

**ASHAPURA MINECHEM LIMITED**Regd. Office: JeevanUdyog Building, 3rd Floor, 278, D.N Road, Fort, Mumbai – 400001

Tel No. : +91-22 66221700 Fax: +91-22 22079395/22074452

Website: www.ashapura.com Investors Relations E-mail ID: cosec@ashapura.com

CIN No. : L14108MH1982PLC026396

Serial No.:

POSTAL BALLOT FORM**(To be returned to the Scrutinizer appointed by the Company)**

1. Name and Registered Address of :
the sole / first named Shareholder

2. Name(s) of the Joint Holder(s), if :
any

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

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the following Special / Ordinary Resolutions to be passed through Postal Ballot/e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (v) mark in the appropriate box below:

Sr. No.	Description of Resolutions	Type of Resolution	No. of Shares held	I assent to the resolution (For)	I dissent from the resolution (Against)
1.	Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013	Special Resolution			
2.	Creation of Security under Section 180(1)(a) of the Companies Act, 2013	Special Resolution			
3.	Appointment of Mr. Rajnikant Pajwani as Whole Time Director & Chief Executive Officer of the Company	Ordinary Resolution			
4.	Adoption of New Set of Articles of Association in accordance with Table F of Schedule I of the Companies Act, 2013	Special Resolution			

Place:

Date:

(Signature of shareholder)**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password / PIN

Note:

Please read the instructions printed overleaf carefully before exercising your vote.

Last Date of receipt of the Postal Ballot Form by the Scrutinizer is Thursday, 27th November, 2014 upto 5.00 p.m.

INSTRUCTIONS

Member(s) can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case, if you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if sent other than by regular post at the expenses of the registered member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company which has been authorized in this regard.
3. This 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, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, incorrect Forms will be rejected.
4. Members may not use all their votes and may not cast all their votes in the same way.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on 27th November, 2014. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
6. 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 date specified at item no. 5 above.
7. In case the Form is signed by an Authorized representative of a Body Corporate, Trust, Societies or any other entity, a certified true copy of the Board Resolution or a specific authorization of such other entity as the case may be, giving requisite authority to the person voting on the Postal Ballot Form should accompany the Postal Ballot Form.
The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
8. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. 17th October, 2014.
10. There shall be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders and proxy shall not be exercised for Postal Ballot.
11. Members are requested not to send any other paper along with the Form in the enclosed self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. The results of the Postal Ballot will be declared at the Registered Office of the Company and the same will also be placed on the Company's website, i.e., www.ashapura.com. The results will thereafter be published in newspaper(s), for the information of members.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:-
 - i. Open email and open PDF file viz, "AMLPostalBallot-2014.pdf" with your Client id (in case shares are held in demat mode) and Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User Id" and "Password/PIN" for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder- Login
 - iv. Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. On the first login, you need to change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof.
In case you have earlier logged in at www.evoting.nsdl.com for exercising your votes in respect of Postal Ballot of any other company and have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Ashapura Minechem Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to sudeshvjoshi@gmail.com with a copy marked to e-voting@nsdl.co.in.
- B) In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - i. Initial password is provided at the bottom of Postal Ballot form overleaf.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- C) If you are already registered with NSDL for e-voting then you can use your existing User ID and password for Login to cast your vote.
- D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the "Downloads" section of www.evoting.nsdl.com.
- E) The e-voting period commences on Wednesday, 29th October, 2014 (10.00 a.m.) and ends on Thursday, 27th November, 2014 (5:00 p.m.). The e- voting module shall be disabled by NSDL for voting thereafter.

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