KIRAN- 27634143 • E-mail : kpplltd@vsnl.com

TATA SPONGE IRON LIMITED

Corporate Identification No. (CIN) : L27102OR1982PLC001091
Regd. Office : Post – Joda, Dist. Keonjhar, Odisha 758 034.
Phone : 06767-278122, **Fax** : 06767-278159
E-mail : info@tatasponge.com, **Website :** www.tatasponge.com

Postal Ballot Form

1. Name & Registered Address of the sole/ first named Member/ Beneficial Owner: :

2. Name(s) of the joint holder(s) (if any) :

3. Registered Folio No./ Client ID/ DP ID No.*: *(Applicable to Members holding shares in dematerialised form) :

4. Number of shares held: :

5. E-voting event number (EVEN): :

6. User ID: :

7. Password: :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 15th October, 2014 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below. ***(Tick in both boxes will render the ballot invalid)***

Item No.	Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
			(FOR)	(AGAINST)
1.	**Special Resolution:** Consent of the Company under Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors to borrow upto Rs 1,800 crore or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.			
2.	**Special Resolution:** Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.			
3.	**Special Resolution:** Approval of Material Related Party Transactions			

Place:

Date:

_____

(Signature of the Member/ Benefcial Owner/
Power of Attorney holder/ Authorised representative)

LAST DATE FOR RECEIPT OF POSTAL BALLOT FORM: Wednesday, 24th December, 2014

Note: Please read carefully the instructions printed overleaf before exercising this form or e-voting.

(P.T.O.)

INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/ beneficial owners as on 14th November, 2014. A member need not use all his/her votes or cast his/ her votes in the same way.
2. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 25th November, 2014, and ends on 24th December, 2014 at 6.00 p.m.
4. The result of the voting on the resolution will be declared at the Registered Office of the Company on 27th December, 2014.
5. **Shareholders can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered.**
6. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
7. Any query in relation to the resolution proposed to be passed by Postal Ballot may be sent to: pramodkumar.pcs@gmail.com or write to the Company Secretary at the Registered Office of the Company.

Instructions for Voting by Physical Postal Ballot Form

8. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
9. The self-addressed business reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
10. The Postal Ballot Form should be signed by the Shareholder. In case shares are jointly held, the Postal Ballot Form should be completed and signed (as per specimen signature registered/recorded with the Registrar /Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
11. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
12. The consent must be accorded by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
13. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instructions no. 10 and 11 above) along with the Postal Ballot Form in the enclosed self-addressed business reply 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.
14. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
15. A member may request for a duplicate Postal Ballot Form, if so required, and the same, duly completed, should reach the scrutinizer not later than the last date for voting.
16. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
17. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Wednesday, 24th December, 2014. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
18. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.

Instructions for Electronic Voting (e-Voting)

For shareholders who wish to cast their votes electronically instead of dispatching Postal Ballot Form, the procedure and instructions are as follows: **(E-VOTING IS OPTIONAL)**

19. **(A) In case of Shareholders receiving e-mail from NSDL**
    - (i) For Members whose e-mail addresses have been registered: open the attached PDF file ["tata Sponge e-voting.pdf"] giving your Client ID or Folio No. as default password, which file contains your "User Id" and "Password for e-voting". For Members who have not registered their email ids: please refer to the user- id and password printed on the Postal Ballot Form.
    - (ii) Please note that the password is an initial password.
    - (iii) Open internet browser by typing the URL: https://www.evoting.nsdl.com.
    - (iv) Click on "Shareholder" – "Login".
    - (v) Put User Id and password as initial password as mentioned in step (i) above and Login.
    - (vi) Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/ characters or combination thereof.
    - (vii) Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
    - (viii) Select "EVEN" of Tata Sponge Iron Limited for casting your vote.
    - (ix) Now you are ready for "e-voting" as "Cast Vote" page opens.
    - (x) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xi) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote, to the Scrutinizer through email on pramodkumar.pcs@gmail.com or evoting@tatasponge.com with a copy marked to evoting@nsdl.co.in.
    - (xii) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
    - (xiii) e-voting period commences on 25th Novemebr, 2014 and ends on 24th December, 2014 at 6.00 pm. The e-voting module will be disabled by NSDL for voting thereafter.

(B) In case of Shareholders not receiving an email from NSDL but receiving Postal Ballot Form by Post:

- (i) Initial password is provided in the Postal Ballot Form.
- (ii) Follow the instructions from (iii) to (xiii) mentioned in item no 19(A) above for e-voting.

(C) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.