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POSTAL BALLOT FORM

- 1 Name & Registered Address of the sole / first named shareholder
- 2 Name(s) of the Joint Shareholder(s), if any
- 3 Registered Folio Number / DP ID No. / Client Id No.
- 4 Number of Share(s) held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated January 9, 2014 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark ($\sqrt{}$) at the appropriate column below (tick in both columns will render the ballot invalid):

Description	No. of Shares	I/We assent to the resolution (FOR)	I/We assent to the resolution (AGAINST)
Special Resolution under Section			
81, 81 (1A) of the Companies Act,			
1956, for issue and allotment of			
Equity Shares and/or Warrants to			
the Promoter and Promoter Group			
of the Company on preferential			
allotment basis pursuant to			
Securities and Exchange Board of			
India (Issue of Capital and			
Disclosure Requirements)			
Regulations, 2009.			

Date: Place:

Signature of the Shareholder

Note: Please read the instructions carefully before exercising your vote through this form.

INSTRUCTIONS

- A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage is borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
- 2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- 3. The Board of Directors of the Company has appointed Shri Sudeshkumar Joshi, Practising Chartered Accountant, as the Scrutinizer for conducting the Postal Ballot voting process in accordance with law and in fair and transparent manner.
- 4. The self-addressed envelope bears the name and postal address of the Scrutinizer.
- 5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his /her absence, by the next named Member.
- 6. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
- 7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.30 pm) on Friday, February 14, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
- 8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 pm) on Friday, February 14, 2014.
- 9. In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
- 10. The exercise of vote through Postal Ballot is not permitted through a proxy.
- 11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium(s) like pencil).
- 12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. January 3, 2014.
- 13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- 14. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
- 15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- 16. The result of the voting on the resolution will be declared at the Registered Office of the Company at 4.00 on Monday, February 17, 2014. The results will thereafter be also informed to the stock exchanges, hosted on the Company's Website <u>www.ashokalcochem.com</u> and published in newspapers.