



APL APOLLO TUBES LIMITED
Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092
Corporate Identity Number: L74899DL1986PLC023443
Tel.: 91-11-22373437. Fax: 91-11-22373537.
Website: www.aplapollo.com • email: investors@aplapollo.com

NOTICE OF POSTAL BALLOT
(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof) ("the Rules"), and pursuant to other applicable law and regulation, for seeking consent of the members, by way of Special Resolution through postal ballot/e-voting ("Postal Ballot"):

The draft Special Resolution together with the explanatory statement pursuant to Section 102 of the Companies Act, 2013, are being sent to the members, along with Postal Ballot Form ("Form") so as to enable the members for sending their assent or dissent in writing by Postal Ballot means.

The Board of the Directors of the Company has appointed Mr. Deepak Kumar Lath, of Lath Deepak & Associates, Practicing Company Secretary as Scrutinizer for conducting the voting by way of Postal Ballot in a fair and transparent manner. Members are, therefore, requested to carefully read the instructions printed for voting by "postal ballot" or through "e-voting", namely by-

- i. returning the postal ballot form duly completed, as per the instructions contained in the postal ballot form, in the attached self addressed postage pre paid envelope, so as to reach the scrutinizer not later than 5:00 P.M. on Friday July 24, 2015; or
- ii. casting their votes electronically from Thursday, June 25, 2015 (10:00 A.M.) to Friday, July 24, 2015 (5:00 p.m.) by following the procedures as explained in the Statement.

Electronic Voting

The company is pleased to offer e-voting facility to its members enabling them to cast their vote electronically, instead of physical Postal Ballot Form. E-voting is optional. Please read the instructions carefully before exercising your vote.

The company has signed an agreement with the **Central Depository Services (India) Limited (CDSL)** for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement and Section 108 of the Act read with relevant rules.

The e-voting facility is available at the link www.evotingindia.com

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting as per data received from the e-voting portal. The result of the Postal Ballot shall be announced by the Chairman of the Company on the completion of the scrutiny and displayed on the Notice Board at the Registered Office of the Company at **37 Hargobind Enclave Vikas Marg, Delhi-110092** on Monday, 27th July, 2015.

The results of the postal ballot will be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The results of the postal ballot will be displayed the notice board of the registered office of the company and also on the website of the Company (www.aplapollo.com). The resolutions, if approved, will be taken as passed effectively on the date of declaration of results i.e. Monday, 27th July, 2015.

PROPOSED RESOLUTIONS:

SPECIAL BUSINESS

Issue of Equity Shares to the Employees of the Company and its subsidiaries pursuant to APL Apollo Employee Stock Option Scheme-2015:

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 62(1) (b) read together with the Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employees Benefit) Regulations, 2014, and Listing Agreement entered with the Stock Exchange where the shares of the company are listed as amended from time to time (hereinafter referred to as “**SEBI SBEB Regulations**”) and subject to approval(s), consent(s), permission(s) and/or sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**”) which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, confirmed by this resolution, approval and consent of the Shareholders of the Company be and is hereby accorded to the APL Apollo Employees Stock Option Scheme- 2015 (hereinafter referred to as ‘ESOS Scheme-2015’) and to the Board to create, offer and grant and allot in one or more tranches from time to time upto 7,50,000 Equity Shares (Seven Lacs Fifty Thousand) Employee Stock Options to the present and/or future permanent employees of the Company (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company, whether whole time or otherwise, (hereinafter referred to as an “**Employee(s)**”), as may be decided by the Board of Directors under the Plan, exercisable into not more than 7,50,000 Equity Shares (Seven Lacs Fifty Thousand) fully paid-up equity shares in the Company in aggregate of face value of Rs.10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) at such price and on such terms and conditions as may be decided by the Board in accordance with applicable Guidelines and the regulations or other provisions of the law .

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares to be allotted pursuant to the ESOS Scheme- 2015 shall in all respects rank *pari-passu* inter se and shall also in all respects rank *pari-passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall conform with the accounting policies as per Guidelines in force from time to time.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to vary, amend, modify, revise or alter the terms of ESOS Scheme- 2015 unless such variation, amendment, modification, revision or alteration is detrimental to the interests of the employees, 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 authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of ESOS Scheme- 2015 (including to amend or modify any of the terms thereof) and to the issuance of the shares on exercise of stock options herein 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.

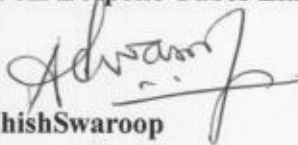
RESOLVED FURTHER THAT for the purpose of giving effect to any Creation, Offer, Issue, Allotment of Securities, the Board be and is hereby authorized on behalf of the Company to Evolve, Decide upon and being in to effect the Scheme and make any Modifications, Changes, Variations, Alterations or revisions in the said Scheme from time to time in its sole discretion on conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable Laws or to Suspend, Withdraw or Revive the Scheme from time to time as may be specified by any Statutory Authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Offices of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard".

Date: 22nd June, 2015
Place: Delhi

Registered office:
37, Hargobind Enclave, Vikas Marg,
Delhi- 1100 092.

By Order of the Board
For APL Apollo Tubes Limited


Adhish Swaroop
Company Secretary



Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 along with the Rules as may be prescribed therein, setting out the material facts thereto is annexed hereto.
2. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. The Notice is being sent to all the Members, whose names appears in the Register of Members/ list of Beneficial Owners, received from Central Depository Services (India) Limited as on Friday, 12th June, 2015
3. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
4. As per Rule(s) enumerated in Companies (Management and Administration) Rules 2014, details of dispatch of Notice and Postal Ballot Paper to the members will be published in one (1) English and one (1) Vernacular language newspaper circulating in the State in which the registered office of the company is situated.
5. Members(s) are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer on or before the close of Business hours (5.00 PM) on Friday, 24th July, 2015. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.
6. The postage will be borne and paid by the Company, however envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.
7. The Company is pleased to offer e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The member may opt for e-voting facility for giving their assent/dissent to the proposed resolution(s). In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members irrespective who have registered their e-mails for receipt of documents in electronic mode under the green initiative and wish to vote through Postal Ballot Form can apply for duplicate Postal Ballot Form through an e-mail at investors@aplapollo.com

Please note that any Postal Ballot Form received after the close of working Hours on Friday, 24th July, 2015 will be treated as not having been received. The e-voting facility shall be disabled by CDSL accordingly.

8. The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed resolution(s).

9. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form or through duplicate copy as provided by Registrar Transfer Agent (RTA). No other form or photocopy of the form is permitted.
10. The Company has appointed Mr. Deepak Kumar Lath of Lath Deepak & Associates, Company Secretaries, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
11. All the material documents referred to in the Explanatory Statement, including but not limited to, such as resolutions of the Board of Directors and Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company, will be made available for inspection, during business hours, of any working day, i.e. Monday to Friday, 11.00 A.M to 1.00 P.M, by the Members at the Registered Office of the Company from date hereof upto Friday, July 24, 2015.
12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Monday, 27th July, 2015 at 2.00 P.M. at the registered office of the Company situated at 37 Hargobind Enclave Vikas Marg, Delhi-110092 New Delhi-110008.
13. The results of the postal ballot along with the scrutinizer's report will also be displayed on the notice board of the registered office of the company and also on the Company's website www.aplapollo.com and shall be communicated to the stock exchanges where the Company's shares are listed.
14. A member cannot exercise his vote by proxy on postal ballot

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

Item No. 1

It is the Employees of the APL Apollo who make possible the fulfilment of objectives of the Company. The Board of Directors is therefore convinced that a well-balanced employee stock option scheme is of advantage to both employees and shareholders the Board of Directors of the Company has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them. In view of this, the Board has formulated a draft of the APL Apollo Employee Stock Option Scheme- 2015 (hereinafter referred to as '**ESOS Scheme- 2015**') for the present and/or future permanent employees of the Company and its subsidiaries in accordance with the applicable laws.

Further, in terms of the provisions of Section 62 (1) (b) read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, issue of shares to persons other than the existing Members of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution seeks your approval for the issue of further Equity Shares under the ESOS Scheme- 2015, to the employees of the Company as may be determined by the Board.

The Nomination & Remuneration Committee formed by the Board of Directors of the Company will administer and supervise ESOS Scheme- 2015.

The main features and other details of the Scheme as per **Rule 12** of Companies (Share Capital and Debentures) Rules, 2014 are as under:

1. Brief description of the Scheme

The Scheme shall be called as the 'APL Apollo Employee Stock Option Scheme- 2015 or 'ESOS Scheme- 2015' and shall extend its benefits to the present and/or future permanent employees of the Company and its subsidiaries, in accordance with the applicable laws.

2. Total number of options / shares that could be granted/ issued under the ESOS Scheme- 2015.

The maximum number of options to be Granted and the resulting equity shares that may be issued pursuant to the exercise of option in the ESOS Scheme- 2015 shall not exceed 7.5 Lac Equity Shares of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time).

3. Identification of classes of employees entitled to participate and be beneficiaries in ESOS Scheme- 2015.

All permanent employees of the Company working in India or out of India and Directors (whether Managing/ Whole Time / Executive Director or not) (except for those who neither by themselves or through their relatives or through any body corporate hold directly or indirectly more than 10% of the issued and subscribed share capital of the Company) of the Company and its Holding Company or Subsidiaries (excluding promoters and employees belonging to Promoter Companies) and further excluding Independent Director as may be decided by the Nomination and Remuneration Committee, from time to time would be entitled as may be decided by the Committee from time to time on such parameters as may be decided by the Committee at its discretion.

4. Requirement of Vesting and period of Vesting

The options granted under ESOS Scheme- 2015 shall vest based upon the performance of the Employee, in one or more tranches in 4 years as per the ESOS Scheme- 2015, so long as the option holder continues to be in the employment in the Company, as the case may be and further subject to the satisfaction of other conditions as stipulated under the ESOS Scheme- 2015.

The vesting shall take place over a period of four years in the following manner:

YEAR	OPTIONS VESTED
At the end of 1stYear from the date of grant	25% options
At the end of 2nd Year from the date of grant	25% options
At the end of 3rd Year from the date of grant	25% options
At the end of 4th Year from the date of grant	25% options

5. Maximum period within which the options shall be vested

All the options will get vested within maximum period of 4 years.

6. Exercise price:

The Exercise Price will be the Market Price of the shares on the Exchange with the highest trading volume, one day before the date of grant of options.

7. Exercise period and process of Exercise:

The Exercise Period will be five years from the date of Grant.

The Options granted under the ESOS Scheme- 2015 would be exercisable by the employee by submitting Exercise Form, to the authorized representative of respective locations during the Exercise Period. After the expiry of exercise period, the options granted under ESOS Scheme- 2015 shall not be exercisable and shall lapse. The lapsed options shall be available for fresh grants.

8. Appraisal process for determining the eligibility of the employees to ESOS Scheme- 2015:

The appraisal process for determining the eligibility of the employees will be in accordance with the ESOS Scheme- 2015 or as may be determined by the Nomination & Remuneration Committee at its sole discretion.

The employees would be granted options under the ESOS Scheme- 2015 based on various parameters including but not limited to:

- (i) minimum period of service,
- (ii) the eligibility of the Employee in the Company, the present and potential contribution of the Employee to the success of the Company,
- (iii) the criticality of the Employee,
- (iv) high market value/difficulty in replacing the Employee and
- (v) high risk of losing the Employee to competition,

9. The Maximum number of Options to be granted per employee and in aggregate

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of Options. The Board may decide to grant such number of options equal to or exceeding 1% of the issued capital to any eligible employee as the case may be, subject to the approval of the shareholders in a general meeting.

10. The Maximum quantum of benefits to be provided per employee under the scheme

The maximum quantum of benefit that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the company and the value of company's share on the stock exchange on the date of exercise of options.

11. Implementation and administration of the scheme

The scheme shall be implemented and administered by the Company directly through its Nomination and Remuneration Committee of the Company.

12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

The scheme involves new issue of shares by the company directly to its Employees.

13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;

Not applicable as the company is issuing shares directly to its Employees.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.

Not applicable.

15. Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014 or as may be prescribed by regulatory authorities from time to time.

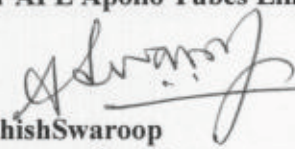
16. The method which the Company shall use to value its Options

Fair Value Method

Date: 22nd June, 2015
Place: Delhi

Registered office:
37, Hargobind Enclave, Vikas Marg,
Delhi- 1100 092.

By Order of the Board
For APL Apollo Tubes Limited


Adhish Swaroop
Company Secretary





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POSTAL BALLOT FORM

SR.NO

1. Name(s) of Member(s)/Beneficial Owner(s) (in block :
letters) (including joint holders, if any)

2. Registered address of the sole/first named Member(s)/ :
beneficial owner(s)

3. Registered folio No./DP ID No./Client ID No* :
(*Applicable to investors holding shares in
dematerialized form)

4. Number of shares held :

I/We hereby exercise my / our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice of postal ballot issued by the company dated _____ by sending my/our assent/dissent to the said resolution by placing the tick (✓) mark at the appropriate box below: -

S. No	Description	No. of Equity shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution for the Issuance of Equity Shares to the Employees of the Company pursuant to Employee Stock Option Scheme 2015 of the Company and its holding /subsidiaries			

Place:
Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD/PIN

NOTE.

1. Please read the instruction printed below carefully before filing this form .
2. For e voting please refer to the instruction mention below for voting through electronic means
3. The last date for receipt of postal ballot forms by the scrutinizer is -----

INSTRUCTIONS

The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through physical ballot paper will be prevail and voting done through e-voting will be treated as invalid.

Voting in Physical form:

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company. The board has appointed Mr. Deepak Kumar Lath, Lath Deepak & Associates, Practicing Company Secretary, office at AA-175, First Floor, Shalimar Bagh, Near Fortis Hospital, Delhi-110088 as scrutinizer for conducting Postal Ballot process in fair and transparent manner.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (√) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 12th June, 2015.
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.

8. Duly completed Postal Ballot Form should reach the Company or the scrutinizer not later than the close of working hours on Friday, 24th July, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/ beneficial owner 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 true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
10. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their ascent or dissent and affixing their signatures.
11. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
12. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
14. There will be one Postal Ballot for every Folio/Client ID.
15. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

Electronic Voting

The company offered e-voting facility to its members enabling them to cast their vote electronically. The company has signed an agreement with the CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement.

(A) The instructions and other information for e-voting are as under:

- i. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- ii. Click on the "shareholders" tab.
- iii. Now select the Company name from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL : 8 character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the "PAN" field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio respectively.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

(B) In case of Members receiving Postal Ballot Form by Post:

For Members whose email IDs are not registered with the Company / depository participant(s) and who receive the physical postal ballot forms, the following instructions may be noted:

(i) Initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xvii) as mentioned in (A) above, to cast vote.

(D) 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 download section of helpdesk.evoting@cdslindia.com.

(E) Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Friday, 24th July, 2015. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

(F) The e-voting period commences on (Thursday, 25th June, 2015) (10.00 A.M) and ends on Friday, 24th July, 2015, (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, i.e. Friday, 12th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

(G) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced, by the chairman on Monday, 27th July, 2015 at 2.00 P.M at the registered office of the company situated at 37 Hargobind Enclave Vikas Marg, New Delhi-110092.