

**POSTAL BALLOT FORM**

Serial No. :

1. Name and Registered Address of the sole/ first named Member :

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

3. Registered Folio No\*/DP ID No./ Client ID No. :  
(\*Applicable to member(s) holding Shares in physical form)

4. Number of Equity Shares held :

I/We hereby exercise my/our votes in respect of the following Ordinary Resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of the Company dated December 22, 2017 by conveying my/our assent or dissent to the said Resolution by placing a Tick mark (✓) at the appropriate boxes below:

Sl.No	Description	No. of Equity Shares held	I/We assent (agree) to the Resolution (vote For)	I/We dissent (disagree) to the Resolution (vote Against)
1.	Approval for acquisition of the Bio Pesticides Business of E.I.D. Parry (India) Limited, on a going concern basis, by way of a Slump Sale for a consideration of Rs.302.61 crore, subject to adjustment for working capital as on the Closing Date.			
2.	Approval for acquisition of 776.48 Common stock with par value of \$100 each aggregating to \$77,648 held by the E.I.D. Parry (India) Limited. in Parry America, Inc. USA, constituting 100% of its issued share capital, for a consideration of Rs.35.40 crore.			
3.	Approval for appointment of Mr. A Vellayan as Advisor to the Company for a period of five years with effect from the date following the date of his retirement from the Board.			

Place :

Date :

{Signature of the Member}

#E-mail ID:

#To be provided by Members holding equity shares in physical form.

Please send the postal ballot form in the Envelope enclosed herewith.

**Note:** Please read the instructions given overleaf and in the Notes to the Postal Ballot Notice dated December 22, 2017 carefully before exercising your vote.

**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Event Number)	User ID	Password

## INSTRUCTIONS

Kindly note that Members can opt for only one mode of voting i.e. either physical voting using ballot form or e-voting. If you opt to vote using the physical ballot form, then please do not cast your vote by e-voting and vice versa. In case, Member(s) cast their vote in both the modes i.e. physical ballot form as well as e-voting, then voting done through e-voting shall prevail and physical ballot form of that Member shall be treated as invalid.

### **(A) Process and manner for Members opting for physical ballot:**

1. A Member desiring to exercise his/her vote using physical ballot form may complete this form and send it to the Scrutiniser in the enclosed self-addressed pre-paid Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots form(s), if deposited in person or sent by courier/registered post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutiniser appointed by the Company.
3. The postal ballot form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Member and in his /her absence, by the next named Member. Unsigned/incorrect postal ballot form will be rejected. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.
4. In case of companies, trusts etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/Authority to the person voting on the postal ballot form.
5. There will be only one postal ballot form for every folio/client ID irrespective of the number of joint holder(s). A Member is not entitled to appoint a proxy to vote in his/her behalf by postal ballot.
6. **Duly completed postal ballot form(s) should reach the Scrutiniser not later than 5 p.m. on Friday, February 23, 2018. Postal ballot form(s) received after this date will be strictly treated as if the reply from such Member has not been received.**
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on January 19, 2018.
8. In case Power of Attorney holders sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser and the Company will not be able to act on the same.

The Company is pleased to offer e-voting facility, for all the Members, to enable them to cast their votes electronically instead of physical postal ballot forms.

### **(B) Process and manner for Members opting for e-voting:**

Members opting for e-voting are requested to follow the procedure as recommended by M/s. Karvy Computershare Private Limited, the e-voting agency appointed for this purpose, as stated in the Postal Ballot Notice.

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