

03rd October, 2015



**SOLAR
INDUSTRIES
INDIA
LIMITED**

REGD.OFFICE :
11, ZADE LAYOUT, BHARAT NAGAR,
NAGPUR - 440 033, (M.S.) INDIA.
PHONES : +91-712-2561000, 2560010
FAX : +91-712-2560202
CIN : L74999MH1995PLC085878
e-mail : solar@solargroup.com
website : www.solargroup.com

To,
The Executive Director
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai.

Sub: Declaration of Voting Results of Postal Ballot.

Ref: Clause 35A of the Equity Listing Agreement.

Dear Sir,

With Reference to above, please find enclosed herewith the results of the Postal Ballot announced on 03rd October, 2015 at the registered office of the company situated at 11, Zade Layout, Bharat Nagar, Nagpur at 12:30 p.m, regarding approval sought from the Members for the following Resolutions:

- a. Special Resolution u/s 13 of the Companies Act, 2013 for alteration of the Memorandum of Association of the Company.
- b. Special Resolution u/s 5 and 14 of the Companies Act, 2013 for approving the adoption of new set of Articles of Association.

Shri Tushar Pahade of M/s. T S Pahade and Associates, Company Secretaries, Nagpur who was appointed as a Scrutiniser for scrutinizing the e-voting as well as voting through ballot process for Postal Ballot has submitted his consolidated Report to the Chairman.

The consolidated voting results in terms of Clause 35A of the Listing Agreement and the consolidated Report of the Scrutiniser dated 03rd October, 2015 are enclosed herewith.

Based on the consolidated Report of the Scrutiniser, all Resolutions as set out in the Notice of Postal Ballot notice dated 10th August, 2015 of the Company have been duly approved by the Shareholders with requisite majority. Please take the same on record.

Kindly take the same on record and acknowledge the receipt.

Thanking You

Yours truly,

For **Solar Industries India Limited**

(Khushboo Pasari)
Company Secretary



Encl:
Scrutiniser's Report.



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Details of Postal Ballot Voting Results under Clause 35A

Date of Declaration of Result - 03.10.2015

Total number of shareholders on record date: 7295

No. of Shareholders present in the meeting either in person or through proxy: N.A.

Members Voted electronically : 71

Members Voted through Ballot Forms : 55

No. of Shareholders attended the meeting through Video Conferencing: N.A.

The company also provided e- voting facility to the shareholders. The e-voting was open from 10:00 a.m. Wednesday 02nd September, 2015 to 5:00 p.m. Thursday 01st October, 2015.

AGENDA-WISE

Resolution No. 1- Special Resolution

To approve the amendments in the Memorandum of Association.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/ (1)]*100	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	13195255	13195255	100%	13195255	0	100%	0%
Public- Institutional holders	4301267	2619555	60.91%	2517031	0	100%	0%
Public-Others	601489	2434	0.45%	2391	43	100%	0%
Total	18098011	1,58,17,244	87.40%	1,58,17,201	43	100%	0%





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Resolution No. 2- Special Resolution

To adopt the new set of Articles of Association of Company inter alia pursuant to the Companies Act, 2013.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3)=[(2)/ (1)]*100	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	13195255	13195255	100%	13195255	0	100%	0%
Public- Institutional holders	4301267	2619555	60.91%	2517031	345	99.998%	0.002%
Public-Others	601489	2434	0.45%	2391	43	100%	0%
Total	18098011	1,58,17,244	87.40%	1,58,16,856	388	99.998	0.002%

For Solar Industries India Limited


(Khushboo Pasari)
Company Secretary



October 03, 2015

To
Shri S.N. Nuwal
Chairman
Solar Industries India Limited
Nagpur

Dear Sir,

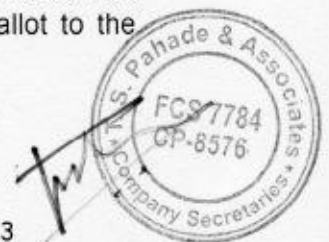
Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **Solar Industries India Limited (SIIL)** on August 10, 2015, I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated August 10, 2015.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since SIIL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

SIIL accordingly has made arrangements with the System Provider CDSL for providing a system of recording votes of the shareholders electronically through e-Voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, Link Intime Pvt. Ltd. herein after referred as (RTA) to set up the e-Voting facility on the CDSL e-Voting website www.evotingindia.com.

SIIL through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated August 10, 2015 sent to the shareholders by email and partly by Speed Post and partly by Registered Post. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of August 21, 2015.



Reference to the Companies Act, 2013	Type and Description of the Special resolutions
Special Resolution u/s 13	Special Resolution u/s 13 of the Companies Act, 2013 for alteration of Main Object Clause of the Memorandum of Association of the Company.
Special Resolution u/s 5 and 14	Special Resolution u/s 5 and 14 of the Companies Act, 2013 for Adoption of New Set of Articles of Association of Company Inter-Alia pursuant to the Companies Act, 2013

I report that the Postal ballot Notice dated August 10, 2015 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders, where shares are held in physical form partly by Speed Post aggregating to 2401 numbers and partly by Registered Post aggregating to 03 numbers along with self-addressed prepaid Business Reply Envelope on August 28, 2015.

In addition to the above, Postal Ballot Notices were also sent via electronic mode by CDSL, the system provider, to 4,891 Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 21, 2015 (cut-off date). As per the information provided by the System Provider, Out of the 4,891 emails sent, 564 emails have bounced and hence physical Postal Ballot Forms have been dispatched to such shareholders immediately thereafter by the Company's RTA. The details of such cases have been provided to me by RTA. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5:00 P. M. on Thursday, the October 1, 2015 as the last date for receipt of Postal Ballots and for E-voting.

As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in **Economic Times**, English Newspaper, and **Loksatta**, Marathi edition Newspaper, on September 01, 2015 informing about the completion of dispatch of the Postal Ballot Notices, both by Speed Post, Registered Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from September 02, 2015 till October 01, 2015. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 5:00 P.M. Thursday, the October 1, 2015, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

The Postal Ballots forms received at the Companies address in the name of the Scrutinizer were opened and then taken up for scrutiny by Mr Tushar S. Pahade and passed on to the RTA. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Forms.

On scrutiny, I report that out of 7,295 shareholders, 71 Shareholders have exercised their vote through e-Voting and 55 Shareholders have exercised their votes through Postal Ballot Forms, as received.

The details of polling results for the item placed for consideration by the members are given below:

Item No 1.

Special Resolution u/s 13 of the Companies Act, 2013 for alteration of Main Object Clause of the Memorandum of Association of the Company.

i. Total No. of Shareholders	7,295		
ii. Total No. of Shares	18098011		
iii. Receipt of Postal Ballot Forms	From September 02, 2015 to October 01, 2015		
		Number of Votes	Number of shares
Total votes Cast through e-voting	A	71	1,53,46,901
Total votes cast through Postal Ballot Forms received	B	55	4,72,010
Grand Total of e-voting & Postal Ballot Forms (A+B)	C	126	1,58,18,911
Less: Invalid e-voting / Postal Ballot Forms (On account of Signature Mismatch, for/against option not indicated)	D	04	1,667
Net e-voting / Postal Ballot Forms (C-D)	E	122	1,58,17,244

Summary of E-Voting / Postal Ballot for Resolution 1

Sr. No	Particulars	No. of Votes polled	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes polled	% of Votes in Against on Votes polled
1	E-Voting	1,53,46,901	1,53,46,900	01	100.00%	0.00%
2	Postal Ballot Forms	4,70,343	4,70,301	42	99.99%	0.01%
3	Total	1,58,17,244	1,58,17,201	43	100.00%	0.00%

RESULTS:

As the number of votes casted in favour of the Resolutions i.e. 100% is more than three times the number of votes cast against i.e. 0 %, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated August 10, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

Item No 2.

Special Resolution u/s 5 and 14 of the Companies Act, 2013 for Adoption of New Set of Articles of Association of Company Inter-Alia pursuant to the Companies Act, 2013

i. Total No. of Shareholders	7,295		
ii. Total No. of Shares	18098011		
iii. Receipt of Postal Ballot Forms	From September 02, 2015 to October 01, 2015		
		Number of Votes	Number of shares
Total votes Cast through e-voting	A	71	1,53,46,901
Total votes cast through Postal Ballot Forms received	B	55	4,72,010
Grand Total of e-voting & Postal Ballot Forms (A+B)	C	126	1,58,18,911
Less: Invalid e-voting / Postal Ballot Forms (On account of Signature Mismatch, for/against option not indicated)	D	04	1,667
Net e-voting / Postal Ballot Forms (C-D)	E	122	1,58,17,244

Summary of E-Voting / Postal Ballot for Resolution 2

Sr. No	Particulars	No. of Votes polled	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes polled	% of Votes in Against on Votes polled
1	E-Voting	1,53,46,901	1,53,46,900	01	100.00%	0.00%
2	Postal Ballot Forms	4,70,343	4,69,956	387	99.92%	0.08%
3	Total	1,58,17,244	1,58,16,856	388	99.998%	0.002%

RESULTS:

As the number of votes casted in favour of the Resolutions i.e. 99.998 % is more than three times the number of votes cast against i.e. 0.002 %, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated August 10, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated August 10, 2015 and the Board Resolution dated August 10, 2015, the Chairman or Company Secretary, as authorised in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by October 03, 2015, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.solargroup.com and on the website of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL, the System Provider for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,

For **T.S. PAHADE & ASSOCIATES**
Company Secretaries


TUSHAR S. PAHADE
FCS - 7784
CP - 8576



Date: October 03, 2015
Place: NAGPUR