ADITYA BIRLA

UltraTech

UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel No.: 022-66917800, **Fax No.:** 022-66928109, **website:** www.ultratechcement.com
CIN: L26940MH2000PLC128420

Postal Ballot Notice

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 to transact the special businesses as set out hereunder by the Members of UltraTech Cement Limited ("the Company") by passing resolutions through postal ballot.

The proposed resolutions and explanatory statement stating the facts as required in terms of Section 102 of the Act are appended below and a postal ballot form is also enclosed.

Please read carefully the instructions printed in the enclosed postal ballot form and return the same, duly completed and signed, in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of business hours on Friday, 5th September, 2014. Postal ballot form received after this date will be treated as invalid.

In compliance with Clause 35B of the Listing Agreement and pursuant to the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). The instructions for e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company at its meeting held on 19th July, 2014 appointed Mr. Nilesh Trivedi, Partner, KBNT & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot and electronic voting process in a fair and transparent manner.

After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Whole-time Director of the Company. The results of the voting conducted through Postal Ballot will be announced by the Whole-time Director at the Registered Office of the Company on Monday, 8th September, 2014 at 3:00 pm. It will also be displayed on the Company's notice board and website and published in the newspaper.

1. Adoption of new Articles of Association of the Company:

To consider and, if thought 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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2. Borrowing money(ies) for the purpose of business of the Company:

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members of the Company at the Annual General Meeting held on 28th August, 2006 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is ₹ 2,000 crores (rupees two thousand crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

3. Creation of security on the properties of the Company, both present and future, in favour of lenders:

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members of the Company at the Annual General Meeting held on 28th August, 2006 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State

Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

4. Issuance of Non-Convertible Debentures on Private Placement basis:

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities, including any amendment, modification, variation or re-enactment to any of the forgoing and other applicable rules / regulations / guidelines and provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer or issue Redeemable Non-Convertible Debentures (NCDs), secured or unsecured (including any NCDs that may have been issued by the Company from 1st August, 2014 till the date of announcement of results for this postal ballot process), in one or more series / tranches aggregating up to an amount not exceeding ₹ 5,000 crores (rupees five thousand crores only) on a private placement basis, during a period of one year from 1st August, 2014, on such terms and conditions, as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to the Whole-time Director or Director(s) or any other Officer(s) of the Company or to any other person."

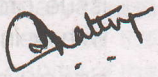
5. Payment of commission to Non-Executive Directors of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members be and is hereby accorded to the payment of, in addition to the sitting fees being paid / payable for attending the meetings of the Board of Directors ("the Board") or Committee(s) thereof and reimbursement of expenses in accordance with the relevant provisions of the Articles of Association of the Company, commission to the Non-Executive Directors of the Company at a rate not

exceeding in aggregate 1% (one percent) per annum of the net profits of the Company for the financial year ending 31st March, 2015 and thereafter for all subsequent financial years, as calculated in accordance with the relevant provisions of the Act and Rules made thereunder, but subject to such ceiling, if any, per annum as the Board or its Committee may from time to time fix in this behalf, such commission being divisible amongst the Directors in such proportion and in such manner as may be decided by the Board or its Committee."

By Order of the Board



Place: Mumbai
Date: 19th July, 2014

S. K. Chatterjee
Company Secretary

NOTES:

1. The Explanatory Statement for the proposed special businesses, pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder is given hereunder.

2. A copy of this Postal Ballot Notice has been placed on the website of the Company *www.ultratechcement.com* and shall remain on the website until the last date for receipt of the postal ballot forms from the Members.

3. In accordance with Rule 22(3) of the Companies (Management and Administration) Rules, 2014, after the Postal Ballot Notice is dispatched, an advertisement will be published in at least one english language and one vernacular language newspaper circulating in Mumbai.

4. The Postal Ballot Notice is being sent to all the Members whose names would appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 25th July, 2014.

5. This Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with the Depository Participant (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post / courier.

6. The Board of Directors have appointed Mr. O. P. Puranmalka, Whole-time Director and Mr. S. K. Chatterjee, Company Secretary of the Company as the persons responsible for the entire Postal Ballot process.

7. The Scrutinizer will submit his report to the Whole-time Director of the Company, after completion of scrutiny of the postal ballots and the scrutiny of e-voting in a fair and transparent manner. The result of the postal ballot along with the Scrutinizer's report will be displayed on the Company's website *www.ultratechcement.com* and the result will also be published in newspapers and communicated to the stock exchanges where the Company's shares are listed. The resolutions, if approved, will be taken as having been passed effectively on the date of declaration of the result.

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

Item No. 1

The Company had previously adopted Table A of Schedule I of Companies Act, 1956 as its Articles of Association ("AoA"), except for certain regulations which are expressly excluded, modified and varied. Further, several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956.

With the enactment of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA with a new AoA.

The new AoA to be substituted in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a Company limited by shares.

The draft AoA is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 3:00 pm to 5:00 pm. till the last date for receipt of the postal ballot forms from the Members.

The Board of Directors accordingly commend the resolution set out at Item No. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

Item No. 2 and 3

The Members of the Company at the Annual General Meeting held on 28th August, 2006 had authorised the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) of the Company under Section 293(1)(d) and Section 293(1)(a) of the Companies Act, 1956 by way of an ordinary resolution to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding ₹ 2,000 crores (rupees two thousand crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

In terms of the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 ("the Act"), which were made effective from 12th September, 2013, the above power can be exercised by the Board only with the consent of the Members obtained by way of a special resolution.

Further, in terms of the circular no. 04/2014 dated 25th March, 2014 issued by the Ministry of Corporate Affairs ("MCA"), the ordinary resolution passed under erstwhile Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act i.e. upto 11th September, 2014.

As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board to borrow money(ies), apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the paid-up share capital and free reserves of the Company and to create charge / mortgage / pledge / hypothecate on the Company's properties, both present and future, in favour of the Lender(s), Agent(s) and Trustee(s).

The Board accordingly commend the resolutions set out at Item Nos. 2 and 3 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolutions.

Item No. 4

Section 42 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 requires any offer or invitation for subscription of redeemable Non Convertible Debentures (NCDs) and its issuance on private placement basis to be approved by the Members by way of a special resolution. The Rules provides that the said special resolution must be passed in respect of all offers / invitation for the NCDs to be issued during a year.

In order to augment resources for, inter alia, the ongoing capital expenditure and / or refinancing / repayment / prepayment of existing loans and / or for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable NCDs, in one or more series / tranches on private placement basis, issuable / redeemable at discount / par / premium.

Accordingly, the approval of the Members is being sought by way of special resolution as set out in Item No. 4 of this Notice authorising the Board of Directors (hereinafter referred to as "the Board"

which term shall be deemed to include any Committee of the Board) of the Company to issue NCDs (including any NCDs that may have been issued from 1st August, 2014 till the announcement of results for this postal ballot process) up to an amount not exceeding ₹ 5,000 crores (rupees five thousand crores only) on a private placement basis, at a discount or at par or at a premium and at such interest rate as may be appropriate considering the prevailing money market conditions at the time of issuance, during a period of one year from 1st August, 2014.

The Board accordingly commend the resolution set out at Item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

Item No. 5

The Members of the Company at the Annual General Meeting held on 29th July, 2010 had authorised payment of commission to Non-Executive Directors of the Company at a rate not exceeding 1% (one percent) of the net profits of the Company for a period of 5 years up to the financial year ended 31st March, 2014.

Considering the contribution made and the time devoted by the Non-Executive Directors in the affairs of the Company and keeping in mind their valuable experience and guidance, it is recommended that commission be continued to be paid to the Non- Executive Directors of the Company for the financial year ending 31st March, 2015 and thereafter for all subsequent financial years.

The Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) will determine each year, the specific amount to be paid as commission to the Non-Executive Directors which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act.

The payment of commission to the Non-Executive Directors shall be in addition to the sitting fees payable for attending Board/Committee meetings and reimbursement of expenses in relation thereto.

The Board accordingly commend the resolution set out at Item No. 5 of the Notice for your approval.

Save and except all the Non-Executive Directors of the Company, none of other Director(s), Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

By Order of the Board

Place: Mumbai
Date: 19th July, 2014

S. K. Chatterjee
Company Secretary

Instructions for E-Voting

In compliance with the Clause 35B of the Listing Agreement, provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to the postal ballot to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional for the Members.

The instructions to the Members for e-voting are as under:

A. In case of Members receiving an e-mail from NSDL

(i) Open the PDF file attached to the e-mail, using your Client ID/Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'

(ii) Launch internet browser by typing the following URL: *https://www.evoting.nsdl.com/*

(iii) Click on Shareholder – Login

(iv) Insert User ID and Initial Password as noted in step (i) above and click 'Login'

(v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting will open. Click on e-voting – Active Voting cycles.

(vii) Select EVEN of UltraTech Cement Limited.

(viii) Now you are ready for e-voting as 'Çast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on Confirm when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

B. In case of Members receiving postal ballot form by Post / Courier and desiring to cast e-vote

(i) Initial password is provided at the bottom of the postal ballot form.

EVEN (Electronic Voting Event Number)	User ID	Password
Provided in Electronic Voting Particulars portion of the postal ballot form		

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) above, to cast vote.

(iii) In case of any queries, please refer to the Frequently Asked Questions (FAQs) for Members and the e-voting user manual for Members available in the 'Downloads' section of *https://www.evoting.nsdl.com*. You can also contact NSDL via email at *evoting@nsdl.co.in*

General Instructions

(i) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

(ii) The voting rights of Members shall be in proportion to their shares of the paid-up share capital of the Company as on Friday, 25th July, 2014.

(iii) The facility of e-voting shall commence at 9.00 a.m. on Thursday, 7th August, 2014 and shall remain open upto 5.00 p.m. on Friday, 5th September, 2014. Members will not be able to cast their votes after 5.00 p.m. on 5th September, 2014.

(iv) 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 *scrutinizer.utcl@adityabirla.com* with a copy marked to *evoting@nsdl.co.in*.

(v) Members can opt for only one mode of voting i.e. either voting through postal ballot form or e-voting. In case a member has casted multiple votes, then voting done by e-voting will be treated as valid.

(vi) The Scrutinizer will submit his report to the Whole-time Director of the Company, after Completion of scrutiny of the postal ballots and the scrutiny of e-voting in a fair and transparent manner.

ADITYA BIRLA
UltraTech

UltraTech Cement Limited

Registered Office: 'B' Wing, Ahura Centre, 2nd Floor, Mahakali Caves Road, Andheri (East), Mumbai 400 093
Tel : 022-66917800, **Fax :** 022 - 66928109 • **website :** www.ultratechcement.com
CIN: L26940MH2000PLC128420

BENPL MUMBAI - 23089237

POSTAL BALLOT FORM

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

Sr. No.:

1. Name(s) of Member(s) :

2. Registered Address of the Sole/First named Member :

Certified True Copy
For UltraTech Cement Limited

S. K. Chatterjee
Company Secretary

3. DP ID No. / Client ID No./ Registered Folio No. :

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 19th July, 2014 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

Sr. No	Description	No. of shares	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Adoption of new Articles of Association of the Company.			
2.	Borrowing money(ies) for the purpose of business of the Company.			
3.	Creation of security on the properties of the Company, both present and future, in favour of lenders.			
4.	Issuance of Non-Convertible Debentures on Private Placement basis.			
5.	Payment of commission to Non-Executive Directors of the Company.			

Place:
Date:

Signature of Member

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

Last date for Receipt of Postal Ballot Form by the Scrutinizer: 5th September, 2014.

BENPL MUMBAI - 23089237

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer viz. Mr. Nilesh Trivedi, Partner, KBNT & Associates, Practicing Company Secretaries at Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 in the enclosed postage pre-paid self-addressed envelope.

2. Envelopes containing postal ballot form, if sent by courier at the expense of the Member will also be accepted.

3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.

4. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.

5. 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.

6. Unsigned postal ballot forms will be rejected.

7. A Member need not use all his/her votes nor needs to cast all his/her votes in the same way. The right of voting by Postal Ballot cannot be exercised by a Proxy.

8. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on Friday, 5th September, 2014. All postal ballot forms received after this date will be treated as if reply from such Member has not been received.

9. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item No. 8 above.

10. Member is requested not to send any other paper along with the postal ballot form in the enclosed postage prepaid self-addressed envelope.

11. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Member as on Friday, 25th July, 2014.

12. The Scrutinizer's decision on the validity of a postal ballot form will be final.

13. The results of the Postal Ballot will be declared in the manner as specified in the Notice.