

HERO FINCORP LIMITED

Registered Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057
 CIN: U74899DL1991PLC046774, Phone: 011-46044100, 011-26142451 Fax: 011-26143321
 Email: investors@herofincorp.com, Website: www.herofincorp.com

Ballot S.No. _____

POSTAL BALLOT FORM

Sequence No. :

1.	Name & Registered Address of the Sole / first named Member	
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 dematerialized form).	
4.	Number of Equity Shares held	
5.	EVEN (E-Voting Event Number)	160906057
6.	User ID	
7.	Password	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated September 06, 2016 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick (V) mark at the appropriate box below:

Brief Description of Resolution	Type of Resolution	No. of Equity Shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
Approval for Sell, lease or otherwise dispose off the Assets of the Company in order to Secure its borrowings in pursuance of Section 180 (1) (a) of the Companies Act, 2013	Special Resolution			

Date:-

Place:-

 Signature of Member / Power of Attorney
 Holder / Authorised Representative

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

INSTRUCTIONS

A. General Information

1. Electronic Voting Particulars

Electronic Voting	User ID	Password
Sequence Number (EVSN)		

Members can cast their vote online during the following voting period.

Commencement of remote e-voting:

From: September 16, 2016 (10.00 a.m. IST)

End of remote e-voting:

Upto October 15, 2016 (5.00 p.m. IST)

E-voting shall not be allowed beyond 5.00 P.M. of October 15, 2016. During the e-voting period, shareholders of the Company holding shares as on the record date may cast their vote electronically.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facilities.

2. This Postal Ballot Form ("Ballot Form") is provided for the benefit of Members who do not have access to e-voting facility.
3. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
4. For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.
5. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Ballot Form to declare the final result of the Resolution.

B. Process and manner for Members opting to vote by using the Ballot Form

1. Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, Mr. Tarun Jain Proprietor of M/s Tarun Jain & Associates, Practicing Company Secretaries, having their office at 805, Padma Tower-1, 5, Rajendra Place, Delhi 110008, Ph no.- 011-4153 6635, not later than 05:00 P.M. on Saturday, October 15, 2016. Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
2. Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
3. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
4. In case the shares are held by the companies, other corporate bodies, Mutual Funds, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
5. Votes should be cast either in favour or against, by putting the tick (v) mark in the column provided in the Ballot Form.
6. A shareholder need not use all the votes or cast all the votes in the same way.
7. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 02, 2016, as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., Central Depository Services (India) Limited ("CDSL").
8. A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to RTA at beetalrta@gmail.com, or to the Company at investors@herofincorp.com in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. B(1) above.
9. Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.
10. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
11. The said Special Resolution will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e., October 15, 2016, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the Rules made thereunder.
12. The results of the Postal Ballot will be declared on or before Saturday, October 22, 2016.