

POSTAL BALLOT FORM

**The last date for receipt
of Postal ballot is
Thursday, 17th May 2018**

1. Name & Registered Address :
of the sole/first named
shareholder

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

3. Registered Folio No./
DP ID No./ Client ID No.* :
*(Applicable to investors
holding shares in
dematerialized form)

4. Numbers of share(s) held :

5. E-voting Event Number (EVEN) :

6. User ID :

7. Password :

8. I/We hereby exercise my/our vote(s) in respect of the Resolution as detailed in the Notice dated 28th March 2018 convening Meeting of the Equity Shareholders of the Company, convened pursuant to Orders dated 2nd February 2018 and 28th March 2018 of Hon'ble National Company Law Tribunal, Mumbai Bench, to be held on Friday, 18th May 2018 at 11:00 a.m. (IST) at Ebony, Hotel Regenza by Tunga, Ground Floor, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400 703, by sending my/our assent/dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Resolution No.	Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval of Composite Scheme of Arrangement and Amalgamation amongst Nelco Limited, Tatanet Services Limited and Nelco Network Products Limited and their respective shareholders and creditors			

Place:

Date:

Signature of the Shareholder(s)

Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, then there is no need to use this Form

INSTRUCTIONS

1. GENERAL INFORMATION

- a) The Mumbai Bench of the National Company Law Tribunal (“NCLT”), vide its Orders dated 2nd February 2018 and 28th March 2018 has directed that a Meeting of the Equity Shareholders of the Company shall be convened and held at at Ebony, Hotel Regenza by Tunga, Ground Floor, Plot No.37, Sector 30-A, Vashi, Navi Mumbai – 400 703 on Friday, 18th May 2018 at 11:00 a.m. (IST) for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Composite Scheme of Arrangement and Amalgamation amongst Nelco Limited, Tatanet Services Limited and Nelco Network Products Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder.

Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 and with Companies (Management & Administration) Rules, 2014, assent or dissent of the Members in respect of the resolution detailed in the Notice dated 28th March 2018 is being additionally sought through Postal Ballot process/remote e-voting as per the directions of NCLT.

- b) Voting right shall be reckoned on the paid up value of shares registered in the name of the Member as at the close of business on Saturday, 31st March 2018 (“Cut-off date”).
- c) The proposed Scheme, if assented to by majority of Members representing three-fourth of the value, by way of Postal Ballot, remote e-voting and voting at the Meeting shall be considered as passed on the date of the Meeting.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Mr. P. N. Parikh (FCS 327) or Mr. Mitesh Dhabliwala (FCS 8331) of M/s. Parikh & Associates, Company Secretaries, at c/o TSR Darashaw Ltd. (Unit - Nelco) 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mumbai 400011, in the enclosed postage prepaid self-addressed envelope. 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 Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per the specimen signature registered with the Company/Depository). A Member may sign the Postal Ballot Form through an attorney; in which case a certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- c) There will be one Ballot Form for every Client ID No./Folio No., irrespective of the number of joint holders.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), a duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases, the duly completed Ballot Form should also be accompanied by a certified copy of the relevant board resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- e) Voting rights in the Ballot cannot be exercised by a proxy.
- f) Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. at 5:00 p.m. (IST) on Thursday, 17th May 2018. Incomplete Ballot Forms or Ballot Forms received after this date will be considered invalid.
- g) An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process, can write to the Company's Registrar and Share Transfer Agents, TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 or to the e-mail ID nelcoballot2018@tsrdarashaw.com.
- i) Members are requested not to send any paper (other than the resolution/authority as mentioned under “Process for Members opting for voting by Ballot”) along with the Ballot Form in the enclosed self-addressed postage prepaid 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.
- j) The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

3. E-VOTING

The Company is pleased to provide e-voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through e-voting facility, he/she need not send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, votes cast through e-voting shall prevail and the votes cast through ballot form shall be considered invalid by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.