

POCL**PONDY OXIDES AND CHEMICALS LIMITED**

CIN: L24294TN1995PLC030586

Registered Office: KRM Centre, 4th Floor, #2, Harrington Road, Chetpet, Chennai- 600031

PH: +91-44-4296 5454, Fax: +91-44-4296 5455

E-mail: info@pocl.co.in; Website: www.pocl.co.in**POSTAL BALLOT FORM***(Kindly read the instructions printed overleaf before filling the form)***PB NO.**

1. Name(s) of Shareholder(s) :
(including joint shareholders, if any)

2. Registered address of the :
Sole / First named Shareholder

3. Registered Folio No./ :
DP ID No. / Client ID No.*
*(Applicable to Shareholders
holding shares in Dematerialised form)

4. Number of Share(s) held :

5. I/We hereby exercise my/our vote in respect of the under mentioned resolution to be passed through Postal Ballot as stated in the Notice dated 31st July, 2014 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Brief Particulars of the Resolution	No. of Shares	(FOR) I/We Assent to the Resolution	(AGAINST) I/We Dissent to the Resolution
Scheme of Arrangement (Demerger) between Pondy Oxides and Chemicals Limited and POCL Enterprises Limited and their respective shareholders			

Place :

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password / PIN
140730002	Please enter your DP ID / Client ID or Folio No.	Existing Password or Enter your PAN with Bank A/c No. / Date of Birth

Note : Please read the instructions carefully before exercising your vote through postal ballot / e-voting

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the board of directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
4. A proxy shall not be eligible to exercise the right of voting by postal ballot.
5. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of number of joint holders.
6. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
7. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
8. Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of business hours at 6.00 p.m. on Friday, September 12, 2014. Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of postal ballot.
9. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on July 25, 2014.
10. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney / resolution of board of directors of the corporate shareholder being represented.
11. 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 point no. 8 above
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
13. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to the Registered Office of the Company or email to info@pocl.co.in
14. The result of the postal ballot will be uploaded on the Company's website www.pocl.co.in and communicated to the stock exchanges where the Company's shares are listed.
15. E-Voting: The Company is pleased to offer the e-voting facility. The process to be followed is explained in the postal ballot notice.
16. The Scrutinizer's decision on the validity of a postal ballot will be final.