



GAYATRI SUGARS LIMITED

Regd. & Corp Office : B-2, 2nd Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad-500 082, T.G. India, Tel : +91 40 2341 4823, 2341 4826, Fax : +91 40 2341 4827
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CIN : L15421TG1995PLC020720

POSTAL BALLOT FORM

(Please read the instructions before filling the 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 / Client ID* :
*Applicable to investors holding shares in dematerialized form
4. No. of Shares 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 Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below :

Sl. No.	Description	No. of Shares	I/We ASSENT to the Resolution (FOR)	I/We DISSENT to the Resolution (AGAINST)
1.	Issue of 4% Secured, Unlisted Non-Convertible Debentures (NCD's) on private placement basis by way of conversion of outstanding right of recompense amount payable to the banks.			
2.	Alteration / Substitution of Memorandum of Association.			

Place :

Date :

Signature of the Member
(Refer Instruction No. 4 overleaf)

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Shareholder will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his /her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column 'I here by assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I here by dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a) Unsigned Postal Ballot Forms will be rejected;
 - b) If the Member's signature does not tally;
 - c) if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before **05.07.2016 (17:00 hrs)** If any Postal Ballot Form is received after this date and time, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Item (7) above.
9. 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 / Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney, along with attested specimen signatures, should be deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on 20.05.2016.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.