



## Karuturi Global Limited

Office : # 204, Embassy Center, 11, Crescent Road, Bangalore - 560 001, INDIA  
Tel : 0091 80 23085300 • E-mail : info@karuturi.com  
url : karuturi.com • CIN : L01122KA1994PLC016834

### **POSTAL BALLOT NOTICE**

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below is proposed to be passed by way of Postal Ballot including e-voting. A Statement setting out the material facts concerning to the Resolution mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice alongwith Postal Ballot Form (the "Form") for your consideration. The Board of Directors ("Board") in its meeting held on 2<sup>nd</sup> February, 2018 has appointed Mr. Kiran Desai, Designated Partner of M/s. KDSH & Associates LLP, Company Secretaries (M. No. ACS 34875), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 10<sup>th</sup> March, 2018. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions overleaf the Postal Ballot Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman of the Company at 3.00 p.m., on Tuesday, 13<sup>th</sup> March, 2018 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed. Additionally, the results alongwith the Scrutinizer's report will also be uploaded on the Company's website [www.karuturi.com](http://www.karuturi.com), on the website of Karvy Computershare Private Limited (Karvy) <https://evoting.karvy.com> and published in the newspapers.



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The date of declaration of the result by the Chairman shall be considered to be the date of passing of the said resolution.

### 1. Increase in Authorized Share Capital of the Company.

To consider and, if though fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased to Rs. 200,00,00,000/- (Rupees Two Hundred Crores)."

### 2. Alteration of Capital Clause of Memorandum of Association of the Company.

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Clause V** of the Memorandum of Association of the Company be and is hereby substituted by the following:

**V. "The Authorized Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Re. 1/- (Rupee One only)."**

### 3. Alteration of Capital Clause Articles of Association of the Company.

To consider and, if though fit, to pass with or without modification(s) 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 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Article 4** of the Articles of Association of the Company be and is hereby substituted by the following:

**"The Authorized Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Re. 1/- (Rupee One only)."**



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#### 4. **Rescission of Special Resolution passed at the Annual General Meeting held on 27<sup>th</sup> September, 2017.**

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** resolution passed by the members at the Annual General Meeting held on 27<sup>th</sup> September, 2017 for consolidation of the entire authorized, issued, subscribed and paid-up Equity Share Capital of the Company by increasing the nominal value of the equity shares from Re.1/- (Rupee One only) each to Rs. 10/- (Rupees Ten only) and the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association be and is hereby rescinded."

#### 5. **Issue of Equity Shares through Qualified Institutions Placement on a private placement basis to Qualified Institutional Buyers ("QIBs").**

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and all other applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively "the Act") (including any statutory modification or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 as amended, ("SEBI LODR"), the Listing Agreement entered into by the Company with the Stock Exchanges and subject to the provisions of Chapter VIII of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations, 2009"), as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended and in accordance with the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Registrar of Companies ("ROC"), the Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies ("**Concerned Authorities**") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**" which expression 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) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby



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authorized to create, offer, issue and allot 40,00,00,000 (Forty Crores) Equity Shares in one or more tranches to the Qualified Institutional Buyers ("QIBs"), on a private placement basis through Qualified Institutions Placement ("QIP") in accordance with Chapter VIII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem determine, in consultation with the lead managers, advisors or other intermediaries appointed in this regard.

**RESOLVED FURTHER THAT** the allotment of Equity Shares shall only be made to Qualified Institutional Buyers within the meaning of Chapter VIII of SEBI (ICDR) Regulations, 2009 and such Equity Shares shall be fully paid up and the allotment of such Equity Shares shall be completed within 12 (Twelve) months from the date of passing this resolution or such other time as may be allowed under SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI (ICDR) Regulations, 2009 and the Company may, in accordance with the applicable law, also offer a discount of not more than 5% or such % as permitted under the applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the "Relevant Date" for the purpose of determination of price for the issue of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

**RESOLVED FURTHER THAT** in accordance with Regulation 86 of SEBI ICDR Regulations, a minimum of 10% of the QIP Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall rank *pari-passu* in all respects including entitlement to dividend with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of creating, issuing, offering and allotting Equity Shares of the Company as aforesaid, the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular, to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity Shares of the Company, as it may in its absolute discretion, deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required or imposed by GOI/ RBI/ SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/ granting their approvals, consents, permissions and sanctions to the issue, allotment and listing thereof and as agreed to by the Board.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

**By Order of the Board of Directors  
For Karuturi Global Limited**

**Sai Ramakrishna Karuturi  
Managing Director  
DIN: 01645561**

**Date: 02.02.2018  
Place: Bangalore**



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### 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. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, 2<sup>nd</sup> February, 2018 (cut-off date).
3. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. Voting rights of every member shall be reckoned on the paid- up value of the equity shares whose names shall appear in Benpos- Beneficiary Position/ Register of Members as on 2<sup>nd</sup> February, 2018 (cut-off date), and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is being provided by the Company.
5. E-voting: In compliance with the provisions of Sections 108, 110 and other applicable provisions of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically. Please note that e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for e-voting, then he/she/it should not vote by postal ballot and vice-versa. However, in case shareholder(s) cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail, notwithstanding whichever option is exercised first.
6. The Company has engaged Karvy Computershare Private Limited ("Karvy") to provide e-voting facility to the shareholders of the Company as an alternate to dispatch the Postal Ballot Form. If a shareholder has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form.
7. Members can cast their vote online from 9<sup>th</sup> February, 2018 at 9.00 a.m. to 10<sup>th</sup> March, 2018 at 5.00 p.m. as the e-voting module shall be disabled for voting by Karvy thereafter. During this period, shareholders' of the Company as on the cut-off date i.e., on 2<sup>nd</sup> February, 2018 may cast their vote electronically. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. by 5.00 p.m. on 10<sup>th</sup> March, 2018. Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.



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8. Every member having a registered email address with the Company shall be provided with the Login ID/User ID and password details at the registered email address. In the absence of registered email address the same will be forwarded to the last known registered address of the member.
9. Once the vote on a resolution is casted by the member, he shall not be allowed to change or modify it subsequently;
10. Member can log in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots on 10<sup>th</sup> March, 2018), whichever is earlier.
11. Mr. Kiran Desai, Designated Partner of M/s KDSH & Associates LLP, Company Secretaries (M. No. ACS 34875.) has been appointed as the scrutinizer for Postal Ballot and electronic voting process who shall prepare and submit his report of the votes cast in favour or not in favour/ against, to the Chairman on 13<sup>th</sup> March, 2018.
12. The results declared along with the scrutinizer's report shall be placed on the website of the Company [www.karuturi.com](http://www.karuturi.com), on the website of Karvy, <https://evoting.karvy.com> and shall also be communicated to National Stock Exchange of India Limited and BSE Limited.
13. Members may contact Mr. Kiran Desai, the Scrutinizer by an email at [compliance@kiran-cs.com](mailto:compliance@kiran-cs.com) for any information or queries pertaining to electronic voting;
14. Notice of the meeting is also displayed at [www.karuturi.com](http://www.karuturi.com) and <https://evoting.karvy.com>.
15. User Manual for electronic voting is available at <https://evoting.karvy.com>

### **The instructions for members for voting electronically are as under:**

The voting period begins on 9<sup>th</sup> February, 2018 at 9.00 a.m. and ends on 10<sup>th</sup> March, 2018 at 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 2<sup>nd</sup> February, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Now, fill up the following details in the appropriate boxes:

#### **A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:**

1. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
2. Enter the login credentials after entering these details appropriately, Click on "LOGIN".



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3. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
4. You need to login again with the new credentials.
5. On successful login, the system will prompt you to select the "EVENT" i.e., Karuturi Global Limited.
6. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as invalid and the shares held will not be counted under either head.
7. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
8. You may then cast your vote by selecting an appropriate option and click on "Submit".
9. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
10. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution(s) / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized Representative(s), to the Scrutinizer at e-mail ID: bkksoffice@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "CUB\_EVENT NO."

**B. In case of Members receiving physical copy of the Notice by Post [for Members whose email IDs are not registered with the Bank / Depository Participant(s)]:**

1. User ID and initial password.
2. Please follow all steps from Sr. No. (1) to (11) as mentioned in (A) above, to cast your vote.

*In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or contact Mr. M Prem Kumar, Manager, Karvy Computershare Pvt. Ltd at 040-67161592 or at 1800 345 4001 (toll free).*



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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 1:**

To meet the long term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increasing the Share Capital. Your Board at its meeting held on 02.02.2018 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company to Rs. 200,00,00,000/- (Rupees Two Hundred Crores).

The Proposed resolution under this item No. 1 seeks to obtain Members' approval to alter Capital Clause as mentioned in the Memorandum and Articles of Association of the Company. Pursuant to section 61 of the Companies Act, 2013, if authorized Share Capital of the Company is to be increased, an Ordinary Resolution is required to be passed by the Members of the Company.

Your Board of Directors recommends the Ordinary Resolution for your approval as set out under item No. 1 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

#### **Item No. 2 and 3:**

Your Board at its meeting held on 02.02.2018, has proposed to increase the Authorized Share Capital of the Company, due to which, the existing Clause V of the Memorandum of Association of the Company and Article 4 of Articles of Association needs to be altered.

The Proposed resolution under this item No. 2 and 3 seeks to obtain members' approval to alter the Memorandum and Articles of Association. Pursuant to Companies Act, 2013, if the Memorandum and Articles is to be altered, a Special Resolution is required to be passed by the members of the Company.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No.2 and 3 of this Notice.

A Copy of the Memorandum and Articles of Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company from 9<sup>th</sup> February, 2018 to 10<sup>th</sup> March, 2018 during business hours.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding.



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### **Item No. 4:**

Your Board at its meeting held on 02.02.2018, has decided to rescind the Special Resolution passed by the members at their Annual General Meeting held on 27<sup>th</sup> September, 2017 for consolidation of the entire authorized, issued, subscribed and paid-up Equity Share Capital of the Company by increasing the nominal value of the equity shares from Re.1/- (Rupee One only) each to Rs. 10/- (Rupees Ten only) and accordingly the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association shall also be rescinded.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No. 4 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

### **Item No. 5:**

The Company is engaged in the business of Agriculture.

The Company proposes to raise 40,00,00,000 Equity Shares in one or more tranches to Qualified Institutional Buyers ("QIBs") through Qualified Institutions Placement in accordance with Chapter VIII of the SEBI (ICDR) Regulations, 2009, as amended to meet the funding requirements for Business Expansion, repayment of outstandings/ reduction of debt and for general corporate purpose. The QIP may be consummated in one or more tranches at such time at such price as the Board of Directors may in its absolute discretion decide, subject, however, to the SEBI (ICDR) Regulations, 2009, and other applicable guidelines, notifications, rules and regulations.

The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of SEBI (ICDR) Regulations, 2009. The Company may, in accordance with the applicable law, offer a discount of not more than 5% or such % as permitted under the applicable law on the price calculated in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the QIP for subscription. The Special Resolution also seeks to give the Board of Directors powers to issue Equity Shares in one or more tranche or tranches, at such time or times, at such price or prices and to such person (s) including institutions, incorporated bodies and/ or individuals or otherwise as the Board of Directors in its absolute discretion deem fit.

The detailed terms and conditions for the issue (s)/ offering(s) will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with applicable provisions of law and other relevant factors.



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The Equity Shares allotted would be listed on one or more Stock Exchanges in India. The offer/ issue/ allotment would be subject to obtaining necessary regulatory approvals, if applicable. As and when the Board of Directors takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of SEBI (LODR) Regulations.

Section 62(1) (a) of the Companies Act, 2013 provides, *inter alia*, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the existing members of such company in the manner laid down therein unless the members by way of a special resolution in a General Meeting decide otherwise. Since, the special resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than members of the Company; consent of the members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Board of Directors accordingly recommends the Special Resolution set out in the accompanying notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

**By Order of the Board of Directors**

**For Karuturi Global Limited**

**Sai Ramakrishna Karuturi**

**Managing Director**

**DIN: 01645561**

**Date: 02.02.2018**

**Place: Bangalore**

**KARUTURI GLOBAL LIMITED**

Registered Office: # 204, Embassy Center, 11, Crescent road, Bangalore- 560001

CIN: L01122KA1994PLC016834

Tel No: 080-23085300

Fax No:

Email: info@karuturi.com

Website: karuturi.com

**POSTAL BALLOT FORM**

(Please read the instructions printed overleaf carefully before completing the form)

S. No.

|   |                                                                                   |  |
|---|-----------------------------------------------------------------------------------|--|
| 1 | Name(s) of shareholders(s)<br>(In block Letters) including joint-holders, if any) |  |
| 2 | Registered Address of the sole/first named shareholder                            |  |
| 3 | Registered Folio No./DP ID No*                                                    |  |
| 4 | Client ID No*.                                                                    |  |
| 5 | Number of shares held                                                             |  |

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the 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:

| Resolu<br>tion<br>No. | Description                                                                                                                             | Type of<br>Resolutio<br>n | No. of<br>shares<br>held | I/We assent<br>to the<br>Resolution<br>(FOR) | I/We<br>dissent to<br>the<br>Resolution<br>AGAINST<br>) |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--------------------------|----------------------------------------------|---------------------------------------------------------|
| 1.                    | Increase in Authorized Share Capital                                                                                                    | Ordinary<br>Resolution    |                          |                                              |                                                         |
| 2.                    | Alteration of Capital Clause of Memorandum of Association of the Company                                                                | Special<br>Resolution     |                          |                                              |                                                         |
| 3.                    | Alteration of Capital Clause of Articles of Association of the Company                                                                  | Special<br>Resolution     |                          |                                              |                                                         |
| 4.                    | Rescission of Special Resolution passed at the Annual General Meeting held on 27 <sup>th</sup> September, 2017                          | Special<br>Resolution     |                          |                                              |                                                         |
| 5.                    | Issue of Equity Shares through Qualified Institutions Placement on a private placement basis to Qualified Institutional Buyers ("QIBs") | Special<br>Resolution     |                          |                                              |                                                         |

Place:

Date:

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Signature of the Shareholder / Beneficial Owner

**KARUTURI GLOBAL LIMITED**

Registered Office: # 204, Embassy Center, 11, Crescent road, Bangalore- 560001

CIN: L01122KA1994PLC016834 Tel No: 080-23085300 Fax No:

Email: info@karuturi.com

Website: karuturi.com

(Refer Instruction No.3 given overleaf)

(\* Applicable to Shareholders holding shares in dematerialized form)

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**Electronic Voting Particulars**

| <b>EVSN</b><br><b>(Electronic Voting Sequence Number)</b> | <b>User Id</b> | <b>Password</b> |
|-----------------------------------------------------------|----------------|-----------------|
|                                                           |                |                 |

Notes:

1. If you opt to cast your vote by ("Electronic Voting") E-voting, there is no need to fill up and sign this form.
2. Last date of receipt of Postal Ballot Forms by the Scrutinizer is 10<sup>th</sup> March, 2018.

**KARUTURI GLOBAL LIMITED**

Registered Office: # 204, Embassy Center, 11, Crescent road, Bangalore- 560001  
CIN: L01122KA1994PLC016834 Tel No: 080-23085300 Fax No:  
Email: info@karuturi.com Website: karuturi.com

**INSTRUCTIONS:**

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on 10<sup>th</sup> March, 2018. Postal Ballot Form received after this date will strictly treated as if the reply from the member has not been received. Results of the Postal Ballot will be declared by the Chairman on 13<sup>th</sup> March, 2018.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders on 2<sup>nd</sup> February, 2018 (cut-off date).
7. The Postal Ballot shall not be exercised by a Proxy.
8. The Scrutinizers decision on the validity of the Postal Ballot shall be final.
9. In case of shares held by companies, trusts, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board resolution / Authority together with specimen signature(s) of the duly Authorized signatory/ies.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Member may request for a Duplicate Postal Ballot Form from the Company, if so required. However, the duly filled in Duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 5.