



Registered office: 903, Dev Plaza, Opp Andheri Fire Station, S.V. Road, Andheri (W), Mumbai 400058
CIN: L21098MH1995PLC086337
Tel: (91-22) 67602200, Fax: (91-22) 67602244/55
Website: www.sundaramgroups.in, E-mail: info@sundaramgroups.in

POSTAL BALLOT FORM

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

1. Name and Registered Address of the Shareholder :
2. Names of Joint Holders (if any) :
3. Registered Folio No./ DP ID/ Client ID*
(*applicable only to Members holding equity shares in demat form) :
4. Number of equity share(s) held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business Stated in the Postal Ballot Notice dated 22nd July, 2014, by sending my/our assent or dissent to the said Resolution(s) by placing The tick(✓) mark at the appropriate box below:

| Sr. | Description | No. of Equity Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|-----|---|----------------------|-------------------------------------|--|
| 1. | To authorize the Board of Directors of the Company or a Committee thereof to borrow money in excess of aggregate of its paid up share capital and free reserves up to ₹ 500 Crores, under the provisions of Section 180(1)(c) of the Companies Act, 2013. | | | |
| 2. | To authorize the Board of Directors of the Company or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company both present and future under the provisions of Section180(1)(a) of the Companies Act, 2013. | | | |
| 3. | Increase of limit for inter corporate loans, investments etc. under section 186 of the Companies Act, 2013. | | | |

Place: Mumbai
Date: 22/07/2014

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote. For e-voting, please refer the instructions under “E-Voting Facility” in the Notice attached herewith

INSTRUCTIONS

1. GENERAL INFORMATION

- a. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
- d. Voting period commences on and from 9th August, 2014 and ends on 8th September, 2014.
- e. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date i.e. 1st August 2014.

2. INSTRUCTIONS FOR FILLING BALLOT FORM

- a. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer Mr. Hemanshu L. Kapadia, Proprietor, M/s. Hemanshu Kapadia and Associates, Practicing Company Secretaries, Office no.12, 14th Floor, Navjivan Commercial Premises Co-op. Society Ltd., Lamington Road, Mumbai Central, Mumbai – 400008 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form.
- d. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
- g. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- h. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- i. The results of the voting on Resolution will be announced on 11th September 2014, at 5.00 pm. at the Registered Office of the Company. The results would be displayed at the notice board at the Registered Office of the Company, published in the newspapers, for the information of the Members and also posted on the Company's website www.sundaramgroups.in, besides communicating to the Stock Exchanges where the Company's shares are listed. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. on 8th September 2014 till 5.00 pm. Postal Ballot Forms received after this date will be considered invalid.
- j. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- k. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars-Sharex Dynamic (India) Pvt. Ltd., Unit No.1. Luthra Ind. Premises, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai- 400 072 or to the e-mail ID sharexindia@vsnl.com . Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on 8th September 2014 till 5.00 pm.
- l. Members are requested not to send any paper (other than the resolution/authority as mentioned under “Process for Members opting for voting by Postal Ballot” point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid 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.