

**IN THE HIGH COURT OF JUDICATURE AT MADRAS
(ORDINARY ORIGINAL CIVIL JURISDICTION)
COMPANY APPLICATION NO.571 OF 2014**

In the matter of the Companies Act, 1956 (1 of 1956).

And

In the matter of sections 391 to 394 of the Companies Act, 1956 (1 of 1956).

And

IN THE MATTER OF SCHEME OF AMALGAMATION
OF
XENOS AUTOMOTIVE LIMITED
WITH
PRICOL LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS

Pricol Limited,

a Company incorporated under the

Companies Act, 1956 and having its Registered Office at No.109, Race Course,
Coimbatore – 600018.

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Applicant/Transferee Company
SI.N

POSTAL BALLOT FORM

(Read the instructions given overleaf before proceeding to fill up the form)

1. Name(s) of shareholder(s) (including joint holders, if any) in block letters :
2. Registered Address of the sole / first named shareholder :
3. Registered Folio No./ DP ID No. and Client ID No. (For shares held in demat form) :
4. Number of Shares 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 of postal ballot of the Applicant Company dated 1st July 2014 by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Description	I / We assent to the Resolution	I / We dissent to the Resolution
	For	Against
Special Resolution under section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 approving the Scheme of Amalgamation of Xenos Automotive Limited with Pricol Limited.		

Place :

Date :

(Signature of Shareholder)

PLEASE FOLD THIS DULY FILLED FORM AND SEND TO THE ADDRESS MENTIONED THEREWITH.

Notes :

1. Voting period commences from **July 12, 2014 (0830 hours) and ends on August 11, 2014 (1730 hours)** for the members exercising their voting either by Postal Ballot or through E-Voting.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **30th June, 2014**.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer **on or before the close of business hours at 5.30 p.m. on 11th August 2014** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before the **close of business hours at 5.30 p.m. on 11th August 2014**, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
4. The Applicant Company has appointed Mr. K Sriram, Partner of M/s. S Krishnamurthy & Co, Company Secretaries, to assist the Chairman appointed for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
5. The date of declaration of the results will be treated as the date of passing of the said resolution. The resolution being Special Resolution, will be declared as passed if votes cast in favour of the resolution is three times more in number than the votes, if any, cast against it.
6. The result of the Postal Ballot shall be announced on 14th August 2014.