

# MASK INVESTMENTS LIMITED

CIN No. : L65993GJ1992PLC036653

31<sup>st</sup> March, 2017

To,  
The Manager  
Listing Department,  
**National Stock Exchange of India Limited,**  
Exchange Plaza, c-1 Block G  
Bandra- Kurla Complex, Bandra (E)  
Mumbai- 400050  
REF: Script Code **MASKINVEST**

**Sub: Submission of details of the Voting Results of the Postal Ballot pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith details regarding the voting results of Postal Ballot Notice dated 27<sup>th</sup> February, 2017 in the prescribed format as Annexure I.

We are also enclosing the consolidated report of the Scrutinizer dated 31.03.2017 pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure II.

You are requested to take note of the same and disseminate to all concerned.

Thanking You,

Yours faithfully

**FOR MASK INVESTMENTS LIMITED**



**(Shiwani Churiwal)**

**Company Secretary**



Enclosed: As above

**MASK INVESTMENTS LIMITED- POSTAL BALLOT- DETAILS OF VOTING RESULT UNDER REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015**

|                                                                               |               |
|-------------------------------------------------------------------------------|---------------|
| Date of the AGM/EGM                                                           | POSTAL BALLOT |
| Total number of shareholders on record date                                   | 1002          |
| No. of shareholders present in the meeting either in person or through proxy: | NA            |
| Promoters and Promoter Group:                                                 | 0             |
| Public:                                                                       | 0             |
| No. of Shareholders attended the meeting through Video Conferencing           | NA            |
| Promoters and Promoter Group:                                                 | 0             |
| Public:                                                                       | 0             |

**Agenda-wise disclosure** : All the Resolutions set out in Postal Ballot Notice dated 27.02.2017 are passed with requisite majority.

|                                                                           |                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Resolution Required: (Ordinary/ Special)                                  | (1) Rescind the resolution no. 2, with respect to increase in authorised capital and consequent alteration in the memorandum of association of the company, passed on 18.01.2017 as mentioned in the postal ballot notice dated 12.12.2016. - SPECIAL RESOLUTION |
| Whether promoter/ promoter group are interested in the agenda/resolution? | NO                                                                                                                                                                                                                                                               |

| Category                       | Mode of Voting | No. of Shares held | No. of Votes Polled (2) | % of votes polled on 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       | 22,59,200          | 22,59,200               | 100.00                                  | 22,59,200              | 0                    | 100.00                               | 0.00                               |
|                                | Poll           |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | Postal Ballot  |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | <b>Total</b>   |                    | <b>22,59,200</b>        | <b>100.00</b>                           | <b>22,59,200</b>       | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |
| Public – Institutional holders | E-voting       | -                  | -                       | -                                       | -                      | -                    | -                                    | -                                  |
|                                | Poll           |                    | -                       | -                                       | -                      | -                    | -                                    | -                                  |
|                                | Postal Ballot  |                    | -                       | -                                       | -                      | -                    | -                                    | -                                  |
|                                | <b>Total</b>   |                    | <b>-</b>                | <b>-</b>                                | <b>-</b>               | <b>-</b>             | <b>-</b>                             | <b>-</b>                           |
| Public-Others                  | E-voting       | 7,92,300           | 38,122                  | 4.81                                    | 38,122                 | 0                    | 100.00                               | 0.00                               |
|                                | Poll           |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | Postal Ballot  |                    | 8,800                   | 1.11                                    | 8,800                  | 0                    | 100.00                               | 0.00                               |
|                                | <b>Total</b>   |                    | <b>46,922</b>           | <b>5.92</b>                             | <b>46,922</b>          | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |
| <b>Total</b>                   | E-voting       | <b>30,51,500</b>   | 22,97,322               | 75.29                                   | 22,97,322              | 0                    | 100.00                               | 0.00                               |
|                                | Poll           |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | Postal Ballot  |                    | 8,800                   | 0.29                                    | 8,800                  | 0                    | 100.00                               | 0.00                               |
|                                | <b>Total</b>   |                    | <b>23,06,122</b>        | <b>75.57</b>                            | <b>23,06,122</b>       | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |

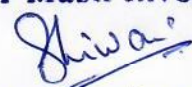
|                                                                           |                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Resolution Required: (Ordinary/ Special)                                  | (2) Rescind the resolution no. 3, with respect to issue of convertible warrants on preferential allotment basis to promoter group and non-promoters, passed on 18.01.2017 as mentioned in the postal ballot notice dated 12.12.2016 - SPECIAL RESOLUTION |
| Whether promoter/ promoter group are interested in the agenda/resolution? | YES#                                                                                                                                                                                                                                                     |

| Category                       | Mode of Voting | No. of Shares held | No. of Votes Polled (2) | % of votes polled on 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       | 22,59,200          | 22,59,200               | 100.00                                  | 22,59,200              | 0                    | 100.00                               | 0.00                               |
|                                | Poll           |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | Postal Ballot  |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | <b>Total</b>   |                    | <b>22,59,200</b>        | <b>100.00</b>                           | <b>22,59,200</b>       | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |
| Public – Institutional holders | E-voting       | -                  | -                       | -                                       | -                      | -                    | -                                    | -                                  |
|                                | Poll           |                    | -                       | -                                       | -                      | -                    | -                                    | -                                  |
|                                | Postal Ballot  |                    | -                       | -                                       | -                      | -                    | -                                    | -                                  |
|                                | <b>Total</b>   |                    | <b>-</b>                | <b>-</b>                                | <b>-</b>               | <b>-</b>             | <b>-</b>                             | <b>-</b>                           |
| Public-Others                  | E-voting       | 7,92,300           | 38,122                  | 4.81                                    | 38,122                 | 0                    | 100.00                               | 0.00                               |
|                                | Poll           |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | Postal Ballot  |                    | 8,800                   | 1.11                                    | 8,800                  | 0                    | 100.00                               | 0.00                               |
|                                | <b>Total</b>   |                    | <b>46,922</b>           | <b>5.92</b>                             | <b>46,922</b>          | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |
| <b>Total</b>                   | E-voting       | <b>30,51,500</b>   | 22,97,322               | 75.29                                   | 22,97,322              | 0                    | 100.00                               | 0.00                               |
|                                | Poll           |                    | -                       | 0.00                                    | -                      | 0                    | 0.00                                 | 0.00                               |
|                                | Postal Ballot  |                    | 8,800                   | 0.29                                    | 8,800                  | 0                    | 100.00                               | 0.00                               |
|                                | <b>Total</b>   |                    | <b>23,06,122</b>        | <b>75.57</b>                            | <b>23,06,122</b>       | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |

# Subject to the extent of their shareholding

Date : 31st March, 2017  
Place: Surat

**For Mask Investments Ltd.**

  
**Company Secretary**



**Dhiren R. Dave**

B.Com., LL.B., FCS, AICS (U.K.)

**COMPANY SECRETARY**

B-103, International Commerce Centre, Near Kadiwala School, Ring Road, Surat-395 002, (Gujarat) INDIA.

Tele : 0261-2460903, 2475122 (M) 98241 15061

Website : www.drdcs.net E-mail : drd@drdcs.net

### **Scrutinizer's Report**

*[Pursuant to Section 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]*

To,  
The Chairman  
Mask Investments Limited  
A-601/B, International Trade Centre, Majura Gate, Ring Road,  
Surat-395002, Gujarat, India

Dear Sir,

I, Dhiren R. Dave, Company Secretary in Whole-Time Practice have been appointed by M/s Mask Investments Limited as Scrutinizer-

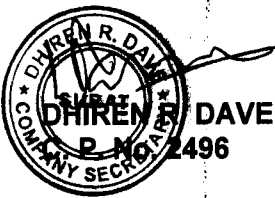
1. For the purpose of Scrutinizing the Postal Ballot Forms in a fair and transparent manner under the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014,
2. For the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014,

in respect of passing of the resolutions contained in Notice dated 27.02.2017 through Postal Ballot process.

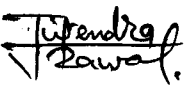
1. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide secured system for E-Voting process.
2. The E-Voting period remained open from 09.00 A.M. (IST) on March 01, 2017 up to 05.00 P. M. (IST) on March 30, 2017.



3. The Advertisement in this regard as per Rule 22(3) of the Companies (Management and Administration) Rules, 2014 was released in The Financial Express (English Edition) on 01.03.2017 and in The Financial Express, Ahmedabad (Gujarati Edition) on 01.03.2017.
4. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for E-Vote on the proposed resolutions was February 17, 2017.
5. The votes cast electronically were verified on 31<sup>st</sup> March, 2017, around 04:30 p.m. after the E-Voting finished, in the presence of two witnesses, Ms. Chaitali Jani and Mr. Jitendra Rawal, who are not in the employment of the Company. They have signed below in confirmation of the E-Votes verified in their presence.
6. Thereafter, the details containing, *inter alia*, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the E-Voting website of NSDL.
7. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 05.00 P. M. (IST) on March 30, 2017, were diligently scrutinized and reconciled with the records maintained by the Company.
8. I submit herewith the consolidated report on the voting through Postal Ballot together with results of e-voting for resolutions stated in notice dated 27.02.2017, stating total Votes, not voted/invalid votes, valid votes, votes cast in favour of the Resolutions (No. & %age) and votes cast against the Resolutions (No. & %age). Report attached as **Annexure-A.**



  
CHAITALI JANI

  
JITENDRA RAWAL

**Date : 31.03.2017**  
**Place : Surat**

**Encl: As Above**

**MASK INVESTMENT LIMITED**

**ANNEXURE - A**

**CONSOLIDATED REPORT ON THE RESULTS OF VOTING THROUGH POSTAL BALLOT TOGETHER WITH E-VOTING FOR RESOLUTIONS STATED IN NOTICE DATED 27.02.2017**

| Sr. No. | Particulars of Resolution                                                                                                                                                                                                  | Total Votes | Invalid votes | Valid votes | Total votes cast in favour of the resolution |                                                   | Total votes cast against the resolution |                                              |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------|-------------|----------------------------------------------|---------------------------------------------------|-----------------------------------------|----------------------------------------------|
|         |                                                                                                                                                                                                                            |             |               |             | Nos.                                         | % of valid votes cast in favour of the Resolution | Nos.                                    | % of valid votes cast against the Resolution |
| 1       | Rescind Resolution No. 2, with respect to Increase in authorized capital and cosequent alteration in MOA passed on 18.01.2017 as mentioned in the postal ballot notice dated 12.12.2016                                    | 2306122     | 0             | 2306122     | 2306122                                      | 100.00                                            | 0                                       | 0                                            |
| 2       | Rescind Resolution No. 3, with respect to Issue of Convertible warrants on preferential allotment basis to promoter group and non-promoter, passed on 18.01.2017 as mentioned in the postal ballot notice dated 12.12.2016 | 2306122     | 0             | 2306122     | 2306122                                      | 100.00                                            | 0                                       | 0                                            |



*Chaitali Jani*  
CHAITALI JANI

*Jitendra Rawal*  
JITENDRA RAWAL