

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt. Tiruchirappalli, Tamil Nadu)

Phone No. 04329-235132 Fax No. 04329-235111

CIN L40109TN2006PLC058818 Website: www.dalmiabharat.com

POSTAL BALLOT FORM

(To be returned to the Company)

(FOR PHYSICAL VOTING ONLY)

1. Name(s) of Shareholder(s)
(Including joint holder(s), if any) : S. No.:
2. Registered address of the sole/ First
named Shareholder :
3. Folio No./DP ID No./Client ID No. :
4. Number of share(s) held :
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the accompanying Postal Ballot Notice of the Company dated **18th May, 2016** by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

S. No.	Brief Description of the Resolution	No. of Share(s)	Please Tick (✓) in the appropriate box below	
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution seeking approval of shareholders pursuant to sections 41, 42, 62, 71 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities to the extent of ₹ 3000 crore which upon conversion, if any, of all securities would give rise to the issue of equity capital of an aggregate face value of ₹2.24 crore.			
2.	Special Resolution seeking approval of shareholders under section 180(1)(a) of the Companies Act, 2013 to authorise the Board of Directors to provide security by way of mortgage and/or charge all or any of the assets of the Company to the extent of ₹1000 crore or to the extent authority conferred on the Board to borrow monies in excess of the paid up capital and free reserves of the Company, whichever is higher.			
3.	Special Resolution seeking approval of shareholders under Section 42, Section 71 read with Sections 179(3)(c)/179(3)(d), and other applicable provisions of the Companies Act, 2013 to authorise the Board of Directors to issue and allot, on a private placement basis, Non-convertible Debentures of value not exceeding ₹ 1000 crore on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.			

Place: _____

Signature of the Shareholder(s) _____

Date: _____

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E-voting facility particulars (to be retained with the shareholder)

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the Notes carefully before filling the form.

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form in all respects and send it to the scrutiniser in the attached self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutiniser appointed by the Company and the address to which the Postal Ballot Form has to be dispatched.
3. This form should be completed and signed by the sole/first named member. In the absence of first named member, in case of joint holding, the Form may be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorised signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelopes as all such envelopes will reach directly to the Scrutiniser and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutiniser.
6. The votes should be cast either in favour of or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled or bearing more than one (✓) Postal ballot forms will be subject to rejection by the Scrutiniser.
7. The right of voting by Postal Ballot shall be exercised only by the members.
8. A member need not use all the votes nor needs to cast all the votes in the same way.
9. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours on Monday, 3rd day of October, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on the 19th day of August, 2016.
12. Votes will be considered invalid on the following grounds:
 - i. If the Member's Signature does not tally.
 - ii. If the member has marked all his shares both in favour and also against the resolution.
 - iii. If the Ballot paper is unsigned.
 - iv. If the Ballot paper is filled in pencil or signed in pencil.
 - v. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutiniser to identify either the member or the number of votes or as to whether the votes are in favour or against or if the Signature could not be checked or one or more of the above grounds.
13. The Scrutiniser's decision on the validity of the Postal Ballot will be final.
14. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results and report of the Scrutiniser will also be hosted on the Company's website www.dalmiabharat.com and will be communicated to the Stock Exchanges.