

POSTAL BALLOT FORM

<b>1.</b>	<b>Sr. No.</b>	
<b>2.</b>	<b>Name &amp; Registered Address of the Sole/ first named Member</b>	
<b>3.</b>	<b>Name(s) of the Joint holder(s), if any</b>	
<b>4.</b>	<b>Registered Folio No./DP ID &amp; Client ID No.</b>	
<b>5.</b>	<b>No. of Shares held</b>	

I/we hereby exercise my/our vote(s) in respect of the resolution as detailed in the Notice dated 14th August, 2017 convening meeting of the Equity shareholders of Sharad Fibres and Yarn Processors Limited, to be held on Friday 29<sup>th</sup> September, 2017 at 11.00 a.m. at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025, India, as directed by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated 3rd August, 2017, by sending my/our assent or dissent to the said resolution by placing ( ✓ ) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Approval for the Scheme of Amalgamation of BST Exports Private Limited (the First Transferor Company), Dalmia Exim Limited (the Second Transferor Company) with the Applicant Company and their respective shareholders			

Place :  
Date :

\_\_\_\_\_  
Signature of the Member/Beneficial Owner

**ELECTRONIC VOTING PARTICULARS**

EVSN ( Electronic Voting Sequence Number )	User ID	*Default PAN
170822075		

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note :

1. If the voting rights are exercised Electronically, there is no need to use this form.
2. Please read the instructions printed overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice dated 14th August, 2017 for convening the meeting.

## INSTRUCTIONS

1. The Mumbai Bench of the Hon'ble National Company Law Tribunal (NCLT), vide its Order dated 3rd August, 2017, has directed that a Meeting of the Equity Shareholders of the Applicant Company shall be convened and held at 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025 at 11:00 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangements embodied in the Scheme of Amalgamation.
2. Pursuant to Sections 230 to 232 read with Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated 14th August, 2017 is being additionally sought through Postal Ballot process/remote e-voting as per the directions of NCLT.
3. E-VOTING: The Company is pleased to provide remote e-voting facility as an alternative for the Members to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through remote e-voting facility, he/she need not send a physical Postal Ballot Form. If a Member votes through remote e-voting facility as well as sends his/her vote through physical vote, vote cast through e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to remote e-voting.
4. The voting period for Postal Ballot and remote E-voting shall commence on and from Wednesday, 30<sup>th</sup> August, 2017 at 09:00 a.m. IST and ends on Thursday, 28<sup>th</sup> September, 2017 at 05:00 p.m. IST (inclusive of both the days).
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Thursday, 28<sup>th</sup> September, 2017 at 05:00 p.m. IST. Postal Ballot Forms received thereafter will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for voting on the resolution.
6. A member desiring to exercise vote by remote e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed in the Notice, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer at **Mr. Haresh Sanghvi, Scrutinizer, C/o. Sharad Fibres and Yarn Processors Limited, Registered Office: 220, Unique Industrial Estate, Off. Veer Savarkar Marg, Prabhadevi, Mumbai 400025**, on or before 5:00 p.m. on 28<sup>th</sup> September, 2017. The Postal Ballot Forms received after 5:00 p.m. on 28<sup>th</sup> September, 2017 will be treated as if the reply from the member has not been received.
7. Please convey your assent in column "FOR" or dissent in the column "AGAINST" by placing a tick (√) mark in the appropriate column in the Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
8. The voting rights for the shares are one vote per equity share which is fully paid registered, in the name of the shareholders/ beneficial owners as on 11th August, 2017, being the 'cut-off date' as per order of the NCLT.
9. Voting by Postal Ballot, in physical form or remote e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy. Shareholders can opt only one mode for voting i.e. Physical Ballot by way of Postal Ballot Form or Poll exercised at the meeting or by remote e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered. Members who have cast their votes by remote e-voting or by Postal Ballot can attend the meeting.
10. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid business reply envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the self-addressed postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only.
11. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the National Company Law Tribunal.
12. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
13. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
14. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column. A member need not use all his/her votes.
15. Shareholders are requested not to send any paper (other than the resolution/authority/POA) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date and time for voting. On receipt of the duplicate Postal Ballot Form, the original will be rejected. Members desirous of obtaining a printed duplicate Postal Ballot Form, may write to the Company or to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent, at E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai - 400 072. The Registrar and Share Transfer Agent shall then forward the duplicate Postal Ballot Form along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the last date and time specified above.
18. The proposed Scheme of Amalgamation, if assented by majority of Shareholders representing three-fourth in value of those members who have voted either by Postal Ballot or remote e-voting or voting by Poll at the Meeting, shall be considered as passed on the date of the Meeting i.e. 29th September, 2017. The result of the voting on the resolution will be declared on or before 1st October, 2017.
19. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
20. Any query in relation to the resolution may be sent to: [accounts@sharadfibres.com](mailto:accounts@sharadfibres.com).