

VERITAS (INDIA) LIMITED
CIN: L23209MH1985PLC035702
Reg.Off:- 701, Embassy Centre, Nariman Point, Mumbai- 400021
Tel:- 91-22-2282 4444 Website: www.veritasindia.net

POSTAL BALLOT

Notice to members pursuant to Section 110 of the Companies Act, 2013

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the Resolutions appended below are proposed to be passed as Special Resolutions, by way of Postal Ballot.

A Statement under Section 102 of the Companies Act, 2013, pertaining to the said Resolutions, setting out material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

Members' assent/dissent is requested for the proposals contained in the Special Resolutions appended below.

The Board of Directors of the Company has appointed Ms. Mansi Damania a partner from M/s JMJA & Associates LLP, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (Physical & E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will be submitting the report to the Chairman or Company Secretary of the Company, after completion of the scrutiny of the Postal Ballot (Physical & E-voting). The results of the voting by Postal Ballot (Physical & E-voting) will be announced by any one of the Directors of the Company or the Company Secretary of the Company on Monday, May 11, 2015 at the Registered Office of the Company at 701, Embassy Centre, Nariman Point, Mumbai - 400021. The results of the Postal Ballot shall be posted on the Company's website viz. www.veritasindia.net and on CDSL's website viz. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed.

The Special Resolution shall be declared as passed if the number of votes casted in favour of the Special Resolution is not less than three times the number of votes casted against the Special Resolution. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

Encl: (i) Resolutions and Explanatory Statement for Approval,
(ii) Postal Ballot Form and
(iii) Self addressed Reply Envelope.

**By the Order of the Board
For Veritas (India) Limited**

Sd/-

(Mukesh Tank)
(Company Secretary)
Membership No: 15443

Place: Mumbai
Date: April 2, 2015

ITEM NO. 1

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis upto 26,00,000 (Twenty Six Lacs) equity shares of face value of Re.1/- (Rupee One Only) each at a price equal to Rs. 100/- (Rupees One hundred Only) including premium of Rs. 99/- (Rupees Ninety Nine only) each, being the price not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations to:

| Name of the proposed Allottee | No. of Shares proposed to be allotted | Category |
|--------------------------------------|--|--|
| Latitude Consultants Limited | 26,00,000 | Non-Promoter (Foreign Portfolio Investor) |

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the relevant date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of equity shares, shall be thirty (30) days prior to the date on which the result of postal ballot shall be declared or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the aforesaid equity shares shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting equity shares of the Company as aforesaid, the Board be and is hereby authorized to list the equity shares on the exchanges where the existing equity shares of the Company are listed or to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of the equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.”

ITEM NO. 2

2. APPROVAL OF INCREASING BORROWING POWER OF THE COMPANY:

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 2,500/- Crores (Rupees Two Thousand Five Hundred Crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

ITEM NO. 3

3. TO AUTHORISE THE BOARD OF DIRECTORS TO SELL, LEASE, MORTGAGE, OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF UNDERTAKING OF THE COMPANY:

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded to the Board of Directors (“Board”) to mortgage and / or charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / bonds or other debt instrument(s), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/ to be entered into between the Company and the lender(s) / agent(s) / trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s) / agent(s) / trustee(s);

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or Officers of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

ITEM NO. 4

4. TO AUTHORISE THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, EXTEND GUARANTEE, PROVIDE SECURITY, MAKE INTERCORPORATE LOANS UPTO AN AMOUNT NOT EXCEEDING RS.2500 CRORES.

To consider and if thought fit, to pass the following Resolution as **Special Resolution**:-

“RESOLVED THAT pursuant to Section 186 and other applicable provision of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors (“Board”) to make / give, from time to time, any loan(s) / advances/ deposits / investments in shares, debentures and / or other securities and to give, on the behalf of the Company, any guarantee and / or provide any security in connection with any loan or loans made by any other person to, or to any persons by, any other person(s) / Companies / Body Corporate(s) which shall be aggregate limit of Rs. 2500/- Crores (Rupees Two Thousand Five Hundred Crores Only) and which may be individual / aggregate in excess of the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

**By order of the Board of Directors
Veritas (India) Limited**

Sd/-

(Mukesh Tank)

(Company Secretary)

Membership No: 15443

Place: Mumbai

Date: April 2, 2015

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED APRIL 02, 2015.

ITEM NO. 1

Disclosures as required under Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended for Preferential Issue are furnished hereunder:

A. OBJECTS OF THE ISSUE:

In order to meet with its long term working capital requirements, Invest in other companies including its subsidiaries, expansion of current business activities including Joint-Venture etc. and general corporate purposes, it is proposed to raise funds by issue of Equity Shares on preferential basis. The Board of Directors of the Company, at its meeting held on April 2, 2015 has decided to issue and allot upto 26,00,000 (Twenty Six Lacs) equity shares of face value of Re.1/- (Rupee One Only) each at a price of Rs. 100/- (Rupees Hundred Only), being the price not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of the SEBI (ICDR) Regulations as amended.

B. PROPOSAL OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:

None of the Promoter/Director / Persons in Promoter/ Promoter Group / Key Management Persons are subscribing to the offer.

C. NO CHANGE IN CONTROL:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment.

D. SHAREHOLDING PATTERN BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE :

| Category | Pre-Issue Equity Holdings | | Preferential Allotment of equity shares | Post-Issue Equity Holdings * | |
|-----------------------------------|---------------------------|--------------------|---|------------------------------|--------------------|
| | No. of Shares | % of Share Holding | No. of Shares | No. of Shares | % of Share Holding |
| 1) Promoter Holdings | | | | | |
| a. Indian Promoters | 1,62,13,100 | 66.97 | 0 | 1,62,13,100 | 60.47 |
| b. Foreign Promoters | 0 | 0.00 | 0 | 0 | 0.00 |
| Sub-total | 1,62,13,100 | 66.97 | 0 | 1,62,13,100 | 60.47 |
| 2) Non-Promoters Holding | | | | | |
| a. Resident Indians (Individuals) | 25,20,375 | 10.41 | 0 | 25,20,375 | 9.40 |
| b. Bodies Corporate | 14,76,146 | 6.10 | 0 | 14,76,146 | 5.51 |
| c. NRI/FI/FII/NRR/OCB/FPI | 225 | 0.00 | 26,00,000 | 26,00,225 | 9.70 |
| d. Others (Clearing Members) | 40,00,154 | 16.52 | 0 | 40,00,154 | 14.92 |
| Sub-Total | 79,96,900 | 33.03 | 26,00,000 | 1,05,96,900 | 39.53 |
| Total | 2,42,10,000 | 100 | 26,00,000 | 2,68,10,000 | 100 |

* On assumption that entire 26,00,000 equity shares may be allotted

E. LOCK-IN PERIOD:

The equity shares allotted on preferential basis shall be locked in, for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

The entire pre preferential holding of the allottees, if any shall be locked in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchanges.

F. TRANSFERRABILITY PERIOD:

The equity shares allotted on preferential basis shall be non transferrable from the date of allotment till trading approval is granted by all the recognized stock as prescribed in Regulation 79(2) of SEBI (ICDR) Regulations.

G. PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED:

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares, within 15 (Fifteen) days from the date of passing of this Special Resolution by the Shareholders or order/permission by any regulatory authority including SEBI/Stock Exchanges or the Central Government, etc, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission, as the case may be in dematerialized form.

H. CERTIFICATE FROM AUDITORS:

The Statutory Auditors' Certificate, as mandated under Regulation 73(2) of the SEBI (ICDR) Regulations, certifying that the proposed preferential issue is being made in accordance with the requirement of SEBI (ICDR) Regulations and will be available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the last day of receipt of Postal Ballot Form by the Company.

I. IDENTITY OF NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEE AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEE:

Latitude Consultants Limited is a foreign portfolio investor, a Category III Investor registered under Securities Exchange Board of India Act, 1992 which was incorporated in United Arab Emirates on August 04, 2013. The Company is managed and Control by its Director Mr. Manish Agarwal.

The proposed allottees of 26,00,000 equity shares issued pursuant to the Special Resolution at Item No. 1 of the Notice and the percentage of the expanded capital to be held by them after the proposed allotment of the said equity shares to them are as under:

| Identity of Proposed allottees | Category | Pre-Holding | | No. of equity shares proposed to be issued | Post- Holding (*) | |
|--------------------------------|--------------|-------------|------|--|-------------------|------|
| | | Shares | % | | Shares | % |
| Latitude Consultants Limited | Non-promoter | 0 | 0.00 | 26,00,000 | 26,00,000 | 9.70 |

** On assumption that entire 26,00,000 equity shares shall be allotted.*

The consent of the Members is sought for the issue of equity shares, in terms of Section 62 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

J. PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE BEEN MADE DURING THE YEAR

During the year, the company has not issued any shares on preferential basis or Private Placement basis other than mentioned above.

K. PRICING:

The equity shares will be issued on preferential basis at a price of Rs. 100/- (Rupees Hundred only), being the price not lower than the minimum price calculated in accordance with Regulations 76 of the SEBI (ICDR) Regulations as amended for Preferential Issue.

L. RELEVANT DATE:

“Relevant Date” will be 30 days prior to the date on which the result of Postal Ballot shall be declared or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

The shareholders are, therefore, requested to accord their approval authorising the Board for the proposed Preferential Issue set out in the Special Resolution at No. 1 of the notice.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in No.1 except to the extent of their shareholding in the company.

ITEM NO. 2

Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Company can borrow money exceeding paid-up share capital and free reserves that is to say, reserves not set apart for any specific purpose only with the approval of the shareholders accorded by way of a Special Resolution.

In the view of Expansion and Diversification of the Company activities and operation, the Company requires to borrow money beyond its paid-up-share capital and free reserves. Hence it is proposed to increase the borrowing limit from Rs. 1,500 Crores/- (Rupees One Thousand Five Hundred Crores Only) to Rs. 2,500/- (Rupees Two Thousand Five Hundred Crores Only).

The Board of Directors of the Company have approved the enhancement of the borrowing powers of the Company at its Board Meeting held on April 2, 2015 subject to the consent of Members through Postal Ballot. The Consent of the Members is sought under Section 180(1) (c) of the Companies Act, 2013.

None of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board of Director recommends Resolution under Item No. 2 as Special Resolution.

ITEM NO. 3

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company are required to obtain the consent of the Members through Postal Ballot to create Mortgage or Charge on any movable or immovable assets of the Company in favour of lender(s) for securing the borrowings made by the Company as may be required.

The Board of Directors of the Company has approved the same in the Board Meeting held on April 2, 2015 subject to the Consent of Members through Postal Ballot. The Consent of the Members is sought under Section 180(1) (a) of the Companies Act, 2013.

None of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board of Director recommends Resolution under Item No. 3 as Special Resolution.

ITEM NO. 4

Pursuant to Section 186 and other applicable provision of the Companies Act, 2013, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of limits specified under section 186 of the Companies Act, 2013, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantee given and securities provided exceeds the specified limits, prior approval of the shareholders is required by way of special resolution.

The Company is constantly reviewing opportunities for expansion of its business either directly or through its holding / subsidiaries / joint ventures / associate companies / other bodies corporate or person and would, therefore, be required to provide financial support by the way of loan(s) / and / or guarantee(s) and / or security (ies) / investment in securities of any other person / holding / subsidiaries / joint ventures / associate companies/other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects of such persons/companies.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by the way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) from time to time in / to one or more of the persons/entities i.e subsidiaries / holding / joint ventures / associate companies / other bodies corporate. The source of funds for making these investments would be met from borrowings / surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

Except Directors and Key Managerial Personnel of the Company who are / may be Directors / Shareholder in one or more persons / bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

The Board of Director recommends Resolution under Item No. 4 as Special Resolution.

**By order of the Board of Directors
Veritas (India) Limited**

Place: Mumbai
Date: April 2, 2015

Sd/-
(Mukesh Tank)
(Company Secretary)
Membership No: 15443

POSTAL BALLOT VOTING FORM

(Please read carefully the instructions printed overleaf before completing this Form)

- 1 Name(s) of Shareholder(s) : _____
(Including Joint holders, if any)
- 2 Registered Address of the Sole/ : _____
First named shareholder
- 3 Registered Folio No./DP ID No./ : _____
Client ID No.
- 4 Number of Shares held : _____

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice by conveying my/our assent or dissent to the said Resolutions by placing the tick (v) mark at the appropriate box below:

| Item | Description of the Resolution | No. of Shares | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|------|--|---------------|-------------------------------------|--|
| 1. | Issue Of Equity Shares On Preferential Basis. | | | |
| 2. | Increase in Borrowing Power of the Company from existing Rs. 1,500/- Crores to Rs. 2,500/- Crores. | | | |
| 3. | To authorize the board of directors to sell, lease, mortgage, or otherwise dispose off the whole or substantially the whole of undertaking of the company upto an amount not exceeding Rs. 2,500/- Crores. | | | |
| 4. | To authorize the board of directors to make investments, extend guarantee, provide security and make inter-corporate loans upto an amount not exceeding Rs. 2,500/- Crores. | | | |

Place: _____
Date: _____

Signature: _____
Name: _____
Email Id : _____

INSTRUCTIONS

Voting through Postal Ballot

1. The Notice of Postal Ballot is placed on website of the Company viz. www.veritasindia.net and shall also be placed on the website of Central Depository Services (India) Limited (CDSL) viz. www.cdslindia.com.
2. The Company continues to provide facility of voting through Postal Ballot for those Members, who do not have access to e-voting facility. In case any Member votes both through Postal Ballot and also through electronic mode, then voting done through electronic mode shall be treated as valid. If the Postal Ballot Form is also received from the Members who have opted to vote through electronic mode then such Postal Ballot Form shall be treated as if reply from the Shareholder has not been received.
3. The Company has fixed **Friday, April 3, 2015**, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot/e-voting. Accordingly, Postal Ballot Forms will be sent only to Shareholders as on **Friday, April 3, 2015**, the cut-off date/entitlement date.
4. Ms. Mansi Damania, partner of M/s. JMJA & Associates LLP, Practicing Company Secretary has been appointed as the Scrutinizer, who in the opinion of the Board can scrutinize the Postal Ballot and e-voting process in fair and transparent manner.
5. The Notice of Postal Ballot together with Postal Ballot Form is being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of Postal Ballot together with Postal Ballot Form and Reply Envelope are being sent by the permitted mode. Any Member to whom the Notice is sent by electronic mode, opt to vote through Postal Ballot instead of e-Voting are requested to send request for printed copy of Postal Ballot Form, by sending an e-mail to The Company Secretary – Veritas (India) Limited at mukesh.t@veritasindia.net. Alternatively, the Member may download the Postal Ballot Form from the website of the Company viz. www.veritasindia.net or from the website of CDSL viz. www.cdslindia.com fill and complete the same and send it to the Scrutinizer at the address (as mentioned in S. No. 6 below).
6. A Member desiring to exercise vote by Postal Ballot is requested to complete this Postal Ballot Form, in all respect and send the same to Ms. Mansi Damania, the Scrutinizer, in the self-addressed (postage to be paid by addressee) envelope so as to reach, The Scrutinizer – Veritas (India) Limited, 701, Embassy Centre, Nariman Point, Mumbai-400 021 not later than the closure of working hours (i.e. 5.00 pm) on **Saturday, May 09, 2015**. If the Postal Ballot Form is received after **May 09, 2015**, the same shall be treated as if reply from the Shareholder has not been received. The assent/dissent received otherwise than on the Postal Ballot Form, shall not be considered valid. The envelope containing Postal Ballot Form, if sent by Courier at the Registered Office, at the expenses of the registered Shareholder will also be accepted.
7. The Postal Ballot Form shall be completed and signed by the Shareholder. In case of joint holders, this Form should be completed and signed by the first named Shareholder and in his absence by the next named joint holder. The signature should match with the specimen signature registered with the Company in respect of shares held in physical form and with the specimen signature registered with the Depository Participant(s) in respect of shares held in electronic form. The Postal Ballot Form shall be rejected if the signature on the Postal Ballot Form does not match with the specimen signature registered with the Company / Depository Participant(s). The Postal Ballot Form incomplete in any manner / unsigned / incorrect, whatsoever shall be liable to be rejected.
8. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of the Board Resolution authorizing the signatory to execute and sign the Postal Ballot Form should be attached to the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to Postal Ballot Form.
9. The Shareholders are requested to note that no other document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Sr. No. 8 above), should be sent in the self addressed business envelope.
10. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholder on **Friday, April 3, 2015**, the cut-off date/entitlement date.
11. Scrutinizer's decision on the validity of Postal Ballot Form will be final.
12. In case of any query or clarification, the Shareholders can write to The Company Secretary - Veritas (India) Limited at mukesh.t@veritasindia.net.
13. In terms of the provisions of Section 106 of the Companies Act, 2013 and the provisions of Articles of Association of the Company, no Member shall be entitled to vote in respect of any shares registered in his/her name on which any calls or other sums presently payable by him/her have not been paid.
14. The result of the Postal Ballot will be declared on **Monday, May 11, 2015** at the Registered Office of the Company by any one of the Directors or Company Secretary of the Company. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.veritasindia.net and also on the website of CDSL viz. www.cdslindia.com.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

- The e-voting period begins on **Friday, April 10, 2015 at 10.00 a.m.** and shall end on **Saturday, May 09, 2015 at 5.00 p.m.**, both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, April 3, 2015** being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) •Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. (Sequence number has been provided as Serial number in the address label) •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 RA000000001 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 number of shares held by you as on the cut off date in the Dividend Bank details field. |

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the 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 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for Veritas (India) Limited.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 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 Corporates and Custodians respectively.
 - ✓ 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 they has to create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote on.
 - ✓ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ✓ 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.

In case of members receiving the physical copy:

Please follow all steps as mentioned above to cast vote.

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.

The shareholders can also write to the Company Secretary – Veritas (India) Limited at mukesh.t@veritasindia.net
