ACTION CONSTRUCTION EQUIPMENT LIMITED

CIN: L74899HR1995PLC053860

Regd. & Corporate Office: Dudhola Link Road, Dudhola, Distt. Palwal -121102, Haryana

Tel: +91 1275 280111 (50 Lines), Fax: +91 1275 280133, Website:www.ace-cranes.com, Email: ir@ace-cranes.com

POSTALBALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.

1. Name of the Member (including joint-holder(s), if any) :

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

3. Folio No./DP ID/Client ID* (*Applicable to Members holding shares in Dematerialized form) :

4. Number of Shares held :

5. I/We here by exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 5th February, 2015 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, Please: i) Fill in Col (1) for the number of shares being voted, ii) Tick (✓) the Col. (2) for voting (FOR) and/or Tick (✓) the Col. (3) for voting (AGAINST) and iii) sign the Ballot Paper and post it in the pre-paid envelope)

Serial No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for increase in Authorised Share Capital			
2.	Special Resolution for Re-classification of the Authorized Share Capital and amendment in the Memorandum of Association.			
3.	Special Resolution for Ratification of Managerial Remuneration of Mr. Vijay Agarwal, Chairman & Managing Director of the Company.			
4.	Special Resolution for Ratification of Managerial Remuneration of Mrs. Mona Agarwal, Whole-time Director of the Company.			
5.	Special Resolution for Re-appointment of Mr. Vijay Agarwal, Chairman & Managing Director for a period of 3 years w.e.f 1st October, 2015 and fixation of his remuneration.			
6.	Special Resolution for Re-appointment of Mrs. Mona Agarwal, Whole-time Director for a period of 3 years w.e.f 1st October, 2015 and fixation of her remuneration.			
7.	Special Resolution for Re-appointment of Mr. Sorab Agarwal, Executive Director for a period of 3 years w.e.f 1st October, 2015 and fixation of his remuneration.			
8.	Special Resolution for Transactions with Related Parties under section 188 of the Companies Act, 2013.			

Date :
Place :

.....
(Signature of Shareholder)

Notes: Last date for receipt of Postal Ballot form by Scrutinizer is 6th May, 2015 (5:00 P.M)

ELECTRONIC VOTER PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board of Directors of the Company in their meeting held on 5th February, 2015 haveappointed Ms. Anjali Yadav, Proprietor of M/s. Anjali Yadav & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot and evoting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 20th March, 2015. Accordingly, the Members whose names appear on the Register of Members List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)) as on 20th March, 2015 will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paidup value of shares registered in the name of the Members as on 20th March, 2015.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisementin at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in Haryana,where the registered office of the Company is situated, and published on the Company website.
6. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sentby email to those Members who have registered their email addresses with their Depository Participants (in case of sharesheld in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form).

   For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid selfaddressed Business Reply Envelope.
7. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, toenable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Companyhas engaged the services of Karvy Computershare Private Limited for the purpose of providing e-voting facility to all its Members. Please note thate-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e., either by physical ballot or evoting. In caseMembers cast their votesthrough both the modes, voting done by evoting shall prevail and votes cast through physical postal ballot forms willbe treated as invalid. The instructions for electronic voting are annexed to this Notice.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to ir@ace-cranes.com or cs@ace-cranes.com. The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage prepaid selfaddressed Business Reply Envelope to the Member.
10. A Member cannot exercise his / her vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printedin the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 P.M) on 6th May, 2015 (Wednesday). The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s)may also be deposited personally at the address given on the selfaddressed Business Reply Envelope.
12. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 P.M on 6th May, 2015 (Wednesday) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
13. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
14. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
15. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or by the Company Secretary of the Company duly authorized, on 8th May, 2015 (Friday) at 5:00 P.M at the Registered office of the Company and will also be displayed on the website of the Company (www.ace-cranes.com), besides being communicated to the Stock Exchanges where the equity shares of the Company are listed.
16. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
17. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M to 5.00 P.M) on all working days from the date hereof upto the date of declaration of the result of Postal Ballot.

Voting through electronic means

The instructions for e-voting are as follows:

i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP 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	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
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) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

iv) Members can cast their vote online from 7th April, 2015 at 9.00 A.M to 6th May, 2015 at 5:00 P.M.

v) After entering these details appropriately, click on "LOGIN".

vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on 1st 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.

vii) You need to login again with the new credentials.

viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.

ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .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 shareholder do not wants to cast, select 'ABSTAIN'

xi) 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.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) 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 cs@ace-cranes.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name and Event no.".

xiv) Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

xv) 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).