

ASSENT / DISSENT BALLOT FORM FOR VOTING ON AGM RESOLUTIONS

SERIAL No.

1. Name(s) & 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. Number of share(s) held :

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | Password |
|---------------------------------|---------|----------|
| | | |

5. I/We hereby exercise my / our vote in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 27th May, 2014 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate boxes below:

| Sl. No. | Description of Resolution | No. of Shares for which votes cast | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|----------------------------|-------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------------------------------|------------------------------------------|
| Ordinary Resolution | | | | |
| (1) | Adoption of Financial Statements, Directors and Auditor's report for the year ended 31 st March, 2014. | | | |
| (2) | Declaration of Dividend on equity Shares | | | |
| (3) | Re-appointment of Shri Chetan D. Mehra as Director, who retires by Rotation | | | |
| (4) | Appointment of Auditors | | | |
| Special Business | | | | |
| Ordinary Resolution | | | | |
| 5. | Appointment of Shri Vishnu P. Kamath as an Independent Director | | | |
| 6. | Appointment of Shri Vinesh N. Davda as an Independent Director | | | |
| 7. | Appointment of Shri Kishore M. Vussonji as an Independent Director | | | |
| 8. | Appointment of Shri Upkar Singh Kohli as an Independent Director | | | |
| Special Resolution | | | | |
| 9. | Re-appointment of Shri Ganesh N. Kamath as Managing Director | | | |
| 10. | Approval of Borrowing limits of the company | | | |

Place :
Date :

Signature of the Shareholder

NB : Please read the instructions printed overleaf carefully before completing this form

INSTRUCTIONS

General Instructions :

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e either by post or through e-voting. If a Member casts votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Annual General Meeting Notice.
4. The Scrutiniser will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.

Process and Manner for Members opting to vote by using the Physical Ballot Form :

1. Please complete and sign the Ballot Form and send it so as to reach the Scrutiniser appointed by the Board of Directors of the Company, Mr. Martinho Ferrao, Practising Company Secretary C/o. Karma Energy Ltd, 214, Empire House, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001 not later than the close of the working hours (6:00 p.m.) on 4th September, 2014.
2. The form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. There will be one Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by Companies, Bodies Corporate, Trusts, Societies, etc the duly completed Form should be accompanied by a certified true copy of the board Resolution / authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent / dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 18th July, 2014 ("Cut off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial owners.
6. Duly completed forms should reach the Scrutiniser not later than the close of working hours (6:00 p.m.) on 4th September, 2014. Ballot Forms received after 4th September, 2014 will be strictly treated as if the reply from the members has not been received.
7. A Member may request for a duplicate Ballot form, if so required. However the duly filled in and signed duplicate form should reach the Scrutiniser not later than the date specified at Sr. No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutiniser to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The Scrutiniser's decision on the validity of a Ballot will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the envelope containing the ballot form as all such envelopes will be sent to the Scrutiniser and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the ballot form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report, shall be published in newspaper, placed on the Company's website www.karmaenergy.co and communicated to the stock exchanges where the shares of the company are listed, viz. BSE Ltd and National Stock Exchange of India Ltd.
12. Members may address their queries, if any query to Shri T V Subramanian, CFO & Company Secretary, at the Registered office of the Company, Tel. Nos.022-22071501 or by email at : investorshelpdesk@weizmann.co.in.
