

POSTAL BALLOT FORM

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

1. Name(s) of 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*
*Applicable to Members holding
Shares in Demat Form

No. of Shares held :

I/We hereby exercise my/our vote in respect of the resolutions to be passed under applicable provisions of the Companies Act, 2013 through Postal Ballot for the business stated in the Notice of the Company dated 26th September 2014 by sending my/our assent or dissent to the Ordinary / Special Resolutions contained therein by placing the tick (✓) mark at the appropriate box below:

S. No.	Particulars	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution under applicable Sections of Companies Act,2013 and all other applicable laws to approve, ratify and confirm the Corporate Debt Restructuring Scheme in relation to the Company's Debt		
2	Special Resolution under applicable provisions of the Companies Act, 2013 seeking approval of the Shareholders for issue of equity shares on Preferential basis to the Promoter, M/s. Shriram Industrial Holdings Limited pursuant to corporate debt restructuring scheme.		
3	Ordinary Resolution under Section 61 and other applicable provisions, if any of the Companies Act, 2013, empowering the Company to increase the Authorised Share Capital of the Company from Rs.385,00,00,000 to Rs.410,00,00,000		
4	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 seeking approval of the Shareholders to Sell, Lease or otherwise dispose of the whole or substantially whole of the Undertaking(s) of the Company		
5	Special Resolution under Section 186 of the Companies Act, 2013 seeking approval of the Shareholders to give Inter Corporate Loans and Advances in excess of the prescribed limits		
6	Special Resolution under Section 180 (1) (c) of the Companies Act, 2013 seeking approval of the Shareholders to increase the Borrowing Limit from Rs.2500 Crores to Rs.3000 Crores.		
7	Special Resolution under Section 14 of the Companies Act, 2013 seeking approval of the Shareholders to alter the Articles of Association of the Company		
8	Special Resolution under Section 62 (1) (c) and 42 of the Companies Act, 2013 seeking approval of the Shareholders for issue of equity shares on Preferential basis to the Promoter, M/s. Shriram Industrial Holdings Limited to the tune of Rs.50 crores		

Place:

Date :

Signature (s) of Member (s) / Shareholder (s)

INSTRUCTIONS

Please read the following instructions carefully

- 1 Please complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. You may also deliver the envelope containing postal ballot form, personally to the registered office of the Company or send it by courier at your expense.
- 2 The self-addressed, postage prepaid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3 The postal ballot form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholders, in case of joint holding, the form may be completed and signed by the next named shareholder. However where the form is sent separately by the first named shareholder and the joint holder(s) the vote of the first named shareholder will be valid.
- 4 In case of equity shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the board resolution/authority, with signature/s of authorised signatory (ies) duly attested.
- 5 Unsigned postal ballot forms will be rejected.
- 6 The votes should be cast either in favour or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one (✓) Postal ballot forms will be subject to rejection by the Scrutinizer.
- 7 A member need not use all the votes nor cast all the votes in the same way.
- 8 The right of voting by postal ballot shall be exercised only by the members.
- 9 There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
- 10 The notice of postal ballot is being dispatched to the members whose names appear on the Register of Member as on 26th September, 2014 and voting rights shall be reckoned on the paid up value of the equity shares registered in the name of shareholders as on the same date.
- 11 Duly completed postal ballot forms should reach the Scrutinizer in the enclosed self-addressed postage prepaid envelope not later than 05.00 P.M. on or before 29th October, 2014. Any postal ballot form received after this date and time will be strictly treated as if the reply from the shareholder has not been received.
- 12 The Company is providing an option of e-voting to all the shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for e-voting is set out in the NOTES to the Postal Ballot Notice.
- 13 The result of the postal ballot will be announced by Mr. T Shivaraman – Managing Director & CEO or Mr. K Suresh, Vice President & Company Secretary or any one of the Directors of the Company on Friday, 31st October, 2014 at 11.00 A.M. at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Salai, Egmore, Chennai-600008.
- 14 You are requested not to send any other paper along with the postal ballot form. All envelopes will be sent to the Scrutinizer and the Scrutinizer will destroy any irrelevant paper found in the envelope.
- 15 The Scrutinizer's decision on the validity of postal ballot will be final.