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POSTAL BALLOT FORM

Ballot No.:

1. Name of the Equity Shareholder(s):
including joint holders, if any
2. Registered Address of the sole/
first name Equity Shareholder
3. Folio No. /DP ID No./ Client Id No.:
(Applicable to Equity shareholders holding
equity shares in dematerialized form)
4. No. of Shares held :

I/ We hereby exercise my/ our vote in respect of under noted resolution to be passed through Postal Ballot by sending my/ our assent (FOR) or dissent (AGAINST) to the said resolution by placing a tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	Sale/transfer of the business of providing sales and service of Toyota vehicles in the name and style of Shinrai Toyota (Toyota Dealership Business) of Shinrai Auto Services Limited (SASL), a Wholly owned subsidiary and a related party of the Company, as a 'going concern', on a slump sale basis to Madhuban Motors Private Limited			

Date:

Signature of the Shareholder / Power of Attorney Holder /

Place:

Authorised Representative

ELECTRONIC VOTING PARTICULARS

EVEN(remote e-voting event no.)	USER ID	PASSWORD \ PIN

Note: - Please read instructions printed overleaf carefully before exercising your vote. Shareholders desiring to exercise e-voting option may refer to detailed procedure on electronic voting provided in the notice of the meeting.

With Regards,

For **ORICON ENTERPRISES LIMITED**

Sanjay Jain
Company Secretary

Instructions

- 1 Please convey your assent in column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column the ballot form only. The assent or dissent received in any other form or manner will not be considered.
- 2 Equity shareholders who have received the Postal Ballot form by e-mail and who wish to vote through postal ballot form can download the postal ballot form from the Applicant Company's website www.oriconenterprises.com or seek duplicate postal ballot form from the applicant company.
- 3 Equity shareholders shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on or before September 30, 2017. Postal Ballot form, if sent by courier or by registered post/ speed post at the expenses of an equity shareholders will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the Equity shareholders has not been received.
- 4 Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected.
- 5 The vote on postal ballot cannot be exercised by a proxy.
- 6 There will be only one (1) postal ballot form for every registered folio / client ID irrespective of the number of joint equity shareholders.
- 7 The Postal Ballot Form should be completed and signed by the Equity Shareholders (as per specimen signature registered with the Applicant Company and /or furnished by the Depositories). In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named Equity shareholder. Holders of Power of Attorney (POA) on behalf of Equity shareholder may vote on the Postal Ballot mentioning the registration No. of the POA with the Applicant Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
- 8 Kindly note that Equity shareholders (which includes Public shareholders) can opt only one mode for voting i.e. either by postal ballot or e-voting. If you are opting for e-voting, then he/she should not vote by postal ballot form and vice versa. However, in case Equity shareholder (s) cast their vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
- 9 Shareholders are requested not to send any other paper along with the postal Ballot in the enclosed self addressed postage prepaid envelope.
- 10 Mr. Prabhat Maheshvari, (Membership No. FCS 2405/CP 1432), Partner at M/s. GMJ & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the postal Ballot form will be final.