THE YASH BIRLA GROUP

BIRLA COTSYN (INDIA) LTD.

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## DECLARATION OF POSTAL BALLOT RESULT

Pursuant to Section 192A of Companies Act, 1956, the approval of the Shareholders was required to be obtained through Postal Ballot for passing of an Ordinary Resolution for sale and transfer of the Company's undertaking located near Cotton Market, Parola Road (Dhule), Maharashtra including land admeasuring 37,080 sq. mtrs. along with building and other facilities constructed thereon, the plant and machinery, equipments, furniture, fixtures and other fixed assets on "as is where is" and "as it is" basis (hereinafter referred to as "the said Undertaking)".

Notice containing Ordinary Resolution together with the Explanatory Statement stating the material facts and reasons for sale and transfer of the said undertaking was sent on 17th March, 2012 by "speed post" to all the Shareholders of the Company, whose names appeared in the Register of Members/Register of Depositories on Friday, 2nd March, 2012.

The Board of Directors of the Company had appointed Mr. Dilip Bharadiya, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. On receipt of t he Scrutinizer's Report dated 17th March, 2012, Shri P.V.R. Murthy, Managing Director of the Company declared the following results of the Postal Ballot on Wednesday, the 18th April, 2012 at 4.00 p.m. at Registered Office of the Company at Dalamal House, 1st Floor, Nariman Point, Mumbai 400 021:

| Particulars | Number of postal ballot forms | Number of Shares (No. of votes) |
|---|---|---|
| (a) Total postal ballot forms received | 2498 | 61,31,32,542 |
| (b) Less: Invalid postal ballot forms (as per register) | 145 | 20,86,305 |
| (c )Net valid postal ballot forms (as per register) | 2353 | 61,10,46,237 |
| (d) Postal ballot forms with assent for the resolution | 2080 | 60,63,35,730 |
| (e) Postal ballot forms with dissent for the resolution | 273 | 47,10,507 |
| Shareholders voting in FAVOUR of the resolution as a percentage of valid votes cast through Postal Ballot | 99.23 | |
| Shareholders voting AGAINST the resolution as a percentage of valid votes cast through Postal Ballot | 0.77 | |
| **Result** | The Resolution is carried with Requisite majority and passed as Ordinary Resolution | |

For **Birla Cotsyn (India) Limited**

P.V.R. Murthy

**P.V.R. Murthy**
**Managing Director**

Birla Cotsyn (India) Ltd. Mumbai

Place: Mumbai
Date: April 18, 2012