



## KAMDHENU LIMITED

CIN: L27101DL1994PLC134282

Regd. Office: L-311, Khasra No.724, Street No.7, Mahipalpur Extention, New Delhi-110037

Tel: 011 - 65493417, Fax: 011 - 26784596 Website: [www.kamdhenulimited.com](http://www.kamdhenulimited.com) e-mail id: [kamdhenu@kamdhenulimited.com](mailto:kamdhenu@kamdhenulimited.com)

### POSTAL BALLOT FORM

Serial No. :

1. Name(s) & Registered Address of the Sole/First Named Member (in block letters) :

2. Name of the Joint Member(s), (if any) :

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

4. No. of shares held :

I/We hereby exercise my/our vote in respect of the proposed Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 20th April, 2017 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below.

(Tick in the both the boxes would render your Ballot Form invalid)

S. No.	Brief description of the Resolution(s)	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	<b>Special Resolution</b> to issue and allot 30,00,000(Thirty Lakhs Only) number of Convertible Warrants into equity shares on a preferential/private placement basis.			
2	<b>Special Resolution</b> for approval of "Kamdhenu Employee Stock Option Scheme 2017" and grant of employee stock options to Employees of the Company under the Scheme			

Place :

Date :

\_\_\_\_\_  
(Signature of the Member)

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### THE ELECTRONIC VOTING PARTICULARS

EVENT NO. (e-Voting Number)	USER ID	PASSWORD

**Note: 1. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, 5th June 2017. Please read the instruction overleaf carefully before completing the Ballot Form.**

2. Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form, before completing the Ballot Form.

## Instructions

1. In terms of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration ) Rules, 2014 and with a view to encourage participation of all the Members of the Company in passing of the resolution, the items of businesses set out in the accompanying notice may be passed by way of a Postal Ballot or through e-voting.
2. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (**in original, photocopy thereof is not permitted**) and send it directly to the Scrutinizer in the attached self-addressed pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However envelopes containing Postal Ballots, if sent by courier or by registered post / speed post at the expenses of the registered Member, will also be accepted. Please note that if any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and may be destroyed and the Company and / or the Scrutinizer shall not be held responsible for the same.
3. A (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot invalid.
4. Given below are common instances (list not exhaustive) where postal ballot shall be treated invalid:
  - a. If a member uses a form other than one issued by the Company;
  - b. If the form is not signed by or on behalf of the Member;
  - c. Signature of the member on the postal ballot form doesn't match the specimen signatures with the Company;
  - d. The form without assent or dissent of the Member will be declared invalid;
  - e. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - f. The envelope containing the postal ballot form is received after the last date prescribed;
  - g. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - h. If the form is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - i. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
5. This Postal Ballot form should be completed and signed by the Member (as per the signature registered with the Company/Depository Participants). In case of joint holdings, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
6. In case of shares held by companies, trust, societies and corporate members etc., duly completed Postal Ballot form should also be accompanied by a certified copy of the Board Resolution /Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
7. A Member need not use all the votes nor need to cast all the votes in the same way.
8. The Postal Ballot Form duly completed and signed should be forwarded (in original) to the Scrutinizer appointed by the Board of Directors at Scrutinizer, C/o. Karvy Computershare Pvt Ltd, Unit: Kamdhenu Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 so as to reach the scrutinizer not later than the close of working hours (i.e. 5.00 P.M.) on Monday, 5th June , 2017. Please note that any response received from the Members after close of working hours (i.e. 5:00 P.M.) on Monday, 5th June 2017 will be treated as if the reply from such Member has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed and signed should reach the Scrutinizer not later than the time specified above.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on Friday, 28th April, 2017 (the "Cut-off Date"). Person who is not a Member of the Company as on the Cut-off date should treat this Notice for information only.
11. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
12. The results of the voting by postal ballot will be announced by the Chairman cum Managing Director or by any other officer duly authorized by him for this purpose, at 5.00 P.M, on 8th June, 2017 at the Registered office of the Company and will also be displayed along with the Report of the Scrutinizer on the website of the Company: [www.kamdhenulimited.com](http://www.kamdhenulimited.com) and of Karvy: [www.evoting.karvy.com](http://www.evoting.karvy.com), besides being communicated to the Stock Exchanges.

### OPTION OF E-VOTING

**As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.**