



LKP Finance Ltd.

Regd. Off.: 112 - A / 203, Embassy Centre, Nariman Point, Mumbai - 400 021.
Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpsec.com
CIN : L65990MH1984PLC032831

February 16, 2018

To
Dy. Manager
Dept. of Corporate Services
B S E Limited
P. J. Towers,
Dalal Street, Fort,
Mumbai 400 001

Dear Sir,

Scrip Code: 507912

Sub: Notice of Postal Ballot

Further to our letter dated 13th February 2018, in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other provisions as applicable, find attached herewith the Notice of Postal Ballot dated 13th February 2018, sent to the shareholders of the Company along with the Ballot Form and self-address Business Reply Envelope to consider and approve the business mentioned therein.

Kindly take the same on record.

For LKP Finance Limited

Girish Innani
General Manager (Legal) &
Company Secretary
Encl: a/a





LKP Finance Ltd.

CIN : L65990MH1984PLC032831

Reg. Off.: 203, Embassy Centre, Nariman Point, Mumbai – 400 021.

Tel.: 4002 4785/86 - Fax : 2287 4787 - Website : www.lkpsec.com

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, *if any*, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules, 2014, as amended till date, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") seeking your approval to the Company entering into certain related party transaction(s) to be passed as Special Resolutions by postal ballot/ electronic voting (e-voting). Statement under Section 102 of the Act, pertaining to the proposed transaction, setting out the material facts and the reasons thereof along with the Postal Ballot Form is annexed herewith for your consideration.

You are requested to carefully read the instructions on the Postal Ballot Form and the Notice and return the completed Ballot Form in the prepaid Business Reply Envelope attached hereto, so as to reach the Scrutinizer at the address provided therein, at or before 5.00 p.m. on Saturday, 17th March 2018, being the last date for the receipt of the completed Postal Ballot Form. Postal Ballot Form received after the said date shall be deemed to have been not received.

Shareholders will also be provided an option to cast their votes electronically by means of e-voting provided by NSDL. Shareholders are requested to clearly read the instructions carefully for e-voting before casting their votes.

The Board of Directors has appointed Mr. Nishant Jawasa, Practicing Company Secretary, Proprietor of M/s Nishant Jawasa & Associates, Company Secretaries, FCS 6557, CP No. 6993, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. Upon completion of the scrutiny of the Postal Ballot Form and e-Voting data provided by NSDL, the Scrutinizer will submit his report to the Chairman and the voting results will be announced on Tuesday, 20th March 2018 at 5.00 p.m. at the Registered Office of the Company, 203 Embassy Centre, Nariman Point, Mumbai 400 021. The result will also be uploaded on the Company's website at www.lkpsec.com besides making necessary disclosures to the Stock Exchange. The date of declaration of the results shall be the date of passing the resolution.

Special Business

Item no. 1: Approval for sale of certain non-performing assets, certain overdue trade receivables (NPA), certain unlisted equity shares and units and the respective contribution agreements to subscribe further units.

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

"RESOLVED that pursuant to the provisions of Section 180, 188 and other applicable provisions, *if any*, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, *if any*, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of shareholders be and is hereby accorded to (A) sell/transfer of certain non-performing assets, (B) certain overdue trade receivables, (C) unlisted equity shares of (1) Hindustan Times Limited, (2) Business India Publications Limited and (3) Primary Cuisines Pvt. Ltd., and (D) sell/transfer units of and assignment of the contribution agreements to subscribe further units of Oyster Capital and Edelweiss Credit Opportunities Fund, to MKM Share And Stock Brokers Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such term(s) and condition(s) as the Board of Directors may deem fit.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Item no. 2: Approval for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/ transfer of certain immovable properties.

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

"RESOLVED THAT pursuant to the provisions of Section 180, 188 and other applicable provisions, *if any*, of the Companies Act, 2013 ("Act"), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the shareholders of the Company be and is hereby granted to sell and transfer its entire shareholding of 100% in its wholly owned subsidiary, Gayatri Cement and Chemical Industries Private Limited, and certain immovable properties to Bhavana Holdings Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit.

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By Order of the Board of Directors

Pratik M. Doshi
Director

Place: Mumbai

Date 13th February 2018

NOTES

1. Statement pursuant to Section 102 of the Act in respect of the above mentioned business is annexed herein.
2. In terms of Section 108, 110 and other applicable provisions, *if any*, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended till date and other applicable Rules, *if any*, the item of business as set out in the Notice is sought to be passed by e-voting and postal ballot.

3. The Postal Ballot Notice is being sent to the shareholders whose names appear in the Register of Members / Records of Depositories as at the close of business hours on 9th February 2018, i.e., "cut-off date". The Postal Ballot Notice is also being sent by email to shareholders whose email addresses are registered with the Company/ Depository Participants(s) for communication. For those shareholders who have not registered their email addresses, physical copy of the Postal Ballot Notice along with Business Reply Envelope is being sent. The Postal Ballot Notice may also be accessed on the website of the company (www.lkpsc.com).
4. Voting period will commence on and from 16th February 2018 at 10:00 a.m. and end on 17th March 2018 at 5.00 p.m.
5. Eligible shareholders can opt for only one mode of voting, i.e., either postal ballot or e-voting. In case any shareholder casts the vote(s) through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.
6. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the shareholders. Please read carefully the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the same, duly completed, and signifying your assent/dissent, in the attached self-addressed prepaid envelope, so as to reach the Scrutinizer at the address provided therein, on or before 5.00 p.m. on Saturday, 17th March 2018, being the last date for the receipt of the completed Postal Ballot Form.
7. Eligible shareholders who are willing to exercise their vote by using e-voting facility, should carefully follow the instructions for e-voting printed in this Notice. A shareholder can log in any number of times till he/she has voted on the resolution or till the end of the Voting Period. i.e., 17th March 2018, whichever is earlier.
8. Shareholders have an option to request for physical copy of the Postal Ballot Form, from our Registrar and Transfer Agent-Adroit Corporate Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1st Floor, Makavana Road, Marol Naka, Andheri (East), Mumbai- 400059. Request can be sent through an e-mail to sandeep@adroitcorporate.com by mentioning their Folio No./ DP ID and Client ID. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Saturday, 17th March 2018. Postal Ballot Forms received after this time and date shall be deemed to have been not received.
9. Mr. Nishant Jawasa Practicing Company Secretary, Proprietor of M/s Nishant Jawasa & Associates, Company Secretaries, FCS 6557, CP No. 6993, has been appointed as Scrutinizer for conducting the e-voting / postal ballot process in a fair and transparent manner.
10. The Scrutinizer will submit his report of the votes polled through e-voting/ postal ballot, to the Chairman. The Chairman or in his absence, any other person so authorized by him, will announce the result of voting by postal ballot on Tuesday, 20th March 2018 at 5.00 p.m. at the Registered Office of the Company 203 Embassy Centre, Nariman Point, Mumbai 400 021 and the resolution will be taken as passed effectively on the date of announcement of the result by Chairman or such authorized person. The Scrutinizer's decision on the validity of the votes cast through e-voting/ postal ballot shall be final. The result of the e-voting/postal ballot along with the Scrutinizer's Report will be placed on the website of the Company i.e. www.lkpsc.com besides being communicated to the Stock Exchanges, where the shares of the Company are listed.
11. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 108 of the Act, read with the Rules made thereunder, the Company is pleased to provide e-Voting facility to all its shareholders to enable them to cast their votes electronically instead of dispatching physical Postal Ballot Forms by post. The Company has appointed NSDL for facilitating e-voting to enable the shareholders to cast their votes electronically. However, e-Voting is optional.
12. Instructions and process for e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 108182 then user ID is 108182001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdcl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to njawasa@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdcl.com to reset the password.
3. 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 www.evoting.nsdcl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

By Order of the Board of Directors

Pratik M. Doshi
Director

Place: Mumbai
Date: 13th February 2018

Statement under Section 102 of the Act

Item no. 1: Approval for sale of certain non-performing assets, certain overdue trade receivables (NPA), certain unlisted shares and units and the respective contribution agreements to subscribe further units.

Shareholders of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the value of the undertaking as per the audited balance sheet of the preceding financial year.

MKM Share And Stock Brokers Limited (CIN: U65990MH1990PLC056207) is a RBI Registered NBFC. Mr. Mahendra V. Doshi and Mr. Pratik M. Doshi are the Directors and having controlling interest in the said Company. The Company has certain dues from Remark Properties Private Limited, Translands Infrastructure Developers Private Limited & Smarniya Properties Pvt. Ltd., which have become non-performing assets (NPAs) in the books of the Company and legal action has been initiated. The said dues are guaranteed by Mr. Viren Ahuja. The Board of Directors of the Company proposes to sale/ assign the said NPAs to MKM Share And Stock Brokers Limited for the fair market value consideration as specified below in the table.

The Board also proposes to sell/ transfer certain overdue trade receivables from Boistar Commercial Ltd., Lata Shriram, Parveen Kumar Gupta, Sanjay Gupta, Yogesh Agarwal and Renewable Energy System Limited to MKM Share And Stock Brokers Limited for the fair market value consideration as specified below in the table.

The Board also proposes to sell/ transfer 5,600 unlisted equity shares of Hindustan Times Limited, 5,00,000 unlisted equity shares of Business India Publications Limited and 10,00,000 equity shares of Primary Cuisines Pvt. Ltd. to MKM Share And Stock Brokers Limited for the fair market value consideration as specified below in the table.

The Board also proposes to sell/ transfer units of and assign the contribution agreements to subscribe further units of Oysterrock Capital and Edelweiss Credit Opportunities Fund to MKM Share And Stock Brokers Limited for the fair market value consideration as specified below in the table.

MKM Share And Stock Brokers Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 (Act) and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Accordingly, transaction(s) entered into with MKM Share And Stock Brokers Limited comes within the ambit of related party transactions in terms of the provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. The Audit Committee and the Board have approved the said transaction at the respective meetings held on 8th February 2018 and 13th February 2018, respectively, subject to approvals of the shareholders. In terms

of Section 180 and 188 of the Act, the rules made thereunder and the provisions of the Listing Regulations (as may be applicable), the said transactions requires the approval of the shareholders by Special Resolution.

Accordingly, pursuant to Section 180 and Section 188 of the Act, and provisions of the Listing Regulations (as may be applicable), approval of shareholders of the Company to the transactions is being sought by way of Special Resolution.

The particulars of the transactions pursuant to Explanation (3) to sub-rule (3) of Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, are as under:

- Name of the Related Party:** MKM Share And Stock Brokers Limited
- Name of the Directors or key managerial personnel who are related:** Mahendra V. Doshi and Mr. Pratik M. Doshi
- Nature of relationship:** Common Directors and Shareholder of MKM Share And Stock Brokers Limited
- Nature, material terms, monetary value and particulars of the contract or arrangement:**

Contract	Monetary Value	Particulars
Sale/Assignment of non-performing assets	Rs. 25,00,00,000/- (Rs. Twenty Five Crores)	To assign, transfer and release non-performing assets (together with interest in underlying securities) namely Remark Properties Private Limited, Translands Infrastructure Developers Private Limited & Smarniya Properties Pvt. Ltd.
Sale/Assignment of overdue trade receivable (NPA)	Rs. 5,20,00,000/- (Rs. Five Crores Twenty Lacs)	Sale/Assignment of overdue trade receivable (NPA) from Boistar Commercial Ltd., Lata Shriram, Parveen Kumar Gupta, Sanjay Gupta, Yogesh Agarwal and Renewable Energy System Limited
Share Sale Agreement	Rs. 2,05,00,000/- (Rs. Two Crores Five Lacs) Rs. 1,70,00,000/- (Rs. One Crore Seventy Lacs) Rs. 1,00,00,000/- (Rs. One Crore)	Transfer /Sale of 5,600 unlisted equity shares of Rs. 10/- each fully paid-up of Hindustan Times Limited Transfer /Sale of 5,00,000 unlisted equity shares of Rs. 10/- each fully paid-up of Business India Publications Limited Transfer /Sale of 10,00,000 unlisted equity shares of Rs. 10/- each fully paid-up of Primary Cuisines Pvt. Ltd.
Sale/Assignment of Units and the respective Contribution Agreements for Units	Rs. 1,00,00,000/- (Rs. One Crore) Rs. 2,00,00,000/- (Rs. Two Crores)	Transfer of units and assignment of the contribution agreement to subscribe further units of Oysterrock Capital Fund. Transfer of units and assignment of the contribution agreement to subscribe further units of Edelweiss Credit Opportunities Fund.

- Any other information relevant or important:** None

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than those mentioned above, is concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends passing of the resolution as Special Resolution.

Item no. 2: Approval for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/transfer of certain immovable properties.

Pursuant to Section 180 and Section 188 of the Companies Act, 2013 and the provisions of the Listing Regulations (as may be applicable), shareholders of the Company are requested to note that their consent to the transactions is being sought by way of Special Resolution to sell and transfer, its entire shareholding of 100% in its wholly owned subsidiary, Gayatri Cement and Chemical Industries Private Limited, and certain immovable properties, at Mumbai, Pune, Hyderabad and Jalandhar to Bhavana Holdings Private Limited (CIN:U67120MH1987PTC043006), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate fair market value consideration of Rs. 7.70 Crores (as specified in the table below), and on such further terms and conditions as the Board of Directors may deem fit. The Audit Committee and the Board have approved the said transactions at the respective meetings held on 8th February 2018 and 13th February 2018, respectively.

The particulars of the transactions pursuant to Explanation (3) to sub-rule (3) of Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, are as under:

- Name of the Related Party:** Bhavana Holdings Private Limited
- Name of the Directors or key managerial personnel who are related:** Mr. Mahendra V. Doshi and Mr. Pratik M. Doshi
- Nature of relationship:** Mr. Mahendra V. Doshi and Mr. Pratik M. Doshi are also Directors and Shareholders having controlling interest in Bhavana Holdings Private Limited.
- Nature, material terms, monetary value and particulars of the contract or arrangement:**

Contract	Monetary Value	Particulars
Share Sale Agreement	Rs. 4,00,00,000/- (Rs. Four Crores)	Transfer of 21,000 equity shares of Rs. 100/- each fully paid-up
Agreement to Sale/ Transfer Immovable Properties	Rs. 3,80,00,000/- (Rs. Three Crores Eighty Lacs)	Company's office premises at Mumbai Rs. 230 Lacs, Pune Rs. 90 Lacs, Hyderabad Rs. 25 Lacs and Jalandhar Rs. 35 Lacs.

- Any other information relevant or important:** None

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than those mentioned above, is concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors recommends passing of the resolution as Special Resolution.

By Order of the Board of Directors
Pratik M. Doshi
Director

Place: Mumbai
Date: 13th February 2018



LKP Finance Ltd.

Reg. Off.: 112 – A/203, Embassy Centre, Nariman Point, Mumbai – 400 021.

Tel.: 4002 4785/86 - Fax : 2287 4787

Website : www.lkpsec.com

CIN : L65990MH1984PLC032831

POSTAL BALLOT FORM

Ballot Sl. No.

Sr. No.	Particulars	Details of Equity Shareholder(s)
1.	Name and Registered Address of the Sole/First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered Folio No. /*DP, ID No. and Client ID. No. (*Applicable to members holding shares in dematerialized form)	
4.	Number of Equity Share(s) held (As on February 09, 2018 being the "cut-off date")	

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 13th February, 2018, by conveying my/our assent or dissent to the said Resolutions, by placing the tick (✓) mark in the appropriate box below:

Sr. No.	Brief Particulars of the Resolution	No. of Equity Shares	Type of Resolution	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution pursuant to section 180, 188 and other applicable provisions of The Companies Act, 2013 for sale of non-performing assets, certain overdue trade receivables (NPA), certain unlisted equity shares and units and the respective contribution agreements to subscribe further units.		Special		
2.	Special Resolution pursuant to section 180, 188 and other applicable provisions of The Companies Act, 2013 for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/ transfer of certain immovable properties.		Special		

Place :

Date : 2018

(Signature of the Sole/First/Joint Member)

- Notes : 1. Please read the instructions printed overleaf carefully before filling this Form
2. The last date for the receipt of Postal Ballot Form is Saturday, 17th March, 2018, upto 5.00 P.M. IST.

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User Id	Password / Pin
108182		

Notes : The e-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
Friday, 16th February, 2018 (10:00 A.M.)	Saturday, 17th March, 2018 (5.00 P.M.)

INSTRUCTIONS FOR VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

1. The Notice is being sent to all the Members, whose names appear on the Register of Members and list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 9th February, 2018. The voting shall be reckoned in proportion to the paid-up equity share capital held by the Members as on 9th February, 2018.
2. Members desiring to exercise their votes by Physical Postal Ballot Form are requested to read the instruction carefully in this Postal Ballot Form and return the Form duly completed and signed in the enclosed Postage Prepaid self-addressed envelope to the Scrutinizer. The Postage cost will be borne by the Company. However, envelope(s) containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
3. The Postage Prepaid self-addressed envelope bears the name of the Scrutinizer appointed by the Board.
4. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (√) in the appropriate column.
5. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall be considered as invalid.
6. The voting in this Postal Ballot cannot be exercised through proxy.
7. A Member needs not use or cast all his/her vote(s) in the same way.
8. This Form should be completed and signed by the Member. 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 and in his absence, by the next named Member.
9. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
10. The envelope containing duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Saturday, 17th March, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Members(s) has not been received.
11. A member may request for duplicate postal ballot form, if so required, from our Registrar and Transfer Agent, viz., M/s Adroit Corporate Services Pvt. Ltd. having its address at: 17-20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400059 (Telephone: +91 79 4227 0426). However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction no. 10 above.
12. Postal Ballot Form received by fax will be rejected as if reply from Member has not been received unless the original Postal Ballot Form is received within prescribed time period.
13. 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 the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories
14. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
15. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.
16. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Postage Prepaid self-addressed envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer as well as no extra comments to be written on the Postal Ballot Form as otherwise the same will be considered as invalid.
17. **The Company is also offering remote e-voting facility as an alternate for all the Members of the Company to enable them to cast their vote(s) electronically, instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**
18. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
19. The last date specified by the Company for the receipt of the duly completed Postal Ballot Forms or e-voting i.e. Saturday, 17th March, 2018, shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.

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