the Company. The Company shall also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expense of the member. Members residing outside India should stamp the envelopes appropriately.
2. The Board of Directors of the Company has at its meeting held on 29th January, 2015 appointed Mr V Mahesh, Partner, V Mahesh & Associates Practicing Company Secretaries as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the postal ballot papers are to be sent are given below:

Mr V Mahesh
Scrutinizer
C/o.Integrated Enterprises (India) Ltd
Unit: ESAB India Limited
2nd Floor, 'Kences Towers',
No.1 Ramakrishna Street, North Usman Road,
T. Nagar, Chennai 600017.
3. This form should be completed and signed by the members (as per specimen signature recorded with the Company/Depositories). In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the postal ballot form, reference to the Power of Attorney registered with the Company should be mentioned in the postal ballot form. The right of voting by postal ballot cannot be exercised by proxy.

4. Unsigned postal ballot forms will be rejected. Duly completed postal ballot forms should reach to the Company not later than by the close of working hours at 17.30 hours on 17th March 2015. Postal ballot forms received after this date and time will be strictly treated as if the reply from such member has not been received.
5. In the case of shares held by bodies corporate/trust/societies, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution/authorization.
6. There will be only one postal ballot form for every folio irrespective of the number of joint member(s).
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on 2nd February, 2015.
8. Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the scrutinizer would destroy any extraneous paper found in such envelope.
9. Votes will be considered invalid on the following grounds:
 - a. If the ballot form is unsigned;
 - b. If the member's signature does not tally with the specimen signature in the records of the Company, depositories;
 - c. If the member has voted all his shares both in favour and also against in the ballot paper although member need not use all his votes or cast all his votes in the same way.
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are cast in favour or against the resolution or if the signature could not be checked or on one or more of the above grounds; or
 - e. On such other grounds which in the opinion of the scrutinizer makes the votes invalid.
10. The Scrutinizer's decision on the validity of a postal ballot form will be final and binding.
11. The result of the postal ballot will be announced by the Chairman or in his absence, any person authorized by the Chairman on 23rd March, 2015. The date of the declaration of the results of the postal ballot will be taken to be the date of passing of the special resolution.
12. The results will thereafter be published in the website of the Company, [www. esabindia.com](http://www.esabindia.com) and in newspapers viz. Business Standard in English and Makkalkural in Tamil.

**ESAB INDIA LIMITED**

CIN: L29299TN1987PLC58738

Plot No.13, 3rd Main Road, Industrial Estate, Ambattur, Chennai - 600058.

Phone No.: +44 - 42281100 Fax No.: +44 - 42281150

Email: investor.relations@esab.co.in

POSTAL BALLOT FORM

(to be returned to the Scrutinizer appointed by the Company)

1. Name(s) of the Member(s) (including joint holders, if any)	:	
2. Registered address of the Sole/ first Named member	:	
3. Registered Folio No/ DP ID No & Client ID No	:	
4. Number of Shares held	:	

I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the postal ballot notice of the Company by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item	Description	No. of Shares	I / We assent to the Resolution	I / We dissent to the Resolution
			For	Against
1	Special Resolution for appointment of Mr. Vikram Tandon.			
2	Special Resolution for appointment of Mr. Sudhir Chand.			
3	Special Resolution for appointment of Mr. Kalayana Sundaram Vaidyanathan.			
4	Special Resolution for appointment of Ms Sabitha Rao.			

Place :

Date :

(Signature of the Shareholder)

Note: Kindly read the instructions printed on the postal ballot notice of page number 7 before filling the form. Last date for receipt of postal ballot forms by the Scrutinizer is 17th March 2015.