



IKF Finance Limited

40-1-144, Corporate Centre, M.G.Road,
VIJAYAWADA – 520 010

Phone - 866+2474644, 2474633 Fax – 0866+2485755

Email – ikffinance@gmail.com Web – ikffinance.com

CIN: L65992AP1991PLC012736

Notice

Notice is hereby given that the Extra-ordinary General Meeting of the members of **M/s. IKF FINANCE LIMITED** will be held on Wednesday, May 06, 2015 at 10.00 a.m.at Registered office of the company situated at 40-1-144, Corporate Centre, M.G. Road, Vijayawada, Andhra Pradesh-520010, to transact the following business:

Special Business:

Item No. 1: To increase Authorized Share Capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61(1) and other applicable provisions, if any of the Companies Act, 2013, consent of the members be and is hereby accorded for increasing the existing Authorized Share Capital of the Company from Rs.35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakh Only) Equity shares of Rs.10/- each to Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore Only) Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and other statutory authorities and to do all other Acts, Deeds, things and matters as may be deemed expedient to give effect to the aforesaid resolution.”

Item No2: To alter Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, Clause V, i.e., Capital Clause of the Memorandum of Association of the company be and is hereby amended with substitution of the following clause wherever required:

Memorandum of Association

- V. The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore Only) Equity shares of Rs.10/- each. The Company has power from time to time to increase or reduce its capital and issue up to the increase in capital the new capital as equity or Preference Shares and to attach to any class or classes or such shares Preference, rights, privileges, priorities in payment, of dividends or distribution of assets, or otherwise over other shares and to subject the same to any Restrictions, limitation or conditions and to vary the regulations of the Company, as far as necessary to give effect to the same and upon the sub-Division of share to apportion to right to participate in profits in any manner Subject to the prior consent of the Government of India or the order of court, if the same be necessary being obtained before doing so.

Item No 3: To alter Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, Article 3 of the Articles of Association of the company be and is hereby amended with substitution of the following Article wherever required:

Articles of Association

3. The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore Only) Equity shares of Rs.10/- each.



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Item No 4: Approve Restated Articles of Association

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, the draft regulations contained in the articles of association which is placed before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing articles of association of the Company.

RESOLVED FURTHER THAT any one of the board of directors of the Company, the Company Secretary of the Company and any other person authorized by them be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the articles of association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to digitally sign and file necessary e-forms with the Registrar of Companies and to do all such acts, matters, deeds and things necessary or desirable in connection with, incidental or ancillary to give effect to the above resolutions.”

Item No 5: To Issue and Allot Equity Shares to India Business Excellence Fund-II and India Business Excellence Fund-IIA

To consider and if thought fit, to pass with or without modification(s) the following resolution as a special resolution:

“**RESOLVED THAT 47,91,503** Equity Shares of face value of Rs.10/- (Rupees Ten Only) each be issued at a premium of Rs.31/- (Rupees Thirty One Only) per share to India Business Excellence Fund-II for an aggregate amount of Rs.19,64,51,623/- (Rupees Nineteen Crores Sixty Four Lakhs Fifty One thousand Six hundred and Twenty Three Only) and **80,13,375** Equity Shares of face value of Rs.10/- (Rupees Ten Only) each be issued at a premium of Rs.31 /- (Rupees Thirty One Only) to India Business Excellence Fund-IIA per share for an aggregate amount of Rs.32,85,48,375/- (Rupees Thirty Two Crores Eighty Five Lakhs Forty Eight thousand Three hundred and Seventy Five Only).

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file the return of allotment in Form PAS-3 to the Registrar of Companies and make the necessary entries in the statutory register.

By the Order of the Board of Directors

Place: Vijayawada
Date: 10-04-2015

--Sd---
GopalaKishan Prasad Vupputuri
Managing Director
DIN:01817992



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Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS /HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act,2013,read with their rules, a Person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice.
- Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
- All documents referred to in the notice or in the accompanying explanatory statement are open for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M. on all working days up to date of Extra Ordinary General Meeting.
- Member holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on written request only.
- Members who are holding shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in Physical forms are requested to write their Folio No. in the attendance slip for easier identification and for attending the meeting.
- The Notice of the EGM indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Members has requested for a physical copy of the said documents. For members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. We request shareholders to update their mail address with their depository participant to ensure that the documents reach them on their preferred mail address. Shareholders holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at cs@ikffinance.com /Registrar and Share Transfer Agents, M/s.BigShare Services Pvt. Limited, 306, Right Wing, 3rdFloor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad-500082, Telangana.
- The Notice for the Extra Ordinary General Meeting will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Extra Ordinary General Meeting. The above said shall also be available on the Company's website at <http://www.ikffinance.com/> and on the website of the CDSL:www.cdslindia.com for inspection and downloading by the shareholders of company.
- The Company is providing facility for voting by electronic means and business to be transacted at the meeting may be transacted through electronic voting system and the facility for voting, either through electronic voting system or ballot or polling paper shall also be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able exercise their right at the meeting.
The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
- Members seeking further information on any matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company at the registered office of the company/ Share Transfer Agent (RTA), BigShare Services Pvt Limited, 306, Right Wing, 3rdFloor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad 500082, Telangana.



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14. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 as amended, the Company is providing facility for voting by electronic means (“e-voting”) including remote e-voting to its members. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner on all resolutions set forth in the Notice convening Extra Ordinary General Meeting to be held on 06th May, 2015

Shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.27.04.2015 may cast their vote electronically or in general meeting. The record date for sending notices to members of company has been taken as 3rd April, 2015

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Thursday, 30th April, 2015 at 10:00 AM and ends on Tuesday, 5th May, 2015 at 5:00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.27.04.2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical Forms should enter Folio Number registered with the company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digital alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not update their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password filed. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other



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- company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant M/s. IKF FINANCE LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The process as described above shall also be adopted by those persons who become members of company after record date but before cutoff date for voting through electronics means.
15. Mr. S.Srikanth, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
16. The Scrutinizer shall immediately after the conclusion of voting at general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the chairman of the company. Thereafter the Chairman shall declare the result of the voting immediately. The manner in which members have cast their votes that is affirming or negating the resolution, shall remain secret and not available to the Chairman or Scrutinizer or any other person till the votes are cast in the meeting.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 27.04.2015
17. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website <http://www.ikffinance.com/> and on the website of the CDSL: www.cdslindia.com immediately after the result is declared by the chairman.
18. The results will also be simultaneously communicated to stock exchange where the shares of the company are listed.



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Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item Nos.1, 2 & 3

As the amendment consequent to the increase of Authorized Share Capital requires amendment of Memorandum of Association and Articles of Association, by way of passing a Special Resolutions in the General Meeting under Sections 13, 14 and 61 (1) of the Companies Act, 2013 the same Resolutions are recommended for your approval.

Copies of Memorandum of Association and Articles of Association as amended are kept for inspection at the Registered Office of the Company during the business hours of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 4

Pursuant to the terms and conditions contained in the shareholders agreement dated March 26, 2015 (“**Shareholders Agreement**”) executed amongst the Company, Promoter Group (as defined in the shareholders Agreement), India Business Excellence Fund II , India Business Excellence Fund IIA inter alia, recording, certain procedures for the governance and management of the Company and the conduct of affairs and the orderly transfer and disposition of shares issued by the Company and also the relationship between the shareholders of the Company, the Company is required to amend the Articles of Association. The proposed new draft Articles of Association is being uploaded shortly on the Company’s website at www.ikffinance.com for perusal by the shareholders.

Your approval is thus sought in terms of Section 14 of the Companies Act, 2013.

A copy of the Existing Articles of Association as well as the proposed New Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of the Directors, manager, key managerial personnel of the Company, and any relatives of such director, manager, key managerial personnel are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company.

Item No. 5

The Company has entered into a share subscription and share purchase agreement dated March 26, 2015 (“**SSSPA**”) with Promoter Group (as defined in the SSSPA, India Business Excellence Fund II and India Business Excellence Fund IIA for India Business Excellence Fund-II and India Business Excellence Fund-IIA to subscribe to certain Equity Shares of the Company. Your approval is thus sought in terms of the provisions of the Companies Act, 2013 for the purpose of issuance and allotment of such subscription shares.

Your Directors deem the above resolutions in the best interests of the Company and recommend the resolutions for your approval.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution

By the Order of the Board of Directors

Place: Vijayawada

Date: 10-04-2015

---Sd---

GopalaKishan Prasad Vupputuri

Managing Director

DIN:01817992



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ATTENDANCE SLIP

D.P.ID
SHAREHOLDER

NAME AND ADDRESS OF THE REGISTERED

Client Id /
Folio No.

No. of Shares

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at the Registered Office of the Company, # 40-1-144, Corporate Centre, M G Road, Vijayawada - 520 010, on Wednesday, 6th May, 2015 at 10:00a.m

SIGNATURE

Note : Please complete this and hand it over at the entrance of the hall.



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules 2014]

Name of the member(s)

Registered Address

Email ID

Folio No. / Client ID

DP ID

I/We, being the member(s) of _____ shares of **IKF Finance Limited**, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held at Registered Office of the Company, # 40-1-144, Corporate Centre, M G Road, Vijayawada-520 010 on Wednesday, 6th May, 2015 at 10:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1	Increase of Authorized Share Capital of the Company		
2	Alteration of Memorandum of Association of the Company		
3	Alteration of Articles of Association of the Company		
4	Approval of Restated Articles of Association of the Company		
5	Offer, Issue and Allotment of Equity Shares to India Business Excellence Fund - II and India Business Excellence Fund – IIA		

Signed this day of 2015

Signature shareholder :

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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BALLOT FORM

(In lieu of e-voting)

01. Name and Registered Address of the Sole/first named Shareholder :

02. Name(s) of the Joint Shareholder(s), if any :

03. Folio No. / DPID No. and Client ID* :

04. Number of Equity Share(s) held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 6th May, 2015 at 10.00 p.m. at # 40-1-144, Corporate Centre, M.G.Road, Vijayawada - 520 010 in respect of businesses as stated in the Notice dated 10th April, 2015 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (√) mark at the box against the respective matters:

Item No.	Description	No. of Equity Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Increase of Authorized Share Capital of the Company			
2	Alteration of Memorandum of Association of the Company			
3	Alteration of Articles of Association of the Company			
4	Approval of Restated Articles of Association of the Company			
5	Offer, Issue and Allotment of Equity Shares to India Business Excellence Fund - II and India Business Excellence Fund – IIA			

Place : _____

Date : _____

Signature of the

Shareholder

Note: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 5.00 p.m. on 5th day of May 2015 shall only be considered.

ELECTRONIC VOTING PARTICULARS

Users who wish to opt for e-voting may use the following login credentials.

EVSN (E-Voting Sequence No.)	USER ID	PASSWORD
150406007		

Please follow steps for e-voting procedure as given in the notes annexed with the Notice of Extra Ordinary General Meeting.