



ADHUNIK INDUSTRIES LIMITED

(Formerly known as Bhagwati Resources Ltd.)

An ISO 9001:2008 , 14001 : 2004 & 18001 : 2007 Organisation

Corporate Office : "LANSDOWNE TOWERS", 2/1A, SARAT BOSE ROAD, KOLKATA - 700 020

Phone : 033-3051 7100 ★ Fax : 91-33-2289 0285 ★ Website : www.adhunikindustries.com

E-mail: info@adhunikgroup.com

1st February, 2018.

To,

The Secretary The BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001. Scrip Code- 538365	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai-400 051. Scrip Code- ADHUNIKIND
The Secretary The Calcutta Stock Exchange Ltd 7 Lyons Range Kolkata-700 001. Scrip Code- 10028188	

Sub: Minutes for declaration of results of Postal Ballot held on 13th January, 2018.

Dear Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosed herewith minutes for passing of resolution through postal ballot and the results declared of the same on 13th January, 2018.

This is for your information and record.

Thanking You,

Yours faithfully,

For Adhunik Industries Limited

Managing Director
(Jugal Kishore Agarwal)
(DIN: 00227460)

Encl.: As mentioned above

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT OF THE POSTAL BALLOT INCLUDING E-VOTING CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEREUNDER ON THE SPECIAL RESOLUTION UNDER VARIOUS SECTIONS OF THE COMPANIES ACT, 2013 AS SET OUT IN THE NOTICE DATED 28TH NOVEMBER, 2017 OF ADHUNIK INDUSTRIES LIMITED HELD ON SATURDAY, 13TH JANUARY, 2018 AT 11:00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 2/1A SARAT BOSE ROAD, 'LANSDOWNE TOWRES' 6TH FLOOR, KOLKATA – 700 020.

PRESENT:

- | | |
|-----------------------------|-------------------------|
| 1. Mr. Mahesh Kumar Agarwal | Chairperson/ Director |
| 2. Mr. Bikash Roy Chowdhury | Chief Financial Officer |
| 3. Mr. Bharat Agarwal | Company Secretary |

Pursuant to Section 110 and any other provisions of the Companies Act, 2013 (the 'Act') read with Companies (Management and Administration) Rules, 2014, ('the rules') including any statutory modification or re-enactment thereof for the time being in force and subject to other laws and regulation, approval of the shareholders is sought on the following resolution by means of postal ballot:

Sr. No.	Subject of Resolution	Type of Resolution
1	To approve Related Party Transaction for the FY 2017-18	Special Resolution

The Board of Directors through a resolution passed in the Board Meeting held on November 28, 2017 had appointed Mr. Mohan Ram Goenka failing him CS Sneha Khaitan, Partner, MR & Associates, Practicing Company Secretaries, Kolkata, as the Scrutinizer for conducting the postal ballot and e-Voting process in a fair and transparent manner. He also stated that the postal ballot forms and the self-addressed business reply envelopes were also sent for use of Members. The company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the members of the Company.

The members of the Company holding shares as on "cut off" date of December 08, 2017 were entitled to vote on the said Resolution. The voting period for e-voting and Postal Ballot was commenced on Thursday, 14th December, 2017 (09:00 a.m. IST) and ended on 12th January, 2018 (5:00 p.m. IST) and the CDSL e-voting module was disabled thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was Friday, January 12, 2018 (5:00 p.m. IST).

Mr. Mohan Ram Goenka the scrutinizer appointed by the Board has carried out the scrutiny of Postal Ballot Forms received together with the results of e-voting and submitted his report on Postal Ballot and e-voting addressed to the Chairman of the Board on 13th January, 2018 containing the following details:



Sr. No.	Particulars	No. of Postal Ballot Forms including e-voting	No. of Shares	% of total valid votes
1	Total number of Postal Ballot Forms received including e-voting	64	4,14,86,559	-
2	Less: Abstain / Invalid Votes	14	3,50,54,800	-
3	Net valid Postal Ballot Forms including e-voting	50	64,31,759	100
4	Postal Ballots voted in favour(Assent) of the resolution including e-voting	47	64,31,607	99.9976
5	Postal Ballots voted against(Dissent) the resolution including e-voting	3	152	0.0024

The following are the Voting Results as per the format prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares	No. of Votes - in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	35,054,800	-	-	-	-	-	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (If Applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	11,708,950	6,431,372	54.9270	6,431,371	1	100.0000	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		387	0.0033	236	151	60.9819	39.0181
	Total		6,431,759	54.9303	6,431,607	152	99.9976	-
Total		46,763,750	6,431,759	13.7537	6,431,607	152	99.9976	0.0024

Declaration of results:-

The Chairman, after receiving the Scrutinizer Report, announced the results of the Postal Ballot, and declared that the following special resolution would deemed to have been passed by the members unanimously by means of Postal Ballot, on January 12, 2018, being the last date of receipt of postal ballot forms and voting through e-Voting by the members:



“RESOLVED THAT pursuant to provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the members of the Company be and is hereby accorded to the Related Party Transactions entered or to be entered by the Company for the Financial Year 2017-18 of a value not exceeding Rs. 3,87,00,00,000/- (Rupees Three Hundred and Eighty Seven Crores only) with the related party as detailed in table forming part of the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to perform and execute all such deeds, matters and things including delegate such authority and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Kolkata

Date: 31.01.2018



A handwritten signature in black ink, appearing to read 'mah Agarwal'.

Mahesh Kumar Agarwal
(CHAIRMAN)
DIN: 00507690