

Registered Office: Radhika, 2<sup>nd</sup> Floor, Law Garden Road, Navrangpura, Ahmedabad - 380 009  
Tel. No.: 022-3958 6300, Fax No.: 022-3958 6666, Email ID: [compliance@hdbfs.com](mailto:compliance@hdbfs.com),  
Website: [www.hdbfs.com](http://www.hdbfs.com)

### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, that the Company is seeking the Members' consent to pass the Special Resolutions by way of postal ballot as appended below. For this purpose, Members are requested to pass the below resolutions by voting through electronic means ('e-voting'), as per the electronic voting system facility provided by the Company, details of which are set out in this notice.

The proposed resolutions and the explanatory statement setting out the material facts and the reasons are set out in this notice.

Mr. Mitesh Shah (ACS No.: A30250) of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer for conducting the Postal Ballot via e-voting in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) is appointed as an agency in respect of remote e-voting for the postal ballot.

Members are requested to carefully read the instructions in the Notes under the section 'Voting through Electronic Means printed in this Postal Ballot Notice ("Notice"), for casting their votes through remote e-voting, as per the facilities arranged by the Company.

The Scrutinizer will submit his report to the Chairman or any other authorised official of the Company after completion of the scrutiny of the votes casted through remote e-voting and the result of the e-voting by Postal Ballot will be announced on Saturday, June 3, 2017, through Notice Board at the registered and corporate office of the Company and on the Company's website viz. [www.hdbfs.com](http://www.hdbfs.com).

### **Resolutions:**

#### **1. To approve increase in borrowing limits of the Company from Rs. 40,000 crore to Rs. 50,000 crore.**

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

**"RESOLVED THAT** in supersession of all the resolutions passed earlier in this regard, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any amendment, modification, variation or re-enactment thereof), to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee duly constituted by the Board to exercise its powers conferred by this resolution) to borrow from time to time, any sum or sums of monies inter alia in the form of term loans from banks, issuance of Non Convertible Debentures (NCDs), Subordinated Bonds (Tier II bonds), Perpetual Debt Instruments (PDIs) and Commercial Papers or in any other form / security, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50,000 crore (Rupees Fifty Thousand crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and also to negotiate, agree and execute the required documents in this regard with any banks, financial institutions, companies, firms or any other government or semi-government bodies, whether state or central, whether in India or abroad (hereinafter

referred to as “the Lender”) for borrowing funds on such terms as may be mutually agreed between the Company and the Lender;

**RESOLVED FURTHER THAT** any of the Director(s) and the Chief Financial Officer of the Company (collectively referred to as ‘**authorised signatories**’), be and are hereby severally authorized to negotiate, finalize and execute with the Lender(s), the loan documents / agreements / undertakings for borrowing funds and to propose / accept any modifications to the terms and conditions thereto and to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution;

**RESOLVED FURTHER THAT** the Common Seal of the Company shall be affixed wherever necessary in presence of any of the above authorised signatories;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Director or Key Managerial Personnel of the Company, be furnished to appropriate entities for their records and necessary action thereon.”

**2. To approve increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 50,000 crore to secure its borrowings.**

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

“**RESOLVED THAT** in supersession of all the resolutions passed earlier in this regard, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any amendment, modification, variation or re-enactment thereof), to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee duly constituted by the Board to exercise its powers conferred by this resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties and/or assets of the Company, both present and future, and in such manner as deemed fit, together with power to mortgage, hypothecate and create charge over the substantial assets of the Company (including the Company’s interest as mortgagee, pledgee etc. in the various properties belonging to the borrowers of the Company) in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments and also to issue covenants for negative pledges / negative liens in respect of the said assets and properties in such form and manner as the Board may deem fit and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and also to execute the required documents including power of attorney in favour of all or any of the persons, firms, bodies corporate, banks, financial institutions, trustees etc., to secure loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Equity Shares convertible/ non-convertible bonds, with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 50,000 crore (Rupees Fifty Thousand crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher;

**RESOLVED FURTHER THAT** any of the Director(s) and the Chief Financial Officer of the Company (collectively referred to as ‘**authorised signatories**’), be and are hereby severally authorized to negotiate, finalize and execute with the Lender(s) / Debenture Trustees/ Financial Institutions, such documents / agreements / undertakings / indemnities / guarantees as may be required for creating the aforesaid mortgages, hypothecations, assignments, charges in any other manner and to propose / accept any modifications to the terms and conditions thereto and to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution;

**RESOLVED FURTHER THAT** the Common Seal of the Company shall be affixed wherever necessary in presence of any of the above authorised signatories;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Director or Key Managerial Personnel of the Company, be furnished to appropriate entities for their records and necessary action thereon.”

**3. To approve selling, assignment of its receivables/ book debts upto Rs. 6,500 crore.**

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

“**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded, pursuant to the provisions of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any amendment, modification, variation or re-enactment thereof), to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee duly constituted by the Board to exercise its powers conferred by this resolution) to sell / assign substantial assets including receivables / book debt of the Company in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures / bonds / Pass Through Certificates and other instruments and also to issue covenants for negative pledges / negative liens in respect of the said assets and properties in such form and manner as the Board may deem fit and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and also to execute the required documents including powers of attorney in favour of all or any of the persons, firms, bodies corporate, banks, financial institutions, trustees etc., from time to time provided that the aggregate amount of such transactions shall not exceed Rs. 6,500 crore (Rupees Six Thousand Five Hundred crore only).

**RESOLVED FURTHER THAT** any of the Director(s) and the Chief Financial Officer of the Company (collectively referred to as ‘**authorised signatories**’), be and are hereby severally authorized to negotiate, finalize and execute with the Lender(s) / Debenture Trustees / Financial Institutions such documents / agreements / undertakings / indemnities / guarantees as may be required and to propose / accept any modifications to the terms and conditions thereto and to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution;

**RESOLVED FURTHER THAT** the Common Seal of the Company shall be affixed wherever necessary in presence of any of the above authorised signatories;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Director or Key Managerial Personnel of the Company, be furnished to appropriate entities for their records and necessary action thereon.”

**By Order of the Board  
For HDB Financial Services Limited**

**-Sd/-  
Dipti Khandelwal  
Company Secretary**

**Mumbai  
April 18, 2017**

**Membership No.: A25592**

**NOTES:**

1. The explanatory statement and the reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Mitesh Shah of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, Mumbai, to act as the Scrutinizer for the Postal Ballot to be conducted through e-voting in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members / Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository

Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the close of business hours on Friday, April 28, 2017 (i.e. cut – off date). The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company. Therefore, members whose names appear as per the records of the Depositories on Friday, April 28, 2017, shall be only entitled to cast their votes through e-voting to transact the aforesaid business.

4. In accordance with the provisions of Section 101 of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014 and in continuation of the past practice followed by the Company regarding the green initiative, this Postal Ballot Notice is being sent by e-mail to the members at their e-mail addresses as per records of the Company and / or provided by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is offering e-voting facility to all its members. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the members to cast their votes electronically.
6. In case a member is desirous of obtaining Postal Ballot in printed form, the member may write to the Company or send an e-mail to [compliance@hdbfs.com](mailto:compliance@hdbfs.com). The Company shall forward the same along with self-addressed postage pre-paid envelope to the member. Please note that the members can opt for only one mode of voting, i.e. through postal ballot or e-voting. In case of voting by both the modes, voting done through e-voting will prevail and ballot of such member will be ignored.
7. The Postal Ballot Notice has been uploaded on the Company's website viz. [www.hdbfs.com](http://www.hdbfs.com) and [www.evotingindia.com](http://www.evotingindia.com).
8. There will be one Postal Ballot Form/ e-voting for every Folio/ Client Id irrespective of the number of joint holders.
9. Voting rights in the postal ballot form cannot be exercised by a proxy.
10. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the members at the registered office of the Company between 10.00 a.m. and 12.00 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to Thursday, June 1, 2017.
- 11. Voting in physical form:**
  - i. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the scrutinizer in the attached postage self addressed envelope, so as to reach the scrutinizer on or before 5.00 p.m. on June 01<sup>st</sup> 2017. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
  - ii. The self addressed envelope bears the address of the Scrutinizer appointed by the Company.
  - iii. This form should be completed and signed by the shareholder. In case of joint-holding, this form should be completed and signed by the first named shareholder and, in his absence, by the next named shareholder, as per the specimen signature registered with the Company.
  - iv. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
  - v. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
  - vi. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority to vote on the postal ballot, together with attested specimen signature(s) of the authorised signatory(ies).
  - vii. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified above.
  - viii. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

**12. Instructions for Voting through electronic means ('e-voting'):**

- (i) The voting period begins from 10:00 a.m. on Wednesday, May 3, 2017 and ends at 05:00 p.m. on Thursday, June 1, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, April 28, 2017 may cast their vote electronically. Please note that once the vote on a resolution has been cast, members cannot change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders/Members" tab.
- (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 Form should enter Folio Number registered with the Company.After entering the User ID, enter the characters displayed and click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote earlier for EVSN of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below (which is common for shareholders holding shares in physical form or in Demat form).
  - a) Fill up the following details in the appropriate boxes:
    - a) PAN and
    - b) Any one detail from the following values:
      - Enter the Dividend Bank Account Details as recorded in your demat account or in the company records for the said demat account / folio or
      - 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.
  - \*Shareholders should note that either the Bank Account Details or DOB has to be entered to login.
  - b) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other 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.
- (viii) Members holding shares in demat form and have logged in for an earlier instance of e-Voting and voted on [www.evotingindia.com](http://www.evotingindia.com) should use their existing login and password. Such members who have already logged in earlier would be required to enter only the password after entering the user ID and characters displayed.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN – 170426004 of 'HDB FINANCIAL SERVICES LIMITED' on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) Repeat the voting process for all the resolutions on which you intend to vote.
- (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. You can also take prints of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and characters display click on Forgot Password & enter the details as prompted by the system.

### **13. Note for Non – Individual Shareholders and Custodians**

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and click on “Registration” and register themselves as Corporate..
  - (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The physical copy may be mailed separately at the address mentioned on the form.
  - (iii) 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.
  - (iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (vi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- 14.** The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced Saturday, June 3, 2017, at 05.00 p.m., at the Corporate Office of the Company at Process House, 2<sup>nd</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. The said results will also be announced through Notice Board at the registered and corporate office of the Company and on the Company’s website viz. [www.hdbfs.com](http://www.hdbfs.com).
- 15.** You can also update your e-mail ID in the user profile details of the folio which may be used for sending future e-communication(s).

## **EXPLANATORY STATEMENT**

Statement setting out material facts under Section 102 of the Companies Act, 2013 and explanations about reasons for the passing of the special resolutions as required under Rule 22(1) of the Companies (Management and Administration) Rules, 2014

### **Item No(s). 1 and 2**

The members of the Company had granted their approval by way of special resolution through postal ballot on June 25, 2016 to the Board of Directors to borrow funds from banks, financial institutions for an amount not exceeding Rs. 40,000 crore (Rupees Forty thousand crore only) and to mortgage or create charge on all or any of the assets of the Company in favour of the concerned lenders for the purpose of securing the due repayment of the monies borrowed by the Company together with the interest and other monies thereon.

As per the provisions of Section 180(1)(c) and (a), respectively, of the Companies Act, 2013, the Board of Directors of a company shall not,

- borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, or
- sell, lease or otherwise dispose of the whole or substantially the whole of its undertaking,

without the consent of the members of the company accorded at the General Meeting by means of a 'special resolution'.

For the purpose of funding its lending business operations, the Company raises resources *inter-alia* by borrowing monies from time to time from various persons, firms, bodies corporate, banks, financial institutions, etc. and these borrowings are *inter-alia* secured by mortgage of immovable properties, hypothecation / pledge of movable properties, promissory notes and / or negative liens / pledges on the assets and properties of the Company coupled with power of attorney in favour of such lenders.

In view of expected growth in the loan book of the Company, it is proposed to increase the borrowing limits of the Company from present Rs. 40,000 crore to Rs. 50,000 crore by passing the resolution proposed under item no. 1 as a special resolution. Further, in order to provide security to such loans by way of mortgage or creating charge on the assets of the Company upto Rs. 50,000 crore, resolution under item no. 2 is proposed to be passed as a special resolution.

Accordingly, the Board of Directors recommends passing of the special resolutions as set out under item nos. 1 and 2 of this Postal Ballot Notice.

Save and except for the shareholding interest, if any, held by them, none of the directors or key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

### **Item No. 3**

Members of the Company are requested to note that Company may raise funds by way of sale / assignment / securitisation of its receivables to any Bank or Financial Institution as per the terms approved by the Board of Directors or Chief Financial Officer of the Company.

The sale / assignment / securitisation of the receivables may result into disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Companies Act, 2013. As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall not sell, assign its receivables/ book debts without the consent of the members of the company accorded at the General Meeting by means of a 'special resolution'.

In view of the aforesaid, the Board of Directors at its meeting held on April 18, 2017, has subject to the approval of members, approved to sell, assign / securitize receivables as approved by the members pursuant to Section 180 (1) (a) of the Act.

In this regard, the approval of the members is sought for sale / assignment / securitization of its receivables / book debt on such terms and conditions as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), depending on the prevailing market condition.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of the accompanying Notice for the approval of the members

Save and except for the shareholding interest, if any, held by them, none of the directors or key managerial personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

**Mumbai  
April 18, 2017**

**By Order of the Board  
For HDB Financial Services Limited**

**-Sd/-  
Dipti Khandelwal  
Company Secretary**

**Membership No.: A25592**



Postal Ballot No.: \_\_\_\_\_

**HDB FINANCIAL SERVICES LIMITED**  
(CIN: U65993GJ2007PLC051028)

Registered Office: Radhika, 2<sup>nd</sup> Floor, Law Garden Road, Navrangpura, Ahmedabad - 380 009  
Tel. No.: 022-3958 6300, Fax No.: 022-3958 6666, Email ID: [compliance@hdbfs.com](mailto:compliance@hdbfs.com),  
Website: [www.hdbfs.com](http://www.hdbfs.com)

**POSTAL BALLOT FORM**

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

- 1 Name(s) of the member(s) :  
[including joint-holder(s), if any]
- 2 Registered Address of the sole / first named :  
member
- 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 resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated April 18, 2017, by conveying my / our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Description	No. of equity shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1. To approve increase in borrowing limits of the Company from Rs. 40,000 crore to Rs. 50,000 crore.			
2. To approve increase in limits for creation of charge on the assets of the Company upto an amount of Rs. 50,000 crore (Rupees Fifty Thousand Crore Only) to secure its borrowings.			
3. To approve selling, assigning, securitizing receivables upto Rs. 6,500 crore (Rupees Six Thousand Five Hundred Crore Only)			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of the member

#E-mail address: \_\_\_\_\_

*Note: Please read the instructions given in the Notes to the Postal Ballot Notice dated April 18, 2017, carefully before exercising your vote.*