



mudra lifestyle Ltd.

Regd. Office :
3026-31, A-Wing, 3rd Floor,
Oberoi Garden Estate,
Chandivali Farm Road,
Chandivali, Andheri (East),
Mumbai 400072
Tel : +91-22-28472600/40972600
Fax : +91-22-28472603
E-mail : contact.mudralifestyle.com
Web : www.mudralifestyle.com

Date: 23rd August, 2012

To,
Corporate relation department
BOMBAY STOCK EXCHANGE LIMITED
P.J.Tower,
Dalal Street,
Mumbai 400 001

Dear Sir,

Sub: Clause 31 of the Listing Agreement

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith 6 copies of the notice of the Postal Ballot along with the Postal Ballot form and Instructions thereof under Section 192A (2) of the Companies Act, 1956, in relation to Ordinary / Special Resolution to consider and approve the following business :

1. Reclassification of Authorised Share Capital of the Company and Amendment to the Memorandum of Association
2. Increase in Authorised Share Capital of the Company and Amendment to the Memorandum of Association
3. *Issuance of Redeemable Non Convertible Preference Shares*
4. Authorising for restructuring of Debts
5. Conversion of Loans into Equity Shares
6. Increase in Borrowing Limits of the Company pursuant to Section 293(1)(d) of the Companies Act, 1956

This is for your information and record.

Thanking you,

Yours faithfully,
For Mudra Lifestyle Limited


Mihir Panchmatiya
Company Secretary

Encl: As Above



MUDRA LIFESTYLE LIMITED

Registered Office: 3026, A – Wing, 3rd Floor, Oberoi Garden Estate,
Chandivali Farms Road, Chandivali, Andheri (E), Mumbai – 400072

NOTICE FOR POSTAL BALLOT

Notice pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies Act, 1956 (Passing of the Resolution by Postal Ballot) Rules, 2011

Dear Member(s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot), Rules, 2011 ("Postal Ballot Rules"), to transact the following items of special business by the members of Mudra Lifestyle Limited ("The Company") by passing Resolutions through postal ballot:

SPECIAL BUSINESS

ITEM NO. 1

RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, the existing Authorized Share Capital of the Company of Rs 60,01,00,000 (Rupees Sixty Crores and One Lacs) divided into 6,00,10,000 (Six Crores and Ten Thousand) Equity Shares of Rs 10/- (Rupees Ten) each be and is hereby reclassified into 4,80,10,000 (Four Crores Eighty Lacs and Ten Thousand) Equity Shares of Rs. 10 each and 1,20,00,000 (One Crore and Twenty Lacs) Preference Shares of Rs 10 each

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby replaced by inserting the following para as Clause V

V. The Authorized Share Capital of the Company is Rs.60,01,00,000 (Rupees Sixty Crores and One Lac) divided into 4,80,10,000 (Four Crores Eighty Lacs and Ten Thousand) Equity Shares of Rs. 10 each and 1,20,00,000 (One Crore and Twenty Lacs) Preference Shares of Rs 10 each. The Company has power, from time to time, to increase or reduce its capital and divide the shares in the capital for the time being into other classes and to attach to respectively, such preferential deferred qualified or other right, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may for time being be permitted by the Articles of Association of the Company or the legislative provision for time being enforce in that behalf.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard."



ITEM NO. 2

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 60,01,00,000 (Rupees Sixty Crores and One Lac) divided into 4,80,10,000 (Four Crores Eighty Lacs Ten Thousand) Equity Shares of Rs. 10 each and 1,20,00,000 (One Crore Twenty Lacs) Preference Shares of Rs 10 each to Rs. 248,01,00,000 (Rupees Two Hundred Forty Eight Crores and One Lac) divided into 4,80,10,000 (Four Crores Eighty Lacs and Ten Thousand) Equity Shares of Rs. 10 each and 20,00,00,000 (Twenty Crores) Preference Shares of Rs. 10 each

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby replaced by inserting the following para as Clause V

V. The Authorized Share Capital of the Company is Rs. 248,01,00,000 (Rupees Two Hundred Forty Eight Crores and One Lac) divided into 4,80,10,000 (Four Crores Eighty Lacs and Ten Thousand) Equity Shares of Rs. 10 each and 20,00,00,000 (Twenty Crores) Preference Shares of Rs. 10 each. The Company has power, from time to time, to increase or reduce its capital and divide the shares in the capital for the time being into other classes and to attach to respectively, such preferential deferred qualified or other right, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may for time being be permitted by the Articles of Association of the Company or the legislative provision for time being enforce in that behalf.

RESOLVED FURTHER THAT for the purpose of giving the effect to this resolution, the Board of Directors or Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard.”

ITEM NO. 3

ISSUANCE OF REDEEMABLE NON CONVERTIBLE PREFERENCE SHARES

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 80, 81 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, sanctions and permissions if any, of the Reserve Bank of India or any other appropriate authorities, departments and bodies as may be required, consent of the Company be and is hereby accorded to the Board of Directors to offer, issue and allot, in one or more tranches upto 20,00,00,000 (Twenty Crores) Redeemable Non Convertible Preference Shares of face value of Rs.10/- each (“Preference Shares”) or upto the limit available as per the Authorised Preference Share Capital, whichever is higher, at par to various persons/entities including Promoters / Promoter Group whether or not they are member(s) of the Company

RESOLVED FURTHER THAT the tenure of the Redeemable Non Convertible Preference Shares be and is hereby fixed of 11 years and shall carry a dividend of not exceeding 5% per annum on a cumulative basis, as decided by Board of Directors in consultation with the investors / subscribers of the preference shares and subject to such approvals, consents, sanctions, permissions or directions, if any, of the Reserve Bank of India or any other appropriate authorities, departments and bodies as may be required.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised and empowered to issue and allot the Redeemable Non Convertible Preference Shares on such other terms and conditions and to modify, alter and re-set all or any of the said terms and conditions from time to time, as the Board at its absolute discretion deem appropriate and that such authority shall be continuing authority to the Board to make such further issue(s) of Preference Shares within such limit on appropriate terms and conditions as may be considered fit and proper by the Board, subject to such approvals, consents, sanctions and permissions or directions, if any, of the Reserve Bank of India or any other appropriate authorities, departments and bodies as may be required

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

ITEM NO. 4

AUTHORISING FOR RESTRUCTURING OF DEBTS

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

“RESOLVED THAT subject to the applicable provisions of the Companies Act, 1956 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into with Stock Exchanges on which the shares of the Company are listed, the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any other regulatory authority (including but not limited to Securities and Exchange Board of India (“SEBI”) and subject to such approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group, the Reserve Bank of India, Government of India), the terms of Letter of Approval dated June 27, 2012 (“CDR LOA”), issued by the CDR Empowered Group (“CDR EG”) be and is hereby approved and the Master Restructuring Agreement (The “MRA”) entered / to be entered into by the Company which sets out the term of the LOA, be and is hereby approved and ratified and the Board of Directors of the Company or any of the Directors/Persons authorized by the Board to exercise powers conferred by this resolution to the extent permitted by the law to implement the terms of MRA and LOA (“CDR Package”) including any amendments thereto be and is hereby approved and authorized to discuss and negotiate, finalise, accept and execute necessary documents in terms of the CDR Package including but not limited to indenture of mortgage, equitable mortgage / deed of hypothecation, deed of pledge, guarantees and/or any other documents, deeds, writings and powers of attorney as may be required by the lenders participating in the CDR Package (“The Transaction Documents”)



ITEM NO. 5

CONVERSION OF LOANS INTO EQUITY SHARES

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 81(3) and other applicable provisions, if any, of the Companies Act, 1956 and the Public Companies (Terms of Issue of Debentures and Raising of Loans with option to convert such Debentures or Loans into shares) Rules, 1977 (“Rules”) and any modifications thereto, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee(s) and /or any of the Directors(s) /Persons authorized by the Board to exercise powers conferred by this resolution to the extent permitted by law) be and is hereby authorized to allot such number of equity shares of face value of Rs 10/- each against conversion of the outstanding amounts of the loan facilities provided by the lenders participating in the CDR Package, (“CDR Lenders”) in accordance with the terms of the Letter of Approval dated June 27, 2012 (“CDR LOA”), issued by the CDR Empowered Group (“CDR EG”) and Master Restructuring Agreement executed / to be executed, provided that the issuance and allotment shall not exceed the amount of principal and interest outstanding as on the date of default, on the exercise by the concerned CDR Lenders of the option to convert the whole or part of their loans, subject to a notice of at least 30 days from the CDR Lenders to the Company (hereinafter referred to as the “Notice of Conversion”). The Conversion by the CDR Lenders shall be in accordance with the following conditions:

- i. On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid up equity shares to the CDR Lenders and such Lenders shall accept the same in satisfaction of the loans of the CDR Lenders so converted, as envisaged under the CDR Package;
- ii. The Part of the said loans so converted shall cease to carry interest from the date of conversion and the said loans shall stand correspondingly reduced from the outstanding loan as on date of conversion. Upon such conversion, the repayment installments payable after the date of conversion as per the CDR Package shall stand reduced proportionally by the amounts of the said loans so converted;
- iii. The equity shares so issued and allotted to the CDR Lenders shall rank pari passu with the existing equity shares of the Company in all respects, inter alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company and,
- iv. In the event of the CDR Lenders, exercising the conversion rights as aforesaid, the Company, shall if so required by the said CDR Lenders, at its cost, apply to the Stock Exchanges, where the equity shares of the Company are listed, for the listing of the equity shares issued and allotted to the CDR Lenders.”

ITEM NO. 6

INCREASE IN BORROWING LIMITS OF THE COMPANY PURSUANT TO SECTION 293(1)(D) OF THE COMPANIES ACT, 1956

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

“RESOLVED THAT pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 or any amendment or modifications thereof and in supercession of any resolution passed in this regard, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company, to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, subject to the proviso that such

borrowings shall not exceed Rs 800,00,00,000 (Rupees Eight Hundred Crores only) excluding all temporary loans obtained by the Company from its bankers or any financial institution in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

By Order of the Board of Directors
FOR MUDRA LIFESTYLE LIMITED

Registered Office:
3026, AWing, 3rd Floor,
Oberoi Garden Estate,
Chandivali Farms Road,
Chandivali, Andheri (East)
Mumbai-400072

(Mihir Panchmatiya)
Company Secretary

Date: August 16, 2012
Place: Mumbai

NOTES:

1. The relative Explanatory Statement pursuant to Section 173(2) and 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Sachin Manseta, Practicing Company Secretary, as Scrutinizer to conduct the voting through postal ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of Members.
3. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the Members of the Company in respect of the Resolutions contained in the Postal Ballot Notice dated August 16, 2012 shall be determined through postal ballot.
4. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on Monday, September 24, 2012, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the postal ballot will be announced on or before Thursday, September 27, 2012, at the Registered Office of the Company at 3026, A Wing, 3rd Floor, Oberoi Garden Estate, Chandivali Farms Road, Chandivali, Andheri (East), Mumbai-400072.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to Monday, September 24, 2012.



ANNEXURE TO NOTICE

Explanatory Statements and reasons for proposing the resolutions as stated in the Notice

ITEM NO. 1 AND 2

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing Preference Shares. It is therefore deemed appropriate to reclassify the Authorised Equity Share Capital into Preference Share Capital and to increase the Authorised Preference Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is required to be suitably altered as set out at item No. 1 and 2 of the accompanying Notice.

The provisions of the Companies Act, 1956 require the Company to seek the approval of the Members for reclassification as well as for Increase of the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at Item No. 1 and 2 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions.

ITEM NO. 3

The Special Resolution set out at Item No. 3 is an enabling Resolution authorizing the Board of Directors (including any committee thereof for the time being exercising the powers of the Board) to raise resources by issue of upto 20,00,00,000 (Twenty Crores) Redeemable Non Convertible Preference Shares of face value of Rs.10/- each ("Preference Shares") or the limit available as per the Authorised Preference Share Capital, whichever is higher, from time to time, on such terms and conditions as mentioned in the resolution set out at Item No. 3 for the purpose of net worth rebuilding and strengthening the long-term resource base of the Company, including meeting the working capital requirements.

The Preference Shares may be issued in one or more tranches to the various entities/persons which may include the Promoters/Promoter Group on private placement basis. The Board shall also be authorized to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time to time in consultation and agreement with the investors / subscribers of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 1956 and the Memorandum and Articles of Association of the Company and any other approvals / consents / directions from the Reserve Bank of India and any other appropriate authorities, departments and bodies as may be required.

The Preference Shares shall rank in priority to Equity Shares for repayment of Capital and payment of Dividend. The Preference Shares shall be transferred in the same manner as Equity shares. The Preference Shares shall be redeemed in accordance to the provisions of the Companies Act, 1956.

Pursuant to provisions of Section 81(1A) of the Companies Act, 1956 and the Listing Agreement entered into with the Stock Exchanges, any offer or issue of shares in a company to persons other than the shareholders of the company requires prior approval of the Members by way of a Special Resolution. The consent of the Members is therefore sought to authorize the Board to issue Preference Shares as aforesaid.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of preference shares that may be issued to them.

ITEM NO. 4

The Special Resolution set out at Item No. 4 shall be deemed to be an authorization by the Members of the Company for the scheme of Corporate Debt Restructuring as per the terms of the Letter of Approval dated June 27, 2012 ("CDR LOA"), issued by the CDR Empowered Group ("CDR EG") and the same shall also be deemed to be an approval under Regulation 10 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011. The Salient Terms of the LOA and the CDR Package are set out below:

Reschedule and restructuring of the outstanding TUFS Loans and Corporate Loans, conversion of irregular portion of working capital limit into working capital term loan, conversion of purchase bill discounting facilities and MTM Forex Derivatives loss into term loan

Recognize and accept the funding of interest due and/or payable on all the aforesaid facilities for a period of 1 year from the cut-off date (as specified in the CDR LOA) i.e. from 1st October, 2011 till 30th Sept, 2012 by availing funded interest term loan

Creation of security/charge/mortgage/assignment etc. on the assets of the company and enter into documents, agreements in favour of security trustee/agent, as may be necessary, for the benefit of the lenders in order to secure the obligations of the company under the CDR Package

The Board of Directors of the Company recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution

ITEM NO. 5

The CDR Package includes a provision for conversion of restructured debt of the Company into equity shares by the CDR Lenders in case of default in repayment of the principal and interest by the Company on the terms mentioned therein. In terms of the provisions under Section 81(3) and the Public Companies (Terms of Issue of Debentures and Raising of Loans with option to convert such Debentures or Loans into shares) Rules, 1977, the approval of the Members is required to be availed by passing a special resolution for availing / rescheduling loans from other than Central Government or any institutions specified by them with an option to convert the same into equity on any later date.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution



ITEM NO. 6

Pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and free reserves of the company that is to say reserves not set apart for any specific purpose, except with the consent of the Members by way of Ordinary Resolution.

The Members at the Extra Ordinary General Meeting held on 18th January, 2008 empowered the Board of Directors of the Company to borrow moneys upto Rs. 500,00,00,000 (Rupees Five Hundred Crores only) over and above the aggregate of the paid-up capital and free reserves of the Company excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

Keeping in view the recent losses of the company for the period from April 2011 to March 2012 during the current financial year and business requirement and growth plans, it is considered desirable to increase the said borrowing limits upto Rs. 800 Crores

The Board of Directors of the Company recommends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution

By Order of the Board of Directors
FOR MUDRA LIFESTYLE LIMITED

Registered Office:
3026, AWing, 3rd Floor,
Oberoi Garden Estate,
Chandivali Farms Road,
Chandivali, Andheri (East)
Mumbai-400072

(Mihir Panchmatiya)
Company Secretary

Date: August 16, 2012
Place: Mumbai



MUDRA LIFESTYLE LIMITED

Registered Office: 3026, A – Wing, 3rd Floor, Oberoi Garden Estate,
Chandivali Farms Road, Chandivali, Andheri (E), Mumbai – 400072

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered Address of sole / first named Member (IN BLOCK LETTERS)
2. Names of the Joint Member(s), if any (IN BLOCK LETTERS)
3. Registered Folio No./ DP ID No. & Client ID No.*
4. Number of Shares held

(*Applicable to investors holding shares in dematerialized form)

I/ We hereby exercise my/our vote in respect of the Ordinary/ Special Resolution 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 tick (✓) mark in the appropriate column below.

Resolution No.	Description	No. of shares	I / We assent to the Resolution (Vote in Favour)	I / We dissent to the Resolution (Vote Against)
1	Ordinary Resolution for Reclassification of Authorised Capital of the Company and Amendment to the Memorandum of Association			
2	Ordinary Resolution for Increase in Authorised Share Capital of the Company and Amendment to the Memorandum of Association			
3	Special Resolution for Issuance of Redeemable Non Convertible Preference Shares			
4	Special Resolution for Authorising For Restructuring of Debts			
5	Special Resolution for Conversion of Loans into Equity Shares			
6	Ordinary Resolution for Increase in Borrowing Limits of the Company pursuant to Section 293(1)(d) of the Companies Act, 1956			

Place:

Date:

(Signature of the Member)

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark () at the appropriate box. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed by the Member. In case of Joint-holding this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (17.00 hours) on Monday, September 24, 2012. All Postal Ballot Forms received after this time and date will be strictly treated as if reply from such Member has not been received.
9. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution / authorization together with the specimen signature(s) of the duly authorised signatories.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on Friday, August 17, 2012.
11. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.