May 04, 2018

BSE Limited
Corporate Relation Dept.
P. J. Towers, Dalal Street
Mumbai 400 001.
Scrip Code : 532859

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
Symbol : HGS

Dear Sirs,

Ref: Our letter dated April 25, 2018: Consolidation of and Increase in Authorized Share Capital and consequent alteration to Clause V of the Memorandum of Association of the Company – Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Postal Ballot Notice and Ballot Form

In continuation of our letter dated April 25, 2018, this is to inform that the Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members of the Company whose names appear in the Register of Members / List of Beneficial Owners as on April 27, 2018, being the cut-off date for sending Postal Ballot Notice to the Members who are entitled for voting by postal ballot/ e-voting. Enclosed herewith is the copy of the Postal Ballot Notice and Postal Ballot Form for your information and records.

Thanking you,

Yours truly,
For **Hinduja Global Solutions Limited**

Makarand Dewal
Company Secretary

CIN: L92199MH1995PLC084610
Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018
Tel.: +91 22-2496 0707 Fax: +91 22- 2497 4208, E-mail id: investor.relations@teamhgs.com
Website: www.teamhgs.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), Secretarial Standard 2 ("SS-2") and other applicable laws and regulations, if any (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolution set out below is proposed to be passed by the Members of Hinduja Global Solutions Limited (the "Company") by way of Postal Ballot including Electronic Voting (e-voting).

The Explanatory Statement pursuant to Section 102(1) of the Act and SS-2 pertaining to the said Resolution as mentioned in the Postal Ballot Notice, setting out the material facts and reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration and voting. The Postal Ballot Notice along with the Postal Ballot Form shall be uploaded on the website of the Company.

As required under Rule 20(3)(v) and Rule 22(3) of the Rules and SS-2, advertisement relating to dispatch of Notice and Postal Ballot Forms will be published in the newspapers specifying the relevant matters therein.

In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company is providing e-voting facility to the Members to cast their votes electronically.

The Board of Directors of the Company has appointed:

- Ms. Rupal D. Jhaveri, Practicing Company Secretary (C.P. No. 4225, Membership No.: FCS 5441) as the Scrutinizer for scrutinizing the postal ballot including e-voting process in a fair and transparent manner. Ms. Rupal D. Jhaveri has consented to act as Scrutinizer for this Postal Ballot Process;

- Karvy Computershare Private Limited, the Registrar and Share Transfer Agents of the Company ("Karvy") as the agency to provide e-voting facility for the postal ballot.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in the Notes to this Notice and the Postal Ballot Form. Members desiring to opt for e-voting facility are requested to carefully read the instructions in the Notes to this Notice under the section 'Voting through Electronic Means'. References to Postal Ballot appearing in this Notice include votes received electronically. Members are requested to record their assent (for) or dissent (against) in the Postal Ballot Form and return the same in original, duly completed and signed in the attached self-addressed postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Thursday, June 7, 2018.

The Scrutinizer shall submit her Report to the Chairman or any other authorized Director of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting. The results of the voting by Postal Ballot shall be announced by the Chairman or any Director authorized in this behalf or the Company Secretary, after receipt of the Scrutinizer's Report, on Friday, June 8, 2018 at 5:00 p.m. at the Registered Office of the Company.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on June 7, 2018, being the last date for receipt of Postal Ballot Forms and votes through e-voting.

The Results, along with the Scrutinizer's Report, shall be displayed on the Notice Boards of the Company at the Registered Office and at the Corporate Office at Bengaluru, on the Company's website www.teamhgs.com and on the website of Karvy: https://evoting.karvy.com. The same shall also communicated to The National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") (the "Stock Exchanges") and National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("the Depositories").

SPECIAL BUSINESS:

Consolidation of and Increase in Authorized Share Capital and consequent alteration to the Clause V of the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to consolidate/ increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 27,65,00,000 (Rupees Twenty-Seven Crores Sixty Five Lakhs) divided into 2,75,00,000 (Two Crores Seventy Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following Clause:

'V. The Authorized Share Capital of the Company is Rs. 27,65,00,000 (Rupees Twenty-Seven Crores Sixty Five Lakhs) divided into 2,75,00,000 (Two Crores Seventy Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand) 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be provided under the provisions of the Companies Act, 2013.'

RESOLVED FURTHER THAT the aforementioned consolidation of/ increase in Authorized Share Capital and substitution of Clause V of the Memorandum of Association of the Company shall be subject to the sanction of the Scheme of Amalgamation of HGS International Services Private Limited ("Transferor Company"), a wholly owned subsidiary of the Company, with the Company ("the Scheme"), by the National Company Law Tribunal, Mumbai Bench ("NCLT") AND THAT the effective date of the consolidation of/ increase in Authorized Share Capital and the substitution of Clause V of the Memorandum of Association shall be the date on which the certified copy of the Order of the NCLT sanctioning the Scheme is filed by the Transferor Company and the Company with the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board"), which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this Resolution be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Chief Executive Officer, Chief Financial Officer, EVP- Legal, Compliance and Risk Management, Company Secretary or any other officer of the Company''.

By Order of the Board
For **Hinduja Global Solutions Limited**

Place: Mumbai
Date: April 25, 2018

Makarand D. Dewal
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Sections 102 (1) of the Companies Act, 2013 ("the Act") in respect of the special business specified above stating all material facts and the reasons for the proposal is annexed hereto.

2. In terms of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"), the item of special business set out in the Notice above is sought to be passed through Postal Ballot/e-voting.

3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members or in the List of Beneficial Owners as received from Depositories: National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date, i.e. April 27, 2018. Members whose names appear in the Register of Members or List of Beneficial Owners as on April 27, 2018 will be considered for the purpose of voting by postal ballot/ e-voting. A person who is not a Member on the said date should treat this Notice for information purposes only.

4. The Members are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer, Ms. Rupal D. Jhaveri so as to reach the Scrutinizer before 5.00 pm on June 7, 2018. Ballot Forms deposited in person or sent by post or courier at the expense of the Members will also be accepted. Members residing outside India should stamp the envelopes appropriately.

5. Members who opt to exercise their vote through Postal Ballot Form 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. Members who do not receive the Postal Ballot Form may apply to the Company/ R& T Agent at einward.ris@karvy.com and obtain a duplicate thereof.

6. In compliance with provisions of Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards -2

("SS-2") the Company will be providing e-voting facility to the Members to cast their votes electronically on the special business set forth in this Notice.

7. Members may cast their votes through any one means, i.e. either by physical ballot or by e-voting. In case Members cast their votes by postal ballot and e-voting, voting done through e-voting shall be considered and votes cast through Physical Ballot Forms shall be treated as invalid.

8. The document(s) referred to in the accompanying Explanatory Statement will be available for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 5.00 P.M. till June 7, 2018, being the last date for receiving of Postal Ballots Forms/ votes through e-voting.

9. The Company has appointed Karvy Computershare Services Private Limited ("Karvy") to provide e-voting facility to the Members of the Company to enable them to cast their votes electronically. Please read carefully the e-voting instructions mentioned under the note 'Voting through Electronic Means'.

10. **Voting through Electronic Means:**

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and 110 of the Act and the Rules made thereunder, the Members are provided with the facility to cast their votes electronically instead of dispatching or delivering the Postal Ballot Form. The Company has engaged the services of Karvy for providing e-voting facility to its Members.

The detailed process, instructions and manner for casting your votes through e-voting is provided herein below:

The e-voting period commences on Wednesday, May 9, 2018 at 9.00 a.m. and ends on Thursday, June 7, 2018 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of April 27, 2018 may cast their votes. The e-voting module shall be disabled by Karvy for voting after 5:00 p.m. on June 7, 2018. Once the votes on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast their votes again.

The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of April 27, 2018.

For those Members opting for e-voting, the process and manner of e-voting will be as follows:

A. In case a Member receives an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participant(s)]:

(i) Launch the internet browser by typing the following URL: https://evoting.karvy.com.

(ii) Click on "Login"

(iii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iv) If you are logging in for the first time, please enter the user ID and password provided in the e-mail of Karvy as initial password. Password change menu will appear on your screen wherein you are required to mandatorily change your password. Change the password with new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a- z), one numeric (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 address, 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 not to share your password with any other person and take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the "EVEN (E-Voting Event Number)" for Hinduja Global Solutions Limited.

(vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date and cast your vote by selecting the option of your choice.

(viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(ix) Voting has to be done for each item of this Notice separately.

(x) Cast your vote by selecting an appropriate option and click on "Submit".

(xi) 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).

(xii) Corporate/ Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail to the Scrutinizer at e-mail ID:rupal@vcshah.com with a copy marked to e- mail ID: evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format **"Corporate Name _Event No."**

B. A Member receiving physical copy of this Notice [for Members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :

(i) E-Voting Event Number, User ID and Initial password is provided in the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) of `A` above, to cast vote.

C. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com or contact Mr. Premkumar Nair (Unit: Hinduja Global Solutions Limited) at Karvy Computershare Private Limited, Karvy Selenium Tower, B, Plot 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad-500032 or at einward.ris@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

D. Ms. Rupal D. Jhaveri, Practicing Company Secretary (C.P. No. 4225, Membership No. FCS: 5441) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

11. The Scrutinizer will submit her report to the Chairman of the Company or to a Director of the Company as authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and E-Voting.

12. The results of the voting by Postal Ballot and E-Voting shall be announced by the Chairman or any other authorized Director or Company Secretary of the Company on Friday, June 8, 2018 at the Registered Office of the Company at Hinduja House, 171, Dr. Annie Besant Road, Worli. Mumbai- 400 018. The Resolution, if passed by requisite majority, shall be deemed to have been passed on June 7, 2018, being the last date for receipt of Postal Ballot Forms and votes through e-voting. The Results, along with the Scrutinizer's Report, shall be displayed on the Notice Boards of the Company at its Registered Office and at the Corporate Office at Bengaluru, on the Company's website www.teamhgs.com and on the website of Karvy: https://evoting.karvy.com. The same shall also be communicated to the Stock Exchanges and the Depositories.

13. Members are requested to quote their Folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent viz. M/s. Karvy Computershare Pvt. Ltd.

14. Pursuant to the SEBI Circular No. MIRSD/ DPS III/Cir-01/07 dated January 22, 2007 the Company has designated an exclusive e-mail ID ***investor.relations@teamhgs.com*** on which the investors would be able to register their complaints, if any.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

The Board of Directors of the Company, at their meeting held on February 8, 2018, had approved the Scheme of Amalgamation of HGS International Services Private Limited ("HGSISPL" or the "Transferor Company"), a wholly owned subsidiary of the Company with the Company and their respective shareholders (the "Scheme"), under Sections 230 to 232 of the Companies Act, 2013 ("the Act'') and all other applicable provisions of the Companies Act, 2013 (the "Act"), if any, such that, with effect from April 1, 2017, being the Appointed Date as per the Scheme, the entire business and whole of the undertaking of the Transferor Company shall stand transferred to and be vested and/or deemed to have been vested in and amalgamated with the Company, as a going concern, without any further deed or act, subject to the provisions of the Scheme.

The Scheme shall become effective from the date on which certified copy of the Order sanctioning the Scheme passed by the National Company Law Tribunal at Mumbai, Maharashtra ("NCLT") is filed by the Transferor Company and the Company with the Registrar of Companies, Mumbai, Maharashtra.

Since HGSISPL is a wholly owned subsidiary of the Company, no consideration by way of shares issued and/or any payment will be made pursuant to the Scheme and the shares held by the Company in HGSISPL shall stand extinguished and cancelled pursuant to amalgamation.

Clause 15 of the Scheme states that, the Authorized Share Capital of the Transferor Company shall stand transferred to and combined with the authorized share capital of the Company. The filing fees and stamp duty already paid by the Transferor Company on its authorized share capital shall be deemed to have been so paid by the Company on the combined authorized share capital and accordingly the Company shall not be required to pay any fees/stamp duty on the authorized share capital so increased.

Presently, the Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Authorized, Issued, Subscribed and Paid up Share Capital of the Transferor Company is:

Particulars	Amount (in Rs.)
Authorized Capital	
25,00,000 Equity Shares of Rs. 10 each	2,50,00,000
1,50,000 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs. 10 each	15,00,000
Total	**2,65,00,000**
Issued, Subscribed and Paid-up Capital	
22,27,110 Equity Shares of Rs. 10 each fully paid up	2,22,71,100
Total	**2,22,71,100**

Upon the Scheme becoming effective the Authorized Share Capital of the Company will be as follows:-

Particulars	Amount (in Rs.)
Authorized Capital	
2,75,00,000 Equity Shares of Rs. 10 each	27,50,00,000
1,50,000 1% Participatory Redeemable Non-Cumulative Preference Shares of Rs. 10 each	15,00,000
Total	**27,65,00,000**

The NCLT, vide its Order dated March 7, 2018 has granted dispensation to the Company from holding a meeting of the equity shareholders for approval of the Scheme.

Notwithstanding the dispensation granted by the NCLT from holding the meeting of the equity shareholders of the Company for seeking their approval to the Scheme, pursuant to Section 13 of the Act (alteration of Memorandum of Association) and Section 61 of the Act (Power of limited company to alter its share capital), the Company is required to seek the approval of the equity shareholders for consolidation of and increase in the Authorized Share Capital of the Company and the consequent alteration to Clause V (relating to Authorized Share Capital) of the Memorandum of Association of the Company.

In view of this, consent of the Members of the Company for the Ordinary Resolution set out in the Notice is being sought pursuant to Section 13 and 61 and all other applicable provisions, if any, of the Act. In terms of the Resolution set out, consolidation of and increase in the Authorized Share Capital of the Company and the consequent alteration to Clause V of the Memorandum of Association of the Company would take effect from the

date on which certified copy of the Order of the NCLT, sanctioning the Scheme filed by the Transferor Company and the Company with the Registrar of Companies, Mumbai, Maharashtra.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned financially or otherwise in the Resolution set out in the Notice.

The Resolution set out in the Notice is recommended by the Board of Directors for the approval by the Members of the Company.

By Order of the Board
For **Hinduja Global Solutions Limited**

Place: Mumbai
Date: April 25, 2018

Makarand D. Dewal
Company Secretary

Encl: 1) Postal Ballot Form
2) Self-addressed postage pre-paid Business Reply Envelope.

• Members holding shares in electronic form are requested to update/ inform their respective Depository Participants (DPs) of any change in their address/bank details/e-mail id
• Members holding shares in physical form are requested to register/ update/ inform the Registrar and Share Transfer Agent of any change in their address, bank details, email ID, PAN or contact number.

HINDUJA GLOBAL SOLUTIONS LIMITED

CIN: L92199MH1995PLC084610
Registered Office: Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai- 400 018.
Tel.: +91 22-2496 0707 Fax: +91 22- 2497 4208, E-mail id: investor.relations@teamhgs.com
Website: www.teamhgs.com

POSTAL BALLOT FORM

[Pursuant to Section 110 of the 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]

Serial No. :

Name and Registered Address of the sole / first named Member :

Name(s) of the Joint Member(s) if any :

Registered Folio No. / DP ID No.*/ Client ID No.* (*Applicable to member(s) holding shares in dematerialized form) :

Number of Equity Shares held :

Class of Share : Equity

I / We hereby exercise my /our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated April 25, 2018 circulated by the Company, by conveying my/ our assent or dissent to the Resolution enumerated below by placing a tick (✓) mark in the appropriate column below:

Description	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
Ordinary Resolution:			
Approval for Consolidation of and Increase in Authorized Share Capital and consequent alteration to the Clause V of the Memorandum of Association of the Company.			

Place :
Date :

(Signature of the Member/Authorised Representative)

----------✂----------✂----------✂----------

Electronic Voting Particulars

The e-voting facility is available at the link https://evoting.karvy.com. The electronic voting particulars are set out as follows:

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

The e-voting facility will be available during the following voting period.

Commencement of e-voting	End of e-voting
May 9, 2018 at 9:00 a.m.	June 7, 2018 at 5.00 p.m.

Notes

i. Please read the instructions carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means.
ii. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.
iii. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Thursday, June 7, 2018 up to 5:00 p.m.
iv. If the voting rights are exercised electronically; there is no need to use this Postal Ballot Form.

(Contd..)

INSTRUCTIONS

1. A Member desiring to exercise his / her vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier, at the expenses of the Member, will also be accepted.

2. A Member may opt to vote by electronic means as per the instructions for voting through electronic means provided in the Postal Ballot Notice annexed herewith.

3. Instructions provided in the Postal Ballot Notice annexed herewith on voting by means of Postal Ballot and voting through electronic means shall be followed.

4. There shall be one Postal Ballot for every Folio/DP ID-Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s)/beneficial owner(s) as on Friday, April 27, 2018, being the cut-off date.

5. The Postal Ballot Form should be duly completed and signed by the Member. In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and failing him, by the next named Member and so on. Postal Ballot Forms which have not been signed by or on behalf of a Member or Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.

6. In case of shares held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be signed by the authorized signatory whose signature is already registered with the Company. In such cases, a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form. Postal Ballot Forms, signed in a representative capacity, unaccompanied by a certified copy of the relevant specific authority shall be considered invalid.

7. A Member may sign the Postal Ballot Form through an attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.

8. The votes should be cast either in favour of or against the resolution by putting a tick (✓) mark in the column provided for "assent" or "dissent'. Postal Ballot Forms in which neither "assent" nor "dissent" is mentioned or Postal Ballot Forms bearing tick (v) marks in both the columns of "assent" and "dissent", making it impossible to determine without any doubt the assent or dissent of the Member, shall be considered invalid.

9. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than 5.00 p.m. on Thursday, June 7, 2018. Postal Ballot Forms received after this date shall be considered invalid and treated as if no reply from the Member has been received.

10. A Member may request for a duplicate Postal Ballot Form, if required, by writing to the Registrar and Share Transfer Agents, namely Karvy Computershare Private Limited having its office at Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032 or by sending an email to einward.ris@karvy.com. Duly filled in and signed duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in serial no. (9) above.

11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the vote(s) exercised by means of Postal Ballot, including voting through electronic means shall be final and binding.

12. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.

*****