



BAMBINO AGRO INDUSTRIES LIMITED

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Fax : +91 40 27816615 | E-mail : cs@bambinoagro.com | Website: www.bambinofood.com
CIN : L15440TG1983PLC004363

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, to transact the following Special Business by the Members of Bambino Agro Industries Limited by passing the Special Resolutions through Postal Ballot.

The Members' consideration and approval is sought for the Special Resolutions annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration. Mr. Chandrakanth Gorak, Practising Company Secretary has been appointed by the Board of Directors of your Company as the Scrutinizer.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours at 6.00 p.m. on **Monday, the 8th September, 2014**, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on **10th September, 2014** at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website: www.bambinofood.com besides communicating the same to the Bombay Stock Exchange Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

Special Business:

1. Creation of Security:

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

"RESOLVED THAT the consent of the members be and is hereby granted, in terms of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment, clarifications thereof, for the time being in force), to the Board of Directors to mortgage and/or charge either as first charge or second or subsequent charge in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable 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 the events of defaults, in favour of the Financial Institutions, Banks, other Lender(s), Agent(s) and Trustee(s), person(s), entities which give, provide or extend loans/facilities for securing the borrowings of the Company availed/to be availed, by way of Loan(s)/Working Capital facilities/Deferred Payment guarantees or any other guarantees/Equipment Finance/Asset Credit Schemes (in foreign currency or rupee currency) and other securities comprising Convertible/Non-convertible Debentures/Bonds, Foreign Currency Bonds (FCBs), Foreign Currency Convertible Bonds(FCCBs), External Commercial Borrowings, issue of Securities/Bonds/Warrants/any other debt instrument to the Qualified Institutional Buyers, Indian Financial Institutions, Mutual Funds or any Bodies Corporate/Lenders or other debt instruments issued/to be issued by the Company from time to time subject to an aggregate sum of ₹300 crores (Rupees Three Hundred Crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, 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 the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/or may be entered into between the Company and the Financial Institutions, Banks, Other Lenders, Agent(s) and Trustee(s) in respect of the said loans, borrowings/debentures and containing such specific terms and conditions and covenants in respect of the enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Financial Institutions, Banks, Other Lenders, Agent(s)/Trustee(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board/committee of Directors be and is hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such 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 mortgages/charges as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

2. Borrowing Powers:

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the members on 27.12.2010 in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to borrow periodically from time to time for the purpose of the business of the Company such sums of money, including without limitation, from any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) or foreign banks and/or any entity/entities or authority/authorities and/or through suppliers credit, Securities including FCCBs, FCBs, ECB, instruments such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, long term loans, short term loans or any other instruments, etc. and/or through credit from official agencies and/ or by way of commercial borrowings from the private sector window of multilateral financial institution(s), firms, bodies corporate either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding ₹300 Crores (Rupees Three Hundred Crores only) notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed 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."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board/committee of Directors be and is hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such 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 borrowing funds by creating any mortgage/charge as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

3. Loans and Guarantees to any bodies corporate and persons and investments in any body corporate:

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

"RESOLVED THAT the consent of the members be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013 and the Board including any Committee of Directors be and is hereby authorized, subject to the prior approval of the concerned financial institution where the term loans are subsisting, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder:

Investments into other Bodies Corporate: ₹300/- Crores (Rupees Three Hundred Crores only).

a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of ₹300 Crores. **OR**

Loans to other Bodies Corporate or Persons: ₹300/- Crores (Rupees Three Hundred Crores only).

b) to make/give/provide from time to time any loan or loans to any body or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of ₹300 Crores. **OR**

Guarantees against Loans/Providing Securities/Financial arrangements in favour of other Bodies Corporate and Persons: ₹300 Crores (Rupees Three Hundred Crores only).

c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other Institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of ₹300 Crores.

"RESOLVED FURTHER THAT the consent of the members, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule No.11 of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, other Bodies Corporate and Persons for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

4. Continuation of appointment of Mr. M. Kishan Rao (Din no. 02425967) as Chairman and Managing Director of the Company

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

"RESOLVED THAT in supersession of the special resolution passed by the members on 27.12.2010, the consent of the members be and is hereby accorded to the Board of Directors of the Company in terms of Section 196(3)(a) read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 for continuation of appointment of Mr. M Kishan Rao, aged 78 years as Chairman and Managing Director of the Company w.e.f. 1 April, 2014 for the remainder of his tenure upto 25th November 2015 without remuneration.

By order of the Board
For Bambino Agro Industries Limited
Place : Secunderabad

M.Kishan Rao
Chairman and Managing Director

Date : 6th August, 2014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1: Creation of Security

The members of the Company vide Ordinary Resolution passed on 27th December 2010 under section 293(1)(a) had authorized the board of directors to create charge(s) and/or mortgage(s) in any manner from time to time as may be required for the purpose of business of the Company, upon such terms and conditions as they deem fit for securing the borrowings of the Company availed/to be availed in any form of loan of whatever nature or any other forms of secured financial facilities sanctioned / to be sanctioned to the Company, from time to time.

As per the new Companies Act, 2013 the validity of the above resolution is only upto one year from the date of notification (12-09-2013) of the section 180(1)(a) which was earlier 293(1)(a) under Companies Act, 1956 in order to keep the resolution effective the members need to pass the same by way of special resolution.

In view of the existing and fresh borrowings/ Deferred payment guarantee/Equipment finance/Asset Credit Schemes/External Commercial borrowings/Foreign currency convertible bonds/Global deposit receipts and other securities (comprising of convertible/non convertible debentures/bonds or other debt instruments) etc., and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions, firms, bodies corporate, persons and Banks in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage and/or charge the properties of the Company present and future in favour of the Banks and Financial Institutions, Trustees etc., for securing the requisite finance upto a maximum limit not exceeding ₹300 crores (Rupees Three hundred Crores only).

Since mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of the Financial Institutions/Banks/Trustees/Other Lenders may be regarded as disposal of the Company's properties/undertakings, it is necessary for the members

to pass Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 for a sum of not exceeding ₹300 crores (Rupees Three hundred Crores only) in line with the borrowing powers envisaged, authorizing the Board of Directors for creation of the said mortgages/charges

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.1 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution financial or otherwise except to the extent of their shareholding.

Item No. 2: Borrowing Powers

The members of the Company vide Ordinary Resolution passed on 27th December 2010 under section 293(1)(d) had authorized the board of directors to borrow such sum or sums of money in any manner from time to time as may be required for the purpose of business of the Company, with or without security and upon such terms and conditions as they deem fit from any one or more of the Company's Bankers and other lenders which 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 of Directors and outstanding at any time shall not exceed the sum of ₹200 Crores (Rupees Two hundred Crores only)

However as per the new Companies Act, 2013 the validity of the above resolution is only upto one year from the date of notification (12-09-2013) of the section 180(1)(c) which was earlier 293(1)(d) under Companies Act, 1956 in order to keep the resolution effective the members need to pass the same resolution again as a special resolution with increased limit from existing ₹200 Crores to ₹300 Crores.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 2 as set out in this Notice.

Item No. 3: Loans and Guarantees to any bodies corporate and persons and investments in any bodies corporate:

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of sixty percent of the aggregate of the paid up capital and free reserves or hundred percent of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company.

The increasing business operations and future growth plans of the Company may necessitate making further investments into the Subsidiaries/Bodies Corporate or providing loans to, giving guarantees, providing security to or on behalf or for the benefit of the subsidiaries/other bodies corporate, any other persons/in favour of banks, Financial Institutions in India or outside over a period of time in future.

It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by, subsidiaries/bodies corporate and/or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/bodies corporate in India or outside upto the limits provided in the proposed Special Resolution.

The proposed Special Resolution as set out in Item No.3 of the Postal Ballot Notice is enabling in nature for any further loan/investment/guarantee/security, to be made or given to subsidiaries/bodies corporate/to any Banks, Financial Institutions or any other person as per the provisions of the Companies Act, 2013.

Hence, prior approval of the Members of the Company is sought for exercising these powers by the Board.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the Members of the Company is sought through postal ballot by way of Special Resolution.

The Board has unanimously approved the above proposal at its meeting held on **6th August, 2014**.

The Board recommends the passing of the resolution/s by the Members of the Company, as set out in Item No.3 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution financial or otherwise except to the extent of their shareholding.

Item No. 4: Continuation of Mr. M. Kishan Rao (Din no. 02425967) as Chairman and Managing Director and justification thereon:

Mr. M. Kishan Rao, Chairman and Managing Director of the Company was appointed vide special resolution passed by the members in the Annual General Meeting of the Company held on 27th December 2010 for a period of 5 years w .e.f 26th November 2010 without any remuneration.

Section 196(3)(a) of the Companies Act 2013 stipulates that no company shall continue employment of any person as Managing Director if he has attained the age of seventy years except with the approval of members by way of special resolution.

Mr. M. Kishan Rao, is aged 78 years and as per the terms of appointment approved by shareholders in the annual general meeting on 27th December 2010, his term of office is upto 25th November 2015 and in order to o keep the resolution effective, members need to pass the resolution again.

Mr M. Kishan Rao, the founder of Bambino Group has pioneered introduction of "Bambino" in making a household name and the word has become generic to Vermicelli. He was successful in bringing the vermicelli and other pasta products as a daily source of diet to millions of Indians. Under his able guidance and leadership, the Company has been able to achieve excellent turnover , gained respect in market for its nutritional product, created export market and is now a dividend paying company.

Mr. M. Kishan Rao is an acknowledged leader in Pasta Industry, blessed with good health and is in a position to attend his day to day affairs and management of the Company. He has been efficient in discharging his duties and brings years of valuable experience on the Board. If his appointment is approved by the members, his excellent managerial skills will further contribute to the growth of the Company. As the Company needs his services inevitably, it is herewith proposed to continue his services as Chairman and Managing Director of Company w.e.f. 1st April, 2014 upto 25th November 2015 without any remuneration.

The disclosure required to be made as stipulated under clause 49(IV)(G) of the listing agreement has already been made at the time of appointment of Mr. M.Kishan Rao as Chairman and Managing Director of the Company in the Annual General Meeting held on 27th December 2010 .

Except Mr. M. Kishan Rao, Chairman and Managing Director, himself and his son's Mr M. Raghuvver and Mr. M Subramanyam, Whole Time Directors being relatives, None of the Directors, Key Managerial Personnel or their relatives thereof is interested or concerned financially or otherwise in the proposed Special resolution except to the extent of their shareholding.

The Board recommends passing of the resolution set out at item no.4 of the notice by the members.

Notes:

- The explanatory statement with reasons for proposing the Resolution as stated in the Notice is annexed to the Notice.
- The Company has appointed Mr. Chandrakanth Gorak, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in fair and transparent manner.
- The Postal Ballot Form together with self-addressed prepaid Business Reply Envelope is enclosed for use of the Member(s).
- The Notice is being sent to all the Members (and electronically by e-mail to those Members who have registered their email ids with the Company/Depositories) whose names appear in the Register of Members/record of the Depositories as on 01 August 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member(s) as on that date and time.

- e) Resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.
- f) You are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising the vote and return the said form duly completed and signed in the enclosed self-addressed prepaid Business Reply Envelope, so as to reach the Scrutinizer on or before 6.00 p.m. on 8 September 2014. The envelope may also be deposited personally at the address given thereon. The envelopes received thereafter shall be treated as if the reply from the Member has not been received. Also, no other form or photocopy thereof is permitted. However, an envelope containing Postal Ballot, if sent by any other modes at the expenses of the Members will also be accepted.
- g) **E-VOTING:** In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer E-voting facility as an alternative, for all its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot Forms. E-voting is optional. Member(s) can opt only for one mode of voting. If a Member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case Members cast their vote both via Physical Ballot and E-voting, then voting through Physical Ballot shall prevail and voting done by E-voting shall be treated as invalid.

In case a Member desires to exercise his/her vote by using E-voting facility, then Member has to carefully follow the instructions given for E-voting on the back side of the Postal Ballot Form. He/she can use the facility and log in any number of times till he/she had voted on the Resolution.

Members who have registered their email ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs but however wish to vote through Postal Ballot Form can seek duplicate form from the office of the Registrars and Share Transfer Agents of the Company at M/s Karvy Computershare Private Limited, Unit: Bambino Agro Industries Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, and send/submit the same by post to the Scrutinizer at the address of the Registrar and Share Transfer Agents given above.

- h) Instructions relating to the Physical Voting as well as E-voting is as follows:

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

- i. A Member desirous of exercising his/her vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Chandrakanth Gorak, Company Secretary in Practice, C/o M/s Karvy Computershare Private Limited, Unit: Bambino Agro Industries Limited, Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, the attached self-addressed Business Reply Envelope so as to reach on or before 6.00 p.m. on 8 September 2014.
- ii. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member(s) will also be accepted.
- iii. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Company.
- iv. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member. In case, if the Postal Ballot Form is signed through a delegate, a copy of power of attorney attested by the Member should be annexed to the Ballot.
- v. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (P) mark in the appropriate column.
- vi. There will be only one Postal Ballot Form for each Folio/Client ID irrespective of the number of joint Member (s).
- vii. 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 the Board Resolution/Authority Letter.
- viii. A Member can request for duplicate Postal Ballot Form. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e. 8 September 2014.
- ix. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- x. A Member need not use all the votes, nor needs to cast all the votes in the same way.
- xi. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
- xii. Member(s) cannot appoint a proxy to exercise their voting powers through Postal Ballot.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for E-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID for Members holding shares in Demat Form:

- For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
- For CDSL: 16 digits beneficiary ID.

For Members holding shares in Physical Form:

- EVEN No. followed by Folio Number registered with the Company.
- Password : Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.

Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. [1800 3454 001] for any further clarifications.
 - iv) Members can cast their vote online from 8 August 2014 at 10.00 a.m. to 8 September, 2014 at 6.00 p.m.
 - v) After entering these details appropriately, click on "LOGIN".
 - vi) Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for E-voting through Karvy Computershare Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc on 1st login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) You need to login again with the new credentials.
 - viii) On successful login, system will prompt to select the 'Event' i.e. 'Bambino Agro Industries Limited'.
 - ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company where the System Provider was Karvy Computershare Private Limited, then your existing login id and password given earlier are to be used.
 - x) On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. 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.
 - xi) Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
 - xii) Corporate/institutional Members (Corporate/FIs/foreign institutional investors/trust/mutual funds/banks, etc.) are required to send scan (PDF format) of the relevant resolution of the Board of Directors to the Scrutinizer through e-mail to Chandrakanth@cgorak.com with a copy mark to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVEN No."
- i) The Scrutinizer will submit the report to the Chairman & Managing Director of the Company after completion of the scrutiny and results of the Postal Ballot would be announced on 10 September 2014 at 4.00 pm at the Registered Office of the Company situated at 4E, Surya Towers, S.P. Road, Secunderabad-500003 and the Resolution will be taken as passed effectively on the date of announcement of results, if results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The Scrutinizers decision on the validity of the Postal Ballot shall be final. As indicated earlier, the results of the Postal Ballot will be published on the website of the Company, www.bambinofood.com besides being notified to BSE Limited where the Company's shares are listed. The results shall also be announced through a newspaper announcement.
- j) Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.