

**FOMENTO RESORTS AND HOTELS LIMITED**

CIN: L55101GA1971PLC000113

**Registered Office:** Cidade de Goa, Vainguinim Beach, Goa- 403004**Website:** www.cidadedegoa.com ; **Email:** shareholders@cidadedegoa.com**Tel. No.:** +91 832 2454545 ; **Fax No.:** +91 832 2454541/42**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rule, 2014]

Dear member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, that the Company is seeking the Members' consent to the Resolutions by means of postal ballot as appended below. The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. Members are requested to vote through postal ballot or through electronic means (references to Postal Ballot(s) in this notice include votes received electronically/e-voting), as per the electronic voting system facility provided by the Company.

Mr. Shivaram Bhat, Practising Company Secretary (ACS : A10454& CP7853), has been appointed as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. National Securities Depository (India) Limited (NSDL) is appointed as an agency in respect of remote e-voting for the postal ballot.

Members desiring to vote electronically are requested to carefully read the instructions in Note No. 11, "Voting through Electronic Means/ The instructions for e-voting" printed in this Postal Ballot Notice ("Notice"), for casting their votes through remote e-voting.

The Scrutinizer will submit his report to the Chairman or Managing Director & CEO of the Company after completion of the scrutiny of the votes casted and the results of the Postal Ballot will be announced on Thursday, March 23, 2017, through Notice Board at the registered office of the Company and on the Company's website viz. www.cidadedegoa.com

Proposed resolutions to be passed by way of postal ballot:

**1. Enhancement of borrowing limits from Rs. 500 crores to Rs.750 crores.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of all the resolutions passed earlier in this regard, the consent of the members of the Company be and is hereby accorded, pursuant to the provisions of Section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Rules made thereunder (including any amendment, modification, variation or re-enactment thereof), to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee duly constituted by the Board) to borrow from time to time, any sum or sums of monies in the form of term loans from banks or in any other form, which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 750 crores (Indian Rupees Seven Hundred and Fifty crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and also to negotiate, agree and execute the required documents in this regard with any banks, financial institutions, companies, firms or any other person (hereinafter referred to as "the Lender") for borrowing funds on such terms as may be mutually agreed between the Company and the Lender;

**"RESOLVED FURTHER THAT** the board be and is hereby authorized to negotiate, finalize and execute with the Lender(s), the loan documents / agreements / undertakings for borrowing funds and to propose / accept any modification to the terms and conditions thereto and to do all such acts, deeds and things as may be required, with power to settle all questions, or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and/or director(s) and / or officer(s) of the Company, to give effect to this resolution."

**2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.**

Consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of all the resolutions passed earlier in this regard, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any amendment, modification, variation or re-enactment thereof), to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any

committee duly constituted by the Board ) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, if any , on such movable and/or immovable properties and/or assets of the Company, both present and future, and the whole or substantially the whole of the undertaking and in such manner as deemed fit, together with power to mortgage, hypothecate and create charge over the substantial assets of the Company in favour of banks/financial institutions, other investing agencies, firms, companies or any other lender in such form and manner as the Board may deem fit and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient to secure loans obtained or as may be obtained from Banks, Financial institutions, other investing agencies, firms, companies or any other lender together with interest at agreed rates, compound/further interest, commitment charges, charges, expenses and all other monies payable by the Company provided that the total amount of Loan together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Lenders in terms of the loan agreements entered into/to be entered into by the Company in respect of the said loans subject to the limits approved under section 180 (1) (c) of the Companies Act, 2013 from time to time.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, finalize and execute with the Lender(s) /Banks / Financial Institutions/Companies / Firms, such deeds/contracts/ agreements / undertakings / indemnities/instruments/and any other documents / guarantees as may be required for creating the aforesaid mortgages, hypothecations, assignments, charges and to propose/accept any modifications to, or to modify, alter, vary, the terms and conditions of the existing deeds, contracts, instruments, agreements, documents the terms and conditions thereto and to do all such acts, deeds, matters and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of these powers herein conferred to any Committee and/or director(s) and / or officer(s) of the Company, to give effect to this resolution.”

### **3. Purchase of Plot of Land admeasuring 5425 Sq. Mtrs. from Fomento Resources Private Limited.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the consent of the Members of the Company be and is hereby accorded pursuant to Section 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other provisions of applicable law, to purchase a plot of land admeasuring 5425 sq. mts. known as “PREDIO CASA DE MORADA COM O SEU QUINTAL E PATEO” bearing Survey No. 67/6 situated at Curca Village, within the jurisdiction of Village Panchayat of Curca, Bambolim and Talaulim, Sub-District of Tiswadi, District of North Goa, of the State of Goa, and bounded by property bearing Survey No. 67/5 of Curca Village on or towards the North, by property bearing Survey no. 69/1 of Curca Village on or towards the South, by properties bearing Survey No. 66/1, 66/2, 68/1 and 68/2 of Curca Village on or towards the East and by a public road (Curca –Sridao) on or towards the West, from Fomento Resources Private Limited, a related party for a consideration not exceeding an amount of Rs. 4,10,00,000/- (Indian Rupees Four Crores Ten Lakhs only).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and are hereby authorized, to take all steps necessary and to do all such acts, deeds, matters and things as may be necessary or expedient including but not limited to signing agreements, deeds or any other document for the purpose of purchasing the abovementioned plot of land, as it may in its absolute discretion deem fit.”

### **4. Inter-corporate borrowings upto Rs. 150 Crores from Fomento Resources Private Limited.**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the consent of the Members of the Company be and is hereby accorded pursuant to Section 188(1) (d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Regulation 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other provisions of applicable law, to borrow from time to time, any sum or sums of monies in the form of inter corporate borrowings not exceeding an amount of Rs. 1,50,00,00,000/- (Indian Rupees One Hundred and Fifty crores only) from Fomento Resources Private Limited, a related party subject to the total sanctioned borrowing limit under section 180 (1)(c) of the Companies Act, 2013 from time to time.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, agreements, instruments and writings as may be required to give effect to this Resolution.”

By Order of the Board  
For Fomento Resorts and Hotels Limited

Place: Vainguinim beach - Goa  
February 11, 2017

Sd/-  
Asmeeta Matondkar  
Company Secretary

Enclosures:  
Resolutions along with an Explanatory Statement; and  
Postal ballot form and self-addressed postage pre-paid envelope

**Notes:**

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto as Annexure (the “Explanatory Statement”).
- 2) In accordance with Section 110 of the Companies Act and procedure to be followed for conducting business through Postal Ballot as provided in Rule 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as 'the Rules'), the items of business set out in the above mentioned notice is sought to be passed through postal ballot.
- 3) The Board has at its meeting held on February 11, 2017 appointed Mr. Shivaram Bhat, Practicing Company Secretary (ACS 10454 CP 7853) as the Scrutinizer (the “Scrutinizer”) for conducting the postal ballot voting process in a fair and transparent manner and in accordance with the applicable laws.
- 4) The completion of dispatch of the postal ballot notice and the Explanatory Statement will be announced through an advertisement in one English newspaper and vernacular newspaper and published on the website of the Company.
- 5) The eligible Members are requested to exercise their voting right by either using the attached postal ballot form or through e-voting.
- 6) The Postal ballot notice is being sent to all members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on Saturday, February 11, 2017 (i.e. cut – off date). The voting rights of every Member shall be reckoned on the paid-up value of Equity Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository as on February 11, 2017.
- 7) During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on the record date/cut-off date may cast their vote electronically. The record date/cut-off date for the purpose of e-voting is February 11, 2017.
- 8) The Members are requested to carefully read the instructions printed on the separately enclosed postal ballot form. The duly completed and signed postal ballot form should be posted in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday ,March 21, 2017.
- 9) Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 110 of the Companies Act, 2013 and the applicable rules for Postal Ballot, the Company is pleased to provide electronic voting (“**e-voting**”) as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) to provide e-voting facilities. It may be noted that e-voting is optional. If a Member has voted through the e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through the e-voting facility and also sends his vote through the Postal Ballot Form, then voting done by e-voting will prevail and voting done through the Postal Ballot Form will be treated as invalid by the Scrutinizer. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting	from Monday 9:00 a.m. on February 20, 2017
End of e-voting	at 5:00 p.m. on Tuesday, March 21, 2017

- 10) The login ID and password for e-voting along with process, manner and instructions for e-voting are being sent in this notice to the Members who have not registered their e-mail IDs with the Company. Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
- 11) Voting through electronic means / Instructions for e-voting, are as under:
  - a. The login ID and the initial password are provided in a table at the bottom of the Postal Ballot Form. Please note that the Password is an Initial Password.
  - b. Launch the internet browser by typing the following <https://www.evoting.nsdl.com>
  - c. Click on “Shareholder-Login”:
  - d. Put User ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then use your existing User ID and Password for Login.
  - e. If you are logging in for the first time, Password Change Menu appears. Change the password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new password for all the future e-voting cycles offered on NSDL e-voting platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your Password confidential.

- f. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
  - g. Select “EVEN (E-Voting Event Number)” of Fomento Resorts and Hotels Limited.
  - h. Now you are ready for “e-voting” as “Cast Vote” Page opens.
  - i. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once casted cannot be modified.
  - j. Upon confirmation, the message “Vote cast successfully” will be displayed
- 12) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at: cs.sbhat@gmail.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's email ID: shareholders@cidadedegoa.com.
  - 13) In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800-222-990 or 022-24994600
  - 14) In case a member is desirous of obtaining Postal Ballot in printed form, the members may write to the Registrar & Share Transfer Agent, Bigshare Services Pvt. Ltd or send an e-mail to [investor@bigshareonline.com](mailto:investor@bigshareonline.com). The Registrar shall forward the same along with self-addressed postage pre-paid envelope to the member.
  - 15) The Postal Ballot Notice has been uploaded on the Company's website i.e. [www.cidadedegoa.com](http://www.cidadedegoa.com)
  - 16) For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agents at the following address:  
Bigshare Services Pvt. Ltd.  
Unit: Fomento Resorts and Hotels Limited  
E-2/3, Ansa Industrial Estate  
Saki Vihar Road , Saki Naka  
Andheri ( East ), Mumbai 400 072.  
Board No: 022 4043 0200  
Fax No: 022 2847 5207  
Email id : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
  - 17) The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final.

Upon completion of the scrutiny of postal ballots, the Scrutinizer will submit his report to the Chairman or Managing Director & CEO of the Company.

The result of voting by postal ballot will be announced on March 23, 2017 through Notice Board at the registered office of the Company and will be posted on the website of the Company [www.cidadedegoa.com](http://www.cidadedegoa.com) additionally; the result will be communicated to the BSE and the ASE.

## ANNEXURE TO THE POSTAL BALLOT NOTICE

[Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013]

### Item No(s). 1 and 2

The members of the Company had granted approval by way of special resolution through postal ballot on November 23, 2015 to the Board of Directors of the Company to borrow funds from banks, financial institutions, companies, firms or any other person of an amount not exceeding Rs. 500 crores (Indian Rupees Five Hundred crores only) and to mortgage or create charge(s) on all or any of the assets of the Company in favour of the concerned lenders for the purpose of securing the due repayment of the monies borrowed by the Company together with the interest and other monies thereon.

As per the provisions of Section 180(1)(c) and (a), respectively, of the Companies Act, 2013, the Board of Directors of a company shall not,

- Borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, or
- Sell, lease or otherwise dispose of the whole or substantially the whole of its undertaking,

without the consent of the members of the Company accorded by means of a 'Special Resolution'.

For the purpose of funding the ongoing hotel projects and related activities, the Company is in need of funds and seeks to raise resources by availing term loan(s) from banks or in any other form from a lender(s) who agree/s to provide funds for the completion of the projects secured by mortgage of immovable properties, hypothecation/pledge of movable properties and other assets and properties of the Company in favour of such lenders. The creation of charge(s) on the assets of the Company may result into disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Companies Act, 2013.

It is proposed to increase the borrowing limits of the Company from present Rs. 500 crores (Indian Rupees Five Hundred Crores only) to Rs. 750 crores (Indian Rupees Seven Hundred and Fifty crores only) by passing the resolution proposed under item no. 1 as a special resolution. Further, in order to provide security to such loans by way of mortgage or creating charge on the assets of the Company resolution under item no. 2 is proposed to be passed as a special resolution.

Accordingly, the Board of Directors recommends passing of the special resolutions as set out under item nos. 1 and 2 of this Postal Ballot Notice.

None of the directors or key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

### Item No. 3

The Company intends to construct staff quarters to provide accommodation to staff and requires land for the said purpose. It is proposed to purchase a plot of land from Fomento Resources Private Limited, a group company at Curca Village nearby the Company's current hotel location. In light of the above, the Board considered to purchase the plot from Fomento Resources Private Limited. The transaction being with a related party, the approval is being sought from the shareholders.

Section 188 of the Companies Act, 2013 (the "Act") read with relevant rules framed thereunder state that no company shall enter into transactions with a related party as defined under Section 2(76) of the Act except with the consent of the Board and members of the Company under certain circumstances. Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations") provides that all material related party transactions as defined therein shall require approval of the members through a resolution. The transactions mentioned in the proposed resolution being with a related party, though not material and do not strictly call for approval of shareholders as per the 'Act' and 'Regulations', the Board has proposed to seek approval of the members as a better corporate governance practice.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Details
1	Name of Related Party	Fomento Resources Private Limited
2	Name of Director or Key Managerial Personnel or a relative of a Director / KMP who is related, if any	Mr. Auduth Timblo Mrs. Anju Timblo Mr. Akash Timblo
3	Nature of Relation	Mr. Ambar Timblo, Managing Director of Fomento Resources Private Limited is a son of Mr. Auduth Timblo, Non Executive Chairman of the Company and Mrs. Anju Timblo, Managing Director & CEO of the Company. Mr. Auduth Timblo and Mrs. Anju Timblo are also shareholders of Fomento Resources Private Limited. Mr. Akash Timblo, employee of the Company is son of Mr. Auduth Timblo & Mrs. Anju Timblo and brother of Mr. Ambar Timblo.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction with Fomento Resources Private Limited involves purchase of plot of land (measuring 5425 square meters situated in Village-Curca, Taluka-Tiswadi, Dist.-North – Goa in State of Goa) by the Company for the purpose of constructing staff quarters for a consideration not exceeding an amount of Rs. 4,10,00,000/- (Indian Rupees Four crores Ten lakhs only).

Sr. No.	Particulars	Details
5	Any other relevant information or fact important for the members to make decision on the proposed transaction	The purchase of the said plot for construction of staff quarters is in the long term benefit of the employees of the Company.  Fomento Resources Private Limited holds 70,00,000 Non Convertible, Cumulative, Redeemable Preference shares of Rs. 100 each in the Company.

The Directors recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

Except Mr. Auduth Timblo, Non Executive Chairman, Mrs. Anju Timblo, Managing Director & CEO and Mr. Akash Timblo, relative of Director & KMP, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in anyway, financially or otherwise concerned or interested in the said resolution.

#### Item No. 4

The members may recall the details already shared about the construction of the two ongoing hotel projects of the Company. The projects are on a predetermined activity and funds are required on a regular basis. Financial assistance from the bank(s) or other financial institutions is expected to take time considering the amount required and the collateral security that may be offered by the Company to secure such borrowing(s). Fomento Resources Private Limited, a group Company has agreed to lend money by way of inter corporate borrowings to the Company during times of urgency.

In view of the above it is proposed to borrow funds in the form of inter corporate borrowings from Fomento Resources Private Limited, a related party at such rate of interest which shall not exceed 11% per annum.

Fomento Resources Private Limited being a related party, it is proposed to seek approval of the shareholders.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Details
1	Name of Related Party	Fomento Resources Private Limited
2	Name of Director or Key Managerial Personnel or a relative of a Director/ KMP who is related, if any	Mr. Auduth Timblo Mrs. Anju Timblo Mr. Akash Timblo
3	Nature of Relation	Mr. Ambar Timblo, Managing Director of Fomento Resources Private Limited is a son of Mr. Auduth Timblo, Non Executive Chairman of the Company and Mrs. Anju Timblo, Managing Director & CEO of the Company.  Mr. Auduth Timblo and Mrs. Anju Timblo are also shareholders of Fomento Resources Private Limited.  Mr. Akash Timblo, employee of the Company is son of Mr. Auduth Timblo & Mrs. Anju Timblo and brother of Mr. Ambar Timblo.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The Company shall borrow a sum not exceeding Rs. 150 crores from Fomento Resources Private Limited. The said loan shall be unsecured and at such rate of interest which shall not exceed 11% per annum.
5	Any other relevant information or fact important for the Board to make decision on the proposed transaction	Due to urgent need of funds the company may be required to raise money in the form of inter corporate borrowings upto an amount of Rs. 150 crores till such time financial assistance is sought from the banks.  Fomento Resources Private Limited holds 70,00,000 Non Convertible, Cumulative, Redeemable Preference shares of Rs. 100 each in the Company.

The Directors recommend the Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

Except Mr. Auduth Timblo, Non Executive Chairman, Mrs. Anju Timblo, Managing Director & CEO and Mr. Akash Timblo, relative of Director & KMP, none of the other Directors, Key Managerial Personnel of the company or their relatives are in anyway, financially or otherwise concerned or interested in the said resolution.

By Order of the Board  
For Fomento Resorts and Hotels Limited

Place: Vainguinim beach - Goa  
February 11, 2017

Sd/-  
Asmeeta Matondkar  
Company Secretary

**FOMENTO RESORTS AND HOTELS LIMITED**

CIN: L55101GA1971PLC000113

**Registered Office:** Cidade de Goa, Vanguinim Beach, Goa- 403004**Website:** www.cidadedegoa.com ; **Email:** shareholders@cidadedegoa.com**Tel. No.:** +91 832 2454545 ; **Fax No.:** +91 832 2454541/42**POSTAL BALLOT FORM**

(To be returned to the Scrutinizer appointed by the Company)

1. Name(s) and Address : Serial No.:  
of the sole/ First Name of  
Shareholder(s)/ Beneficial Owner(s)  
(in BLOCK LETTERS)
2. Name of the joint holder(s) :  
If any
3. Registered Folio No./ \*DPID/ :  
Client ID  
(\* applicable to shareholders  
holding shares in dematerialized  
form)
4. No. of Shares Held :
5. I/ we hereby exercise my/ our vote in respect of the RESOLUTIONS to be passed through postal ballot for the business stated in the notice of the company dated February 11, 2017 by sending my/ our Assent (for) or Dissent (against) to the said Resolution by placing tick mark (✓) at the appropriate box below:

Resolution No.	Description	No. of Equity Shares	I/ we assent to the resolution (For)	I/ we dissent to the resolution (Against)
1.	Special Resolution to approve enhancement of the borrowing limits of the Company from Rs. 500 crores (Indian Rupees Five Hundred crores only) to Rs. 750 crores (Indian Rupees Seven Hundred and Fifty crores only)			
2.	Special Resolution to approve creation of charge on the assets of the Company upto an amount of Rs. 750 crores (Indian Rupees Seven Hundred and Fifty Crores only) to secure its borrowings.			
3.	Ordinary Resolution to approve purchase a plot of land admeasuring 5425 sq. mts from Fomento Resources Private Limited			
4.	Ordinary Resolution to approve inter corporate borrowing(s) not exceeding an amount of Rs. 150 crores (Indian Rupees One Hundred and Fifty Crores only) from Fomento Resources Private Limited			

**Date:****Place:**\_\_\_\_\_  
Signature of the Shareholder(s)

#Email: \_\_\_\_\_ #Tel No: \_\_\_\_\_ (# Optional)

**ELECTRONIC VOTING PARTICULARS**

EVEN	USER ID	PASSWORD/PIN

**Note:**

- Please read the instructions given overleaf and in the Notes of the Postal Ballot Notice dated February 11, 2017, carefully before exercising your vote.
- Last date for receipt of Postal Ballot Forms by Scrutinizer is March 21, 2017

## 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 attached 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/ dissent in this Postal Ballot Form. 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 name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney ("POA") on behalf of the member(s) may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot 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 on March 21, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder 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. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. –Bigshare Services Pvt. Ltd.
10. The Postal ballot notice is being sent to all members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on Saturday, February 11, 2017 (i.e. cut – off date). The voting rights of every Member shall be reckoned on the paid-up value of Equity Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository as on February 11, 2017.
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 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.
13. A Member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 8 above i.e. March 21, 2017.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
15. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.