



U.P.Asbestos Ltd.

Registered Office : P.O. Mohanlalganj, Distt. Lucknow - 226301 (U.P.)
Corporate Office: Mahmoodabad Estate Building, 15 Hazratganj, Lucknow- 226001
Telephone : (0522) 7897885557 / 58, (0522) 2622905-6
Website: www.upasbestos.com, Email ID : upasbestos@upasbestos.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address Name(s) of Public Shareholder(s) :

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 demat form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot and e-voting for the business stated here under / in the Notice dated 26th April, 2016 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick (✓) mark at the appropriate box below :

Item No.	Brief Description of the Resolution	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Special Resolution under Section 4, 13 and all other applicable provisions of the Companies Act, 2013 for Amendment/ Additions in the Object Clause of Memorandum of Association of the Company.			

Place :

Date :

(Signature of the Public Shareholder/Power of Attorney Holder/Authorised Representative)

THE ELECTRONIC VOTING PARTICULARS

EVENT NO. (e-Voting Number)	USER ID	PASSWORD

Note: Please read instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS TO PUBLIC SHAREHOLDERS OPTING FOR VOTING IN PAPER

1. A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expense of the shareholder, will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned/incomplete Postal Ballot Forms will be rejected.
3. There will be only one Postal Ballot Form for every folio, irrespective of the number of joint shareholders.
4. The right of voting by Postal Ballot shall not be exercised by a proxy.
5. Where the Postal Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. A shareholder need not use all his votes nor he need to cast all his votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer by 5.00 p.m. on 8th June, 2016. Any Postal ballot Form received after this date will be strictly treated as if reply from such shareholder has not been received.
8. A shareholder 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 Note No. 7 above.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form and any other related matter will be final.

INSTRUCTIONS TO PUBLIC SHAREHOLDERS OPTING FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- i) To use the following URL for e-voting: <https://evoting.karvy.com>
- ii) Enter the login credentials i.e., user ID DP ID/ Client ID will be your user ID.

User-ID	For members holding shares in Demat Form:- a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- Event No. followed by Folio Number registered with the Company
Password	In case of Public Shareholders who have not registered their e-mail addresses, their User-Id and Password is printed below.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) After entering the details appropriately click on LOGIN.
 - iv) Password change menu will appear. Change the password with a new password of your choice. The new password has to be a minimum of 8 (eight) characters consisting of at least 1 (one) upper case (A-Z), 1 (one) lower case (a-z), 1 (one) numeric value (0-9) and a special character.
Kindly note that this password can be used by the Demat holders for voting on any resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy e-voting platform.
The system will prompt you to change your password and update any contact details like mobile no., email ID etc., on first 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.
 - v) Login again with the new credentials.
 - vi) On successful login, system will prompt to select the "EVEN" (E-voting Event Number) i.e., the Transferee Company's name "U.P Asbestos Limited"
 - vii) On the voting page, you will see the „Resolution Description? and against the same the option "FOR/ AGAINST/ ABSTAIN" from voting.
 - viii) Enter the number of shares (which represents number of votes) under „FOR/ AGAINST/ ABSTAIN? 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. If the Public Shareholder does not want to cast his vote, select „ABSTAIN?.
 - ix) Public Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
 - x) 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/ FIIs/ Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant board resolution to the Scrutinizer through e-mail to amitguptacs@gmail.com with a copy to evoting@karvy.com.
11. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

GENERAL INSTRUCTIONS

1. During the voting period, Public shareholders of the Company, holding shares in either physical form or in dematerialized form, as on the cut-off date of **29th April, 2016**, may cast their vote electronically or through Postal Ballot.
2. Voting by Postal Ballot, both in physical form and e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. It cannot be exercised by a proxy.
3. Once you have voted on the resolution, you will not be allowed to modify your vote.
4. The Company has appointed Mr. Amit Gupta, FCS, Practicing Company Secretary, as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.
5. Voting period commences on and from **Monday, 09th May, 2016 at 9:00 A.M.** and ends on **Wednesday, 08th June, 2016 at 5:00 P.M.**
6. The results of the Postal Ballot and e-voting will be declared on or before **Wednesday, 15th June, 2016**.
7. In case Members cast their vote both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.