



# Vardhmān POLYTEX LIMITED

Corporate & Regd. Office : 341, K-1, Mundian Khurd, P.O. Sahabana,  
Chandigarh Road, Ludhiana-141123 Punjab (INDIA)

Phone : +91-161-6629888, 6629990, 2685301-305

Fax : +91-161-6629988

E-mail : [info@oswalgroup.com](mailto:info@oswalgroup.com)

Website : [www.oswalgroup.com](http://www.oswalgroup.com)

CIN : L17122PB1980PLC004242

**REF: VPL: SCY: MAR: 2014-15**

**Dated: 30.03.2015**

*The Listing Department,  
NATIONAL STOCK EXCHANGE OF INDIA LTD,  
"Exchange Plaza"  
Bandra – Kurla Complex,  
Bandra (East),  
Mumbai- 400 051  
Scrip Code: VARDMNPOLY*

*The Listing Department,  
BOMBAY STOCK EXCHANGE LIMITED  
25<sup>th</sup> Floor,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai- 400 001  
Scrip Code: 514175*

**SUBJECT: Result of Postal Ballot**

Dear Sir/ Madam,

This in reference to above mentioned subject, kindly find enclosed herewith the Result of Postal Ballot for passing Special Resolutions along with scrutinizer report dated 28.03.2015.

This is for your information & Record.

Thanking you,

*Yours faithfully*  
**For VARDHMAN POLYTEX LTD**

**SUSHIL SHARMA  
COMPANY SECRETARY**

*Enclosed : As Above*



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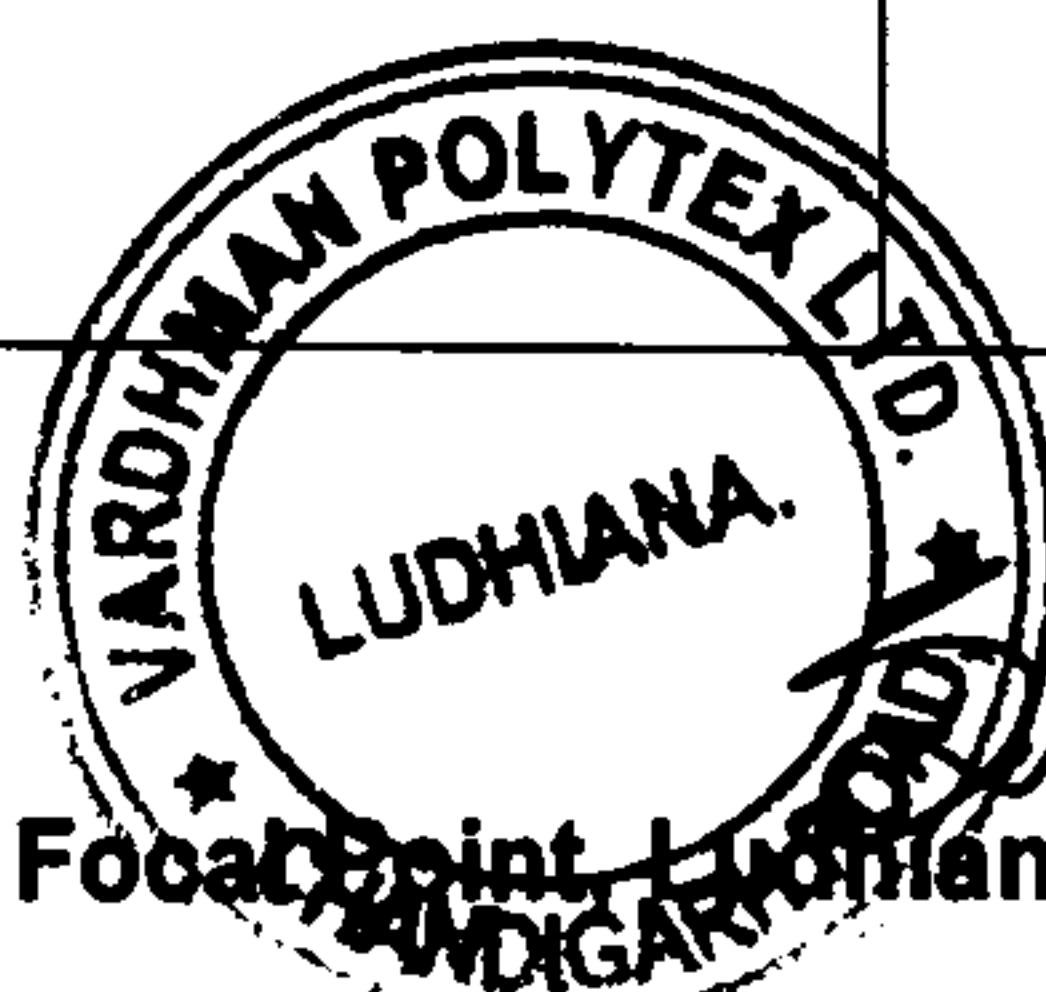
## RESULTS OF THE POSTAL BALLOT

Results of the voting conducting through Postal Ballot on the Special resolutions passed under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

The Company had appointed Mr. Bhupesh Gupta, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot process including e-voting process. Mr. Bhupesh Gupta has submitted the Scrutinizer Report on dated 28.03.2015 to the company.

The details of Special Resolution passed by Postal Ballot are as under:

| <b>Date of declaration of Postal Ballot Result</b>                                                         |                                                                                                                              |                            |                            | <b>30.03.2015</b>     |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------|-----------------------|
| <b>Total Number of Shareholders as on Cut off Date i.e. 21.02.2015</b>                                     |                                                                                                                              |                            |                            | <b>7167</b>           |
| <b>No. of Shareholders present in the meeting either in person or through proxy:</b>                       |                                                                                                                              |                            |                            | <b>Not Applicable</b> |
| <ul style="list-style-type: none"> <li>▪ Promoters and Promoter Group: --</li> <li>▪ Public: --</li> </ul> |                                                                                                                              |                            |                            |                       |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>                                 |                                                                                                                              |                            |                            | <b>Not Applicable</b> |
| <ul style="list-style-type: none"> <li>▪ Promoters and Promoter Group: --</li> <li>▪ Public: --</li> </ul> |                                                                                                                              |                            |                            |                       |
| <b>Detail of the Agenda:</b>                                                                               |                                                                                                                              |                            |                            |                       |
| <b>Item No.</b>                                                                                            | <b>Particulars</b>                                                                                                           | <b>Resolution Required</b> | <b>Mode of Voting</b>      | <b>Result</b>         |
| 1.                                                                                                         | Raising of funds upto Rs. 300 crore by issue of securities                                                                   | Special                    | Postal Ballot and E-Voting | Passed                |
| 2.                                                                                                         | To sell, transfer or dispose off the investment held in equity shares of Oswal Industrial Enterprise Private Limited (OIEPL) | Special                    | Postal Ballot and E-Voting | Passed                |
| 3.                                                                                                         | To consider and approve the re-appointment of Mr. Ashok Kumar Oswal as Chairman & Managing Director of the company.          | Special                    | Postal Ballot and E-Voting | Passed                |
| 4.                                                                                                         | To consider and approve the re-appointment of Mr. Adish Oswal as Executive Director of the company                           | Special                    | Postal Ballot and E-Voting | Passed                |



1. **Special Resolution, in respect of Resolution under Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013**

***To Authorize Board of Directors of the Company for raising of funds up to Rs. 300 crore by issue of securities under the provision of Section 42 and 62 of the Companies Act, 2013.***

Summary of the Results for Resolution 1 are given below:

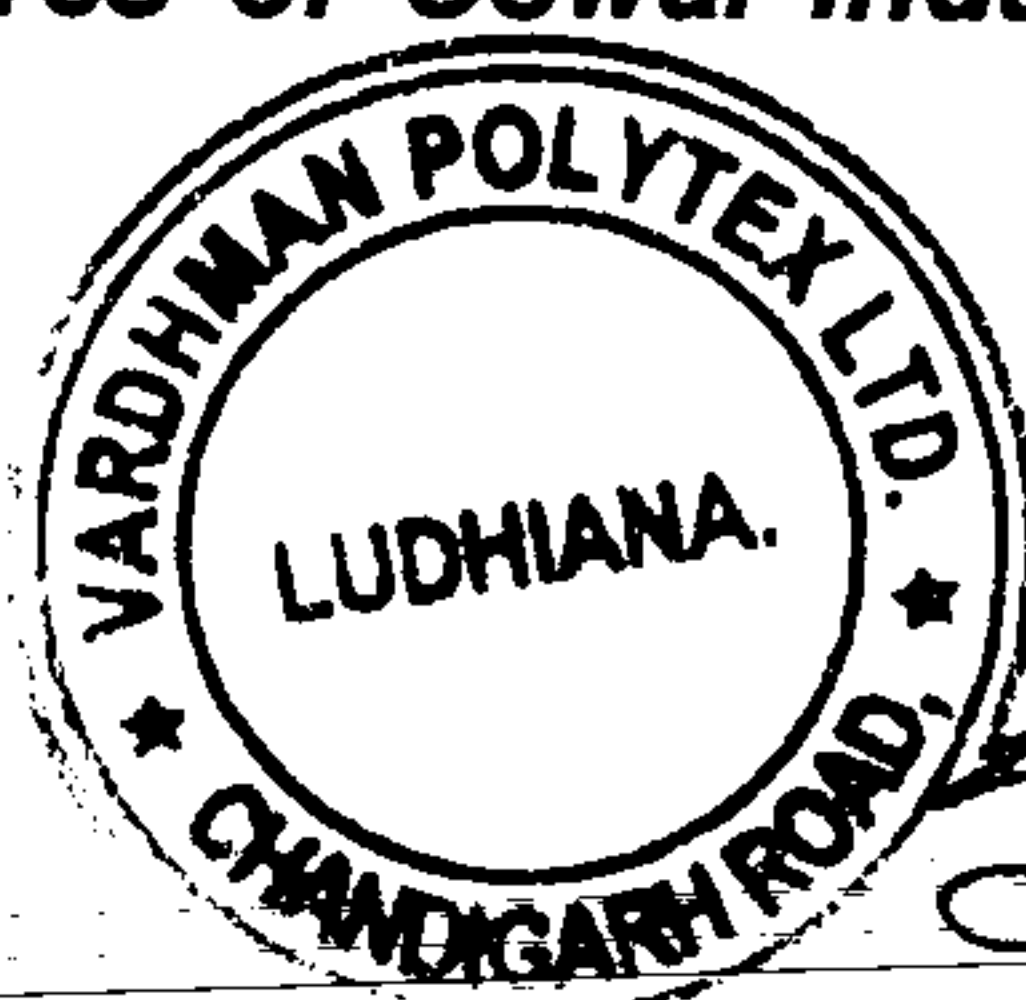
| <b>Detail of Vote Cast</b> |                          |                        |                          |                       |                          |
|----------------------------|--------------------------|------------------------|--------------------------|-----------------------|--------------------------|
| <b>Total Vote Cast</b>     |                          | <b>Votes in favour</b> |                          | <b>Votes against</b>  |                          |
| <b>No. of Members</b>      | <b>No. of Votes cast</b> | <b>No. of Members</b>  | <b>No. of Votes cast</b> | <b>No. of Members</b> | <b>No. of Votes cast</b> |
| 41                         | 1,50,79,353              | 41                     | 1,50,79,353              | 0                     | 0                        |

| <b>In case of Poll/Postal ballot/E-voting</b> |                               |                                        |                                                                 |                                       |                                     |                                                         |                                                           |
|-----------------------------------------------|-------------------------------|----------------------------------------|-----------------------------------------------------------------|---------------------------------------|-------------------------------------|---------------------------------------------------------|-----------------------------------------------------------|
| <b>Postal Ballot (Including E-Voting)</b>     |                               |                                        |                                                                 |                                       |                                     |                                                         |                                                           |
| <b>Promoter/<br/>Public</b>                   | <b>No. of<br/>shares held</b> | <b>No. of<br/>votes<br/>polled (2)</b> | <b>% of<br/>Votes<br/>Polled on<br/>outstandi<br/>ng shares</b> | <b>No. of<br/>Votes in<br/>favour</b> | <b>No. of<br/>Votes<br/>against</b> | <b>% of Votes<br/>in favour on<br/>votes<br/>polled</b> | <b>% of<br/>Votes<br/>against<br/>on votes<br/>polled</b> |
|                                               | (1)                           | (2)                                    | (3)=[(2)/(1)]<br>*100                                           | (4)                                   | (5)                                 | (6)=<br>[(4)/(2)]*100                                   | (7)=<br>[(5)/(2)]*10<br>0                                 |
| Promoter &<br>Promoter<br>Group               | 1,34,04,202                   | 1,34,04,202                            | 100.00%                                                         | 1,34,04,202                           | 0                                   | 100.00%                                                 | 0.0000                                                    |
| Public –<br>Institutional<br>holders          | 4,134                         | 0                                      | 0.00%                                                           | 0                                     | 0                                   | 0                                                       | 0                                                         |
| Public<br>Others                              | 88,82,621                     | 16,75,151                              | 18.86%                                                          | 16,75,151                             | 0                                   | 100.00%                                                 | 0.0000                                                    |
| <b>Total- (A)</b>                             | <b>2,22,90,957</b>            | <b>1,50,79,353</b>                     | <b>67.65%</b>                                                   | <b>1,50,79,353</b>                    | <b>0</b>                            | <b>100.00%</b>                                          | <b>0.000%</b>                                             |

As per the provisions of the section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and based on the Scrutinizer Report dated 28.03.2015 I hereby declare that aforesaid Special Resolution is duly passed by requisites majority.

2. **Special Resolution, in respect of Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013**

***To Authorize the Board to sell, transfer or dispose off the investment held by the Company in the equity shares of Oswal Industrial Enterprise Private Limited (OIEPL) wholly or partly.***



Summary of the Results for Resolution 2 are given below:

| <b>Detail of Vote Cast</b> |                          |                        |                          |                       |                          |
|----------------------------|--------------------------|------------------------|--------------------------|-----------------------|--------------------------|
| <b>Total Vote Cast</b>     |                          | <b>Votes in favour</b> |                          | <b>Votes against</b>  |                          |
| <b>No. of Members</b>      | <b>No. of Votes cast</b> | <b>No. of Members</b>  | <b>No. of Votes cast</b> | <b>No. of Members</b> | <b>No. of Votes cast</b> |
| 42                         | 1,50,79,503              | 42                     | 1,50,79,503              | 0                     | 0                        |

| <b>In case of Poll/Postal ballot/E-voting</b> |                                   |                                        |                                                            |                                       |                                     |                                                             |                                                           |
|-----------------------------------------------|-----------------------------------|----------------------------------------|------------------------------------------------------------|---------------------------------------|-------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------|
| <b>Postal Ballot (Including E-Voting)</b>     |                                   |                                        |                                                            |                                       |                                     |                                                             |                                                           |
| <b>Promoter/<br/>Public</b>                   | <b>No. of<br/>shares<br/>held</b> | <b>No. of<br/>votes<br/>polled (2)</b> | <b>% of Votes<br/>Polled on<br/>outstanding<br/>shares</b> | <b>No. of<br/>Votes in<br/>favour</b> | <b>No. of<br/>Votes<br/>against</b> | <b>% of<br/>Votes in<br/>favour on<br/>votes<br/>polled</b> | <b>% of<br/>Votes<br/>against<br/>on votes<br/>polled</b> |
|                                               | (1)                               | (2)                                    | (3)=[(2)/(1)]*100                                          | (4)                                   | (5)                                 | (6)=[(4)/(2)]*100                                           | (7)=[(5)/(2)]*100                                         |
| Promoter & Promoter Group                     | 1,34,04,202                       | 1,34,04,202                            | 100.00%                                                    | 1,34,04,202                           | 0                                   | 100.00%                                                     | 0.0000                                                    |
| Public – Institutional holders                | 4,134                             | 0                                      | 0.00%                                                      | 0                                     | 0                                   | 0                                                           | 0                                                         |
| Public Others                                 | 88,82,621                         | 16,75,301                              | 18.86%                                                     | 16,75,301                             | 0                                   | 100.00%                                                     | 0.0000                                                    |
| <b>Total- (A)</b>                             | <b>2,22,90,957</b>                | <b>1,50,79,503</b>                     | <b>67.65%</b>                                              | <b>1,50,79,503</b>                    | <b>0</b>                            | <b>100.00%</b>                                              | <b>0.000%</b>                                             |

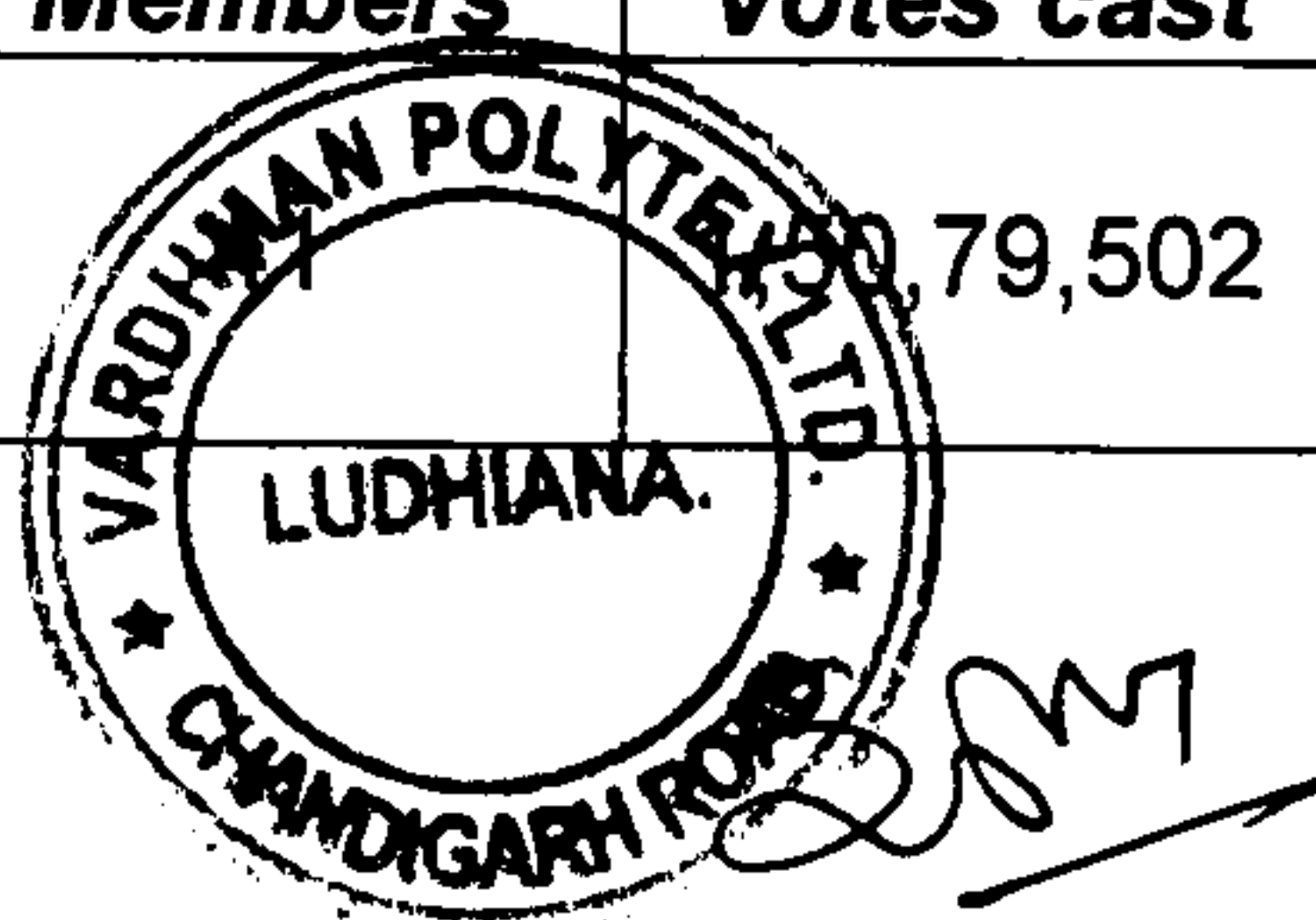
As per the provisions of the section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and based on the Scrutinizer Report dated 28.03.2015, I hereby declare that aforesaid Special Resolution is duly passed by requisites majority.

**3. Special Resolution, in respect of Resolution pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013**

**To approve the Re-appointment of Mr. Ashok Kumar Oswal as Chairman & Managing Director of the company.**

Summary of the Results for Resolution 3 are given below:

| <b>Detail of Vote Cast</b> |                          |                        |                          |                       |                          |
|----------------------------|--------------------------|------------------------|--------------------------|-----------------------|--------------------------|
| <b>Total Vote Cast</b>     |                          | <b>Votes in favour</b> |                          | <b>Votes against</b>  |                          |
| <b>No. of Members</b>      | <b>No. of Votes cast</b> | <b>No. of Members</b>  | <b>No. of Votes cast</b> | <b>No. of Members</b> | <b>No. of Votes cast</b> |
| 42                         | 1,50,79,503              |                        | 1,50,79,502              | 1                     | 1                        |



| <i>In case of Poll/Postal ballot/E-voting</i> |                                   |                                        |                                                             |                                       |                                     |                                                             |                                                       |
|-----------------------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------------|---------------------------------------|-------------------------------------|-------------------------------------------------------------|-------------------------------------------------------|
| <i>Postal Ballot (Including E-Voting)</i>     |                                   |                                        |                                                             |                                       |                                     |                                                             |                                                       |
| <i>Promoter/<br/>Public</i>                   | <i>No. of<br/>shares<br/>held</i> | <i>No. of<br/>votes<br/>polled (2)</i> | <i>% of Votes<br/>Polled on<br/>outstandin<br/>g shares</i> | <i>No. of<br/>Votes in<br/>favour</i> | <i>No. of<br/>Votes<br/>against</i> | <i>% of<br/>Votes in<br/>favour on<br/>votes<br/>polled</i> | <i>% of Votes<br/>against on<br/>votes<br/>polled</i> |
|                                               | (1)                               | (2)                                    | (3)=[(2)/(1)]<br>*100                                       | (4)                                   | (5)                                 | (6)=<br>[(4)/(2)]*10<br>0                                   | (7)=<br>[(5)/(2)]*10<br>0                             |
| Promoter &<br>Promoter<br>Group               | 1,34,04,202                       | 1,34,04,202                            | 100.00%                                                     | 1,34,04,202                           | 0                                   | 100.00%                                                     | 0.0000                                                |
| Public –<br>Institutional<br>holders          | 4,134                             | 0                                      | 0.00%                                                       | 0                                     | 0                                   | 0                                                           | 0                                                     |
| Public<br>Others                              | 88,82,621                         | 16,75,301                              | 18.86%                                                      | 16,75,300                             | 1                                   | 99.9999%                                                    | 0.0001%                                               |
| <b>Total- (A)</b>                             | <b>2,22,90,957</b>                | <b>1,50,79,503</b>                     | <b>67.65%</b>                                               | <b>1,50,79,502</b>                    | <b>1</b>                            | <b>99.9999%</b>                                             | <b>0.0001%</b>                                        |

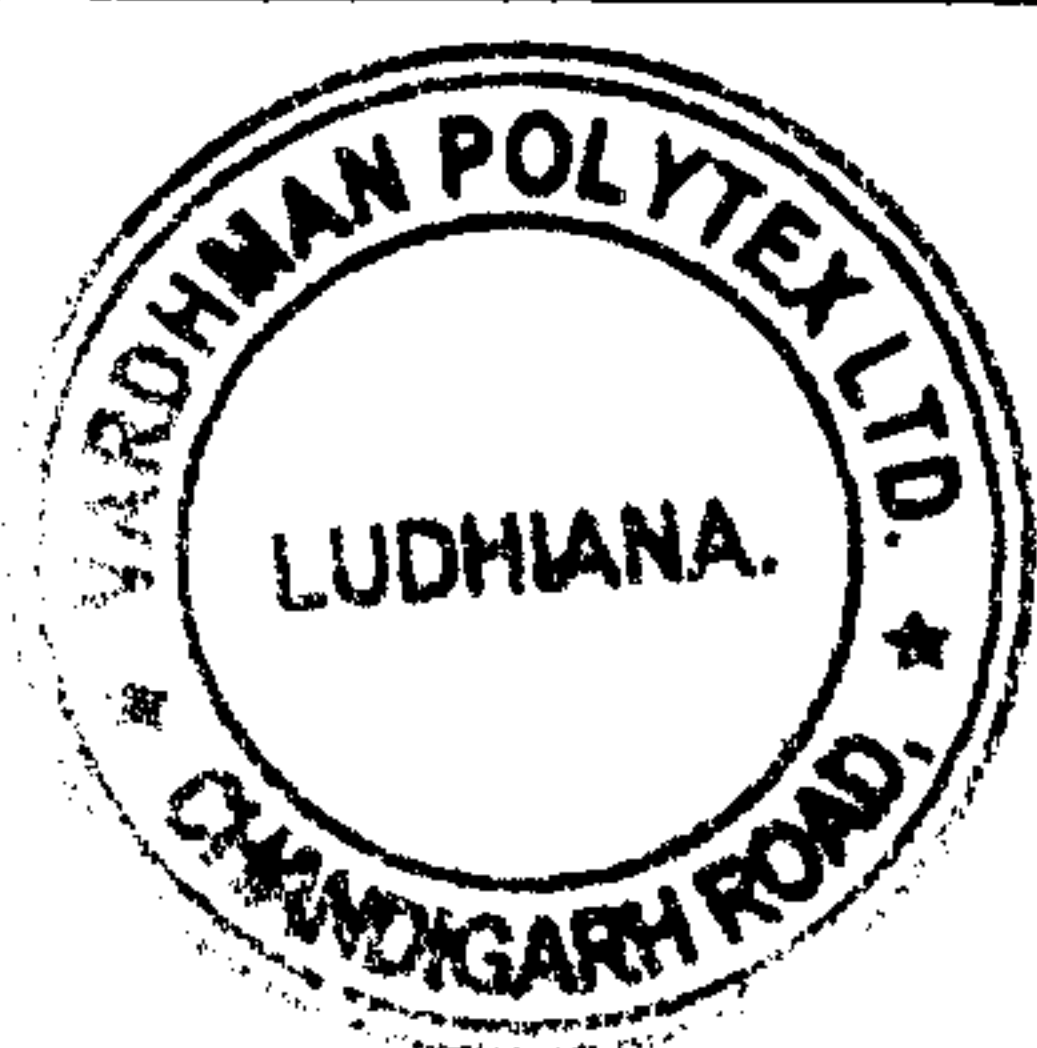
As per the provisions of the section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and based on the Scrutinizer Report dated 28.03.2015 I hereby declare that aforesaid Special Resolution is duly passed by requisites majority.

**4. Special Resolution, in respect of Resolution pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013**

***To approve the re-appointment of Mr. Adish Oswal as Executive Director of company.***

Summary of the Results for Resolution 4 are given below:

| <i>Detail of Vote Cast</i> |                              |                           |                              |                           |                              |
|----------------------------|------------------------------|---------------------------|------------------------------|---------------------------|------------------------------|
| <i>Total Vote Cast</i>     |                              | <i>Votes in favour</i>    |                              | <i>Votes against</i>      |                              |
| <i>No. of<br/>Members</i>  | <i>No. of<br/>Votes cast</i> | <i>No. of<br/>Members</i> | <i>No. of<br/>Votes cast</i> | <i>No. of<br/>Members</i> | <i>No. of<br/>Votes cast</i> |
| 42                         | 1,50,79,503                  | 41                        | 1,50,79,502                  | 1                         | 1                            |

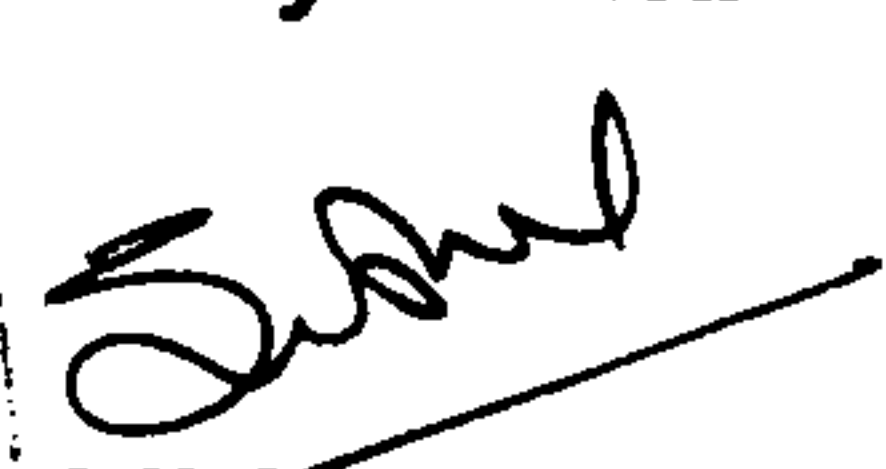


| <i>In case of Poll/Postal ballot/E-voting</i> |                                   |                                        |                                                             |                                       |                                     |                                                             |                                                       |
|-----------------------------------------------|-----------------------------------|----------------------------------------|-------------------------------------------------------------|---------------------------------------|-------------------------------------|-------------------------------------------------------------|-------------------------------------------------------|
| <i>Postal Ballot (Including E-Voting)</i>     |                                   |                                        |                                                             |                                       |                                     |                                                             |                                                       |
| <i>Promoter/<br/>Public</i>                   | <i>No. of<br/>shares<br/>held</i> | <i>No. of<br/>votes<br/>polled (2)</i> | <i>% of Votes<br/>Polled on<br/>outstandin<br/>g shares</i> | <i>No. of<br/>Votes in<br/>favour</i> | <i>No. of<br/>Votes<br/>against</i> | <i>% of<br/>Votes in<br/>favour on<br/>votes<br/>polled</i> | <i>% of Votes<br/>against on<br/>votes<br/>polled</i> |
|                                               | (1)                               | (2)                                    | (3)=[(2)/(1)]<br>*100                                       | (4)                                   | (5)                                 | (6)=<br>[(4)/(2)]*10<br>0                                   | (7)=<br>[(5)/(2)]*10<br>0                             |
| Promoter &<br>Promoter<br>Group               | 1,34,04,202                       | 1,34,04,202                            | 100.00%                                                     | 1,34,04,202                           | 0                                   | 100.00%                                                     | 0.0000                                                |
| Public –<br>Institutional<br>holders          | 4,134                             | 0                                      | 0.00%                                                       | 0                                     | 0                                   | 0                                                           | 0                                                     |
| Public<br>Others                              | 88,82,621                         | 16,75,301                              | 18.86%                                                      | 16,75,300                             | 1                                   | 99.9999%                                                    | 0.0001%                                               |
| <b>Total- (A)</b>                             | <b>2,22,90,957</b>                | <b>1,50,79,503</b>                     | <b>67.65%</b>                                               | <b>1,50,79,502</b>                    | <b>1</b>                            | <b>99.9999%</b>                                             | <b>0.0001%</b>                                        |

As per the provisions of the section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and based on the Scrutinizer Report dated 28.03.2015 I hereby declare that aforesaid Special Resolution is duly passed by requisites majority.

**Place: Ludhiana**  
**Date: 30.03.2015**

**Enclosed: Scrutinizer Report**

**For Vardhman Polytex Ltd**  
  
  
**(Sushil Sharma)**  
**Company Secretary**

**B. K. Gupta & Associates**  
**Company Secretaries**



(O) 0161-2407500  
0161-5049700  
(R) 0161-2303137  
(M) 098156-05702

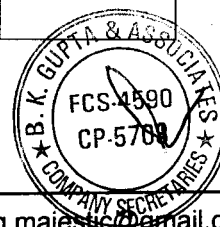
The Chairman  
Vardhman Polytex Limited  
341 K-1, Mundian Khurd, P O Sahabana,  
Chandigarh Road,  
Ludhiana, Punjab-141123

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot- Scrutinizer Report**

Pursuant to the Resolution passed by the Board of Directors of Vardhman Polytex Limited in its Meeting held on 6<sup>th</sup> February, 2015, I have been appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the following resolutions:

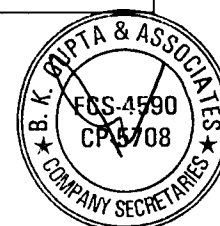
| Resolution No. | Reference to the Companies Act, 2013                                                                                                                                                                             | Description of the Resolution                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Type of the Resolution |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 1.             | Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) | <b>TO RAISE FUNDS UPTO RS. 300 CRORE BY ISSUE OF SECURITIES</b><br><br>"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof), (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and the Issue of Foreign | Special Resolution     |



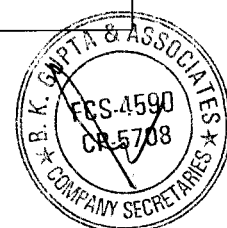
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|--|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|  | <b>Rules, 2014</b> | <p>Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended, rules, regulations, guidelines, notifications and circulars if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions, if and as applicable, of the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and/or all other appropriate and/or concerned authorities, and in accordance with the regulations, guidelines and clarifications issued by such authorities from time to time and subject to such applicable conditions and modifications, as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board to offer,</p> |  |
|--|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|



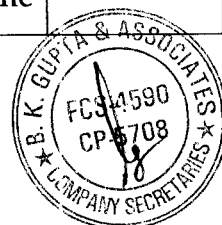
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|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|  |  | <p>issue and allot in one or more foreign markets or domestic markets, equity shares and/or other instruments non-convertible, convertible into or linked or exchangeable to equity shares, optionally or otherwise, including but not limited to Global Depository Receipts (GDR's)/ American Depository Receipts(ADR's)/ Foreign Currency Convertible Bonds (FCCB's)/ Debentures along with or without warrants or any combination thereof {hereinafter referred to as "Securities"} for an aggregate sum upto Rs. 300 Crore (Rupees Three hundred crore only), in Indian Currency and/or any other currency(ies) inclusive of such premium, with or without green shoe option and/or underwriting option as may be decided by the Board, secured or unsecured, to all eligible investors including Indian/Foreign/Resident/Non-resident Investors (whether Institutions, Corporate Bodies, Mutual Funds/Trusts/Foreign Institutional Investors/Banks and/or Individuals, or otherwise and whether or not such investors are Members, Promoters, Directors or their relatives/associates, of the Company) through Public Issue(s), Preferential Allotment, Private Placement(s) or any other permitted mode or combination thereof or through Qualified Institutional Placement (QIP) in terms of various laws, guidelines and regulations including SEBI (ICDR) Regulations, if applicable, and to such categories of investors and in such tranche or tranches, at such price or prices whether at a discount or premium to market price or prices in such manner and on such terms and</p> |  |
|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|



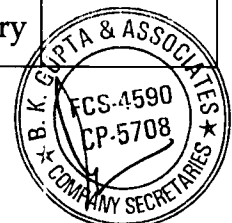
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|--|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|  |  | <p>conditions as the Board may in its discretion decide in consultation with the Book Runner(s)/Lead Manager(s), Underwriter(s), Advisor(s) to the Issue, so as to enable the Company to get the Securities listed at any Stock Exchanges in India and/or any other Overseas Stock Exchanges.</p> <p>RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board/Committee) shall only be to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.</p> <p>RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board</p> |  |
|--|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|



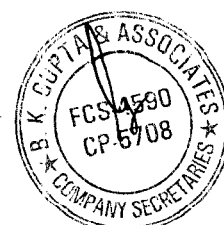
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|  |  | <p>decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. In the event that convertible securities (as defined under the ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities.</p> <p>RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depositary Receipts ("ADRs") or Global Depositary Receipts ("GDRs"), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depositary Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution.</p> <p>RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the</p> |  |
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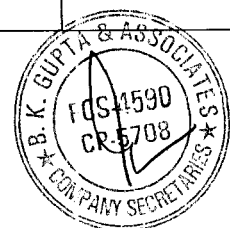
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|  |  | <p>prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board or duly authorised committee of directors be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, all such Equity Shares shall rank pari passu inter se and with the then existing issued Equity Shares of the Company in all respects, subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable laws and regulations including any rules and regulations of any of the stock exchanges.</p> <p>RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares/ Securities shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations issued by competent statutory or regulatory</p> |  |
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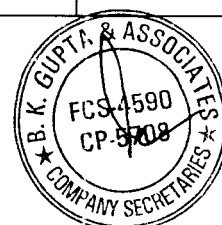
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|  |  | <p>authority and to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares/Securities and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient subject to applicable laws.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilising agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to the preliminary and final offering documents, prospectus and/or letter of offer and/or circular, documents and agreements</p> |  |
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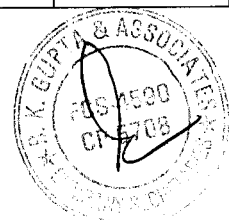
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|  |  | <p>including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings, to issue bid and/or application forms and confirmations of allotment and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more stock exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the stock exchanges in India.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.</p> |  |
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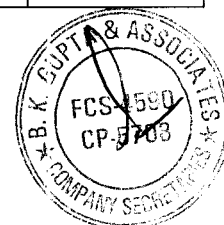
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| 2. | Section 180(1)(a) of Companies Act, 2013 read with clause 49 of the listing agreement | <p><b>TO SELL, TRANSFER OR DISPOSE OFF THE INVESTMENT HELD IN EQUITY SHARES OF OSWAL INDUSTRIAL ENTERPRISE PRIVATE LIMITED (OIEPL)</b></p> <p>“RESOLVED THAT subject to the consents, approvals and permissions as may be required and in terms of the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board to sell, transfer or dispose off the investment held by the Company in the equity shares of Oswal Industrial Enterprise Private Limited (OIEPL) wholly or partly to any prospective buyer(s) which may include promoter/promoter group companies in one or more tranches at the negotiable/appropriate/fair market price.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof be and is hereby authorised to decide or identify the buyer, quantum of shares to be sold, negotiate price, to execute and sign necessary papers, documents and writings, settle any question or difficulty that may arise in regard to the proposed sale and to do all such acts, deeds, matters and things as may be deemed necessary and expedient for giving effect to this resolution.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or any other officer(s) of the Company in such</p> | Special Resolution |
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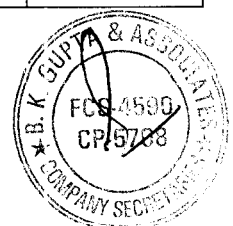
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| 3. | Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 | <p>manner as they may deem fit in their absolute discretion.</p> <p><b>TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ASHOK KUMAR OSWAL AS CHAIRMAN &amp; MANAGING DIRECTOR OF THE COMPANY</b></p> <p>"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government, Banks/ Financial Institutions, if required, the consent of the members of the Company be and is hereby given for the reappointment of Mr. Ashok Kumar Oswal (DIN - 00009403) as Chairman &amp; Managing Director of the Company w.e.f. 01.04.2015 for a period of three year i.e. 01.04.2015 to 31.03.2018 on the remuneration as per details given below:</p> <ol style="list-style-type: none"> <li><b>Salary:</b> Basic Salary Rs. 3,30,000/- (Rupees three lac thirty thousand only) per month and an annual increment @ 10% of last drawn basic salary.</li> <li><b>Commission :</b> 2.00% of the Net Profits.</li> <li><b>Perquisites:</b> The perquisites shall be allowed in addition to salary. However, such perquisites shall be restricted to an amount equal to one year's salary during the year as per details given below: <ol style="list-style-type: none"> <li><b>Housing-</b> Free residential accommodation alongwith free furnishing or House Rent Allowance equal to 30 % of the basic salary. The expenditure incurred by the</li> </ol> </li> </ol> | Special Resolution |
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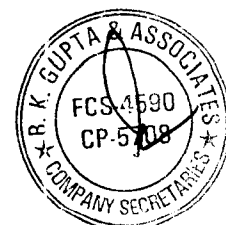
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|  |  | <p>Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Act/Rules.</p> <p>(b) <b>Medical Allowance-</b> Medical Allowance upto an amount of Rs. 60,000/- per annum.</p> <p>(c) <b>Reimbursement of electricity &amp; water charges</b> not exceeding to Rs. 4,50,000/- per annum.</p> <p>(d) <b>Special Allowance-</b> Special Allowance upto an amount of Rs. 42,500/- per month.</p> <p>(e) <b>Club Fees-</b> Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.</p> <p>(f) <b>Provident Fund-</b> Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.</p> <p>(g) <b>Gratuity-</b> Gratuity payable shall not exceed half a month's salary for each completed year of service.</p> <p>(h) <b>Car &amp; Telephone-</b> Free use of Telephone &amp; Company's Car for official work as per Company Rules.</p> <p>(i) <b>Other Benefits-</b> Entitled to all the other benefits, schemes, privileges and amenities, as are granted to the senior executives/ employees of the Company in accordance with the Company's practice, rules and</p> |  |
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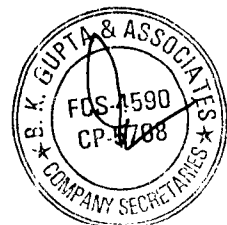
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|    |                                                                                                                                 | <p>regulations in force from time to time.</p> <p>RESOLVED FURTHER THAT the said remuneration and perquisites shall be subject to Schedule V of the Companies Act, 2013 and in case during the tenure, there is a loss or the profits are inadequate in the financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Ashok Kumar Oswal in that financial year as minimum remuneration.</p> <p>RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors and acceptable to Mr. Ashok Kumar Oswal”.</p> |                                  |
| 4. | <p>Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013</p> | <p><b>TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. ADISH OSWAL AS EXECUTIVE DIRECTOR OF THE COMPANY</b></p> <p>“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government, Banks/ Financial Institutions, if required, the consent of the members of the Company be and is hereby given for the reappointment of Mr. Adish Oswal (DIN - 00009710) as Executive Director of the Company, being Whole Time Director, liable to retire by rotation, w.e.f. 01.04.2015 for a period of three year i.e. 01.04.2015 to</p>           | <p><b>Special Resolution</b></p> |



|  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
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|  |  | <p>31.03.2018 on the remuneration as per details given below:</p> <ol style="list-style-type: none"> <li><b>Salary:</b> Basic Salary Rs. 3,30,000/- (Rupees three lac thirty thousand only) per month and an annual increment @ 10% of last drawn basic salary.</li> <li><b>Commission :</b> 0.75% of the Net Profits.</li> <li><b>Perquisites:</b> The perquisites shall be allowed in addition to salary. However, such perquisites shall be restricted to an amount equal to one year's salary during the year as per details given below: <ul style="list-style-type: none"> <li>(a) <b>Housing-</b> Free residential accommodation alongwith free furnishing or House Rent Allowance equal to 30 % of the basic salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Act/Rules.</li> <li>(b) <b>Medical Allowance-</b> Medical Allowance upto an amount of Rs. 15,000/- per annum.</li> <li>(c) <b>Bonus:</b> Bonus equal to one month basic salary for the year.</li> <li>(d) <b>Special Allowance-</b> Special Allowance upto an amount of Rs. 42,500/- per month.</li> <li>(e) <b>Club Fees-</b> Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.</li> </ul> </li> </ol> |  |
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|  |  | <p>(f) <b>Provident Fund-</b> Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.</p> <p>(g) <b>Gratuity-</b> Gratuity payable shall not exceed half a month's salary for each completed year of service.</p> <p>(h) <b>Car &amp; Telephone-</b> Free use of Telephone &amp; Company's Car for official work as per Company Rules.</p> <p>(i) <b>Other Benefit-</b> Entitled to all the other benefits, schemes, privileges and amenities, as are granted to the senior executives/ employees of the Company in accordance with the Company's practice, rules and regulations in force from time to time.</p> <p>RESOLVED FURTHER THAT the said remuneration and perquisites shall be subject to Schedule V of the Companies Act, 2013 and in case during the tenure, there is a loss or the profits are inadequate in the financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Adish Oswal in that financial year as minimum remuneration.</p> <p>RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors and acceptable to Mr.</p> |  |
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|  |  |               |  |
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|  |  | Adish Oswal". |  |
|--|--|---------------|--|

We report that the Postal Ballot notice dated 6<sup>th</sup> February, 2015 under Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, was issued individually to all shareholders and the notices were dispatched on 26<sup>th</sup> February, 2015 through Registered Post. Further, all the Shareholders have also been given an option of e-voting through e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) as per the aforesaid Act and Rules and clause 35B of the Listing Agreement, We report that as stated in the notice sent to the shareholders, the Company has fixed 28<sup>th</sup> March, 2015 as the last date for receipt of Postal Ballots. As stated in Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in Business Standard & Desh Sewak on 27<sup>th</sup> February, 2015 , informing about the dispatch of Postal Ballot forms and other related matters mentioned therein.

We report that we have received the Postal Ballot Forms from the Shareholders during the period starting from 27<sup>th</sup> February, 2015 to 28<sup>th</sup> March, 2015

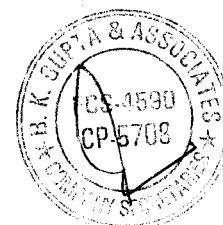
All the Postal Ballot forms received up to the closure of working hours (6.00 p.m.) on Saturday, 28<sup>th</sup> March, 2015, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

During the course of scrutiny of Postal Ballot forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot Forms were scrutinized and processed and register containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Shares held, Number of votes voted, Assented, Dissented and Rejected was maintained in electronic Format.

We report that out of 7,167 Shareholders we have received polled Postal Ballot Forms from 16 Shareholders.

The e-voting portal was unblocked at 6.30 PM on 28<sup>th</sup> March, 2015 in the presence Mr. Sahil Khurana and Mr. Onkar Singh who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.



The votes polled through Ballot received by the scrutinizer till the closing hours of the e-voting were also opened and processed in the presence of aforesaid witnesses.

The E-Voting results/lists of Equity Shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) and the same are being handed over to the Chairman.

|                                          |                                                                      |
|------------------------------------------|----------------------------------------------------------------------|
| Total Number of Shareholders             | 7,167 ( as on 21 <sup>st</sup> February, 2015)                       |
| Total Number of Shares ( Fully paid up)  | 2,22,90,957 (as on 21 <sup>st</sup> February, 2015)                  |
| Receipt of Postal Ballot Forms           | from 27 <sup>th</sup> February, 2015 to 28 <sup>th</sup> March, 2015 |
| Total Postal Ballot Forms Received       | 16                                                                   |
| Total Folios Voted through CDSL e-voting | 26                                                                   |

1. Special Resolution, in respect of Resolution under Section Section 42, 62 and other applicable provisions, if any ,of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules,2014 and the Companies (Share Capital and Debentures) Rules, 2014

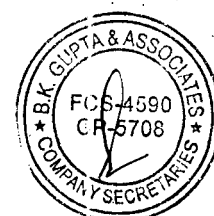
Summary of the Results for Resolution 1 are given below:

**Total Shareholding and Ballots Received through Post**

| Particulars                | Number of folios | Number of Shares (Votes) | Percentage (%) (Votes) |
|----------------------------|------------------|--------------------------|------------------------|
| Total Shareholders         | 7,167            | 2,22,90,957              | 100.00                 |
| Number of Ballots Received | 15               | 41,47,312                | 18.605                 |
| Number of Votes For        | 15               | 41,47,312                | 18.605                 |
| Number of Votes AGAINST    | 0                | 0                        | 0.00                   |

**Break-up of voting through Postal Ballot and Voted in favour of resolution**

|                          |    |           |        |
|--------------------------|----|-----------|--------|
| Promoter/Promoters Group | 2  | 24,73,000 | 59.63  |
| Public-Institutional     | 0  | 0         | 0.00   |
| Public-Others            | 13 | 16,74,312 | 40.37  |
| Total                    | 15 | 41,47,312 | 100.00 |



**Break-up of voting through Postal Ballot and Voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 0 | 0 | 0.00 |
| Total                    | 0 | 0 | 0.00 |

**Polled through e-voting**

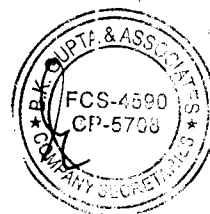
| Particulars                         | Number of Ballots | Number of Shares (Votes) | Percentage (%) (Votes) |
|-------------------------------------|-------------------|--------------------------|------------------------|
| Total Folios voted through e-voting | 26                | 1,09,32,041              | 100.00                 |
| No. of Folios voted FOR             | 26                | 1,09,32,041              | 100.00                 |
| No. of Folios voted AGAINST         | 0                 | 0                        | 0.00                   |

**Break-up of voting details through e-voting and Voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 22 | 1,09,31,202 | 99.992 |
| Public-Institutional     | 0  | 0           | 0.00   |
| Public-Others            | 4  | 839         | 0.008  |
| Total                    | 26 | 1,09,32,041 | 100.00 |

**Break-up of voting details through e-voting and Voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 0 | 0 | 0.00 |
| Total                    | 0 | 0 | 0.00 |



**Total Votes Polled and Results (E-voting and physical ballot)**

| <b>Particulars</b>                           | <b>Number of Ballots</b> | <b>Number of Shares<br/>(Votes)</b> | <b>Percentage(%)<br/>(Votes)</b> |
|----------------------------------------------|--------------------------|-------------------------------------|----------------------------------|
| Total Folios Voted through e-voting and post | 41                       | 1,50,79,353                         | 100.00                           |
| No. of Folios voted FOR                      | 41                       | 1,50,79,353                         | 100.00                           |
| No. of Folios voted AGAINST                  | 0                        | 0                                   | 0.00                             |

**Break-up of voting through Postal Ballot & E-voting and voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 24 | 1,34,04,202 | 88.89  |
| Public-Institutional     | 0  | 0           | 0.00   |
| Public-Others            | 17 | 16,75,151   | 11.11  |
| Total                    | 41 | 1,50,79,353 | 100.00 |

**Break-up of voting through Postal Ballot & E-voting and voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 0 | 0 | 0.00 |
| Total                    | 0 | 0 | 0.00 |



## RESULT FOR RESOLUTION NO. 1

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution.

### 2. Special Resolution, in respect of Resolution under Section 180(1)(a) of Companies Act, 2013.

Summary of the Results for Resolution 2 are given below:

#### Total Shareholding and Ballots Received through Post

| Particulars                   | Number of folios | Number of Shares<br>(Votes) | Percentage (%)<br>(Votes) |
|-------------------------------|------------------|-----------------------------|---------------------------|
| Total Shareholders            | 7,167            | 2,22,90,957                 | 100.00                    |
| Number of Ballots<br>Received | 16               | 41,47,462                   | 18.606                    |
| Number of Votes<br>For        | 16               | 41,47,462                   | 18.606                    |
| Number of Votes<br>AGAINST    | 0                | 0                           | 0.00                      |

#### Break-up of voting through Postal Ballot and Voted in favour of resolution

|                             |    |           |        |
|-----------------------------|----|-----------|--------|
| Promoter/Promoters<br>Group | 2  | 24,73,000 | 59.63  |
| Public-Institutional        | 0  | 0         | 0.00   |
| Public-Others               | 14 | 16,74,462 | 40.37  |
| Total                       | 16 | 41,47,462 | 100.00 |



**Break-up of voting through Postal Ballot and Voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 0 | 0 | 0.00 |
| Total                    | 0 | 0 | 0.00 |

**Polled through e-voting**

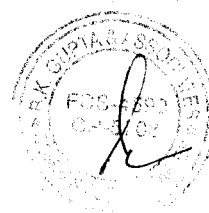
| Particulars                         | Number of Ballots | Number of Shares (Votes) | Percentage (%) (Votes) |
|-------------------------------------|-------------------|--------------------------|------------------------|
| Total Folios voted through e-voting | 26                | 1,09,32,041              | 100.00                 |
| No. of Folios voted FOR             | 26                | 1,09,32,041              | 100.00                 |
| No. of Folios voted AGAINST         | 0                 | 0                        | 0.00                   |

**Break-up of voting details through e-voting and Voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 22 | 1,09,31,202 | 99.992 |
| Public-Institutional     | 0  | 0           | 0.00   |
| Public-Others            | 4  | 839         | 0.008  |
| Total                    | 26 | 1,09,32,041 | 100.00 |

**Break-up of voting details through e-voting and Voted against resolution**

|                          |   |   |       |
|--------------------------|---|---|-------|
| Promoter/Promoters Group | 0 | 0 | 0.000 |
| Public-Institutional     | 0 | 0 | 0.000 |
| Public-Others            | 0 | 0 | 0.000 |
| Total                    | 0 | 0 | 0.000 |



**Total Votes Polled and Results (E-voting and physical ballot)**

| Particulars                                  | Number of Ballots | Number of Shares<br>(Votes) | Percentage(%)<br>(Votes) |
|----------------------------------------------|-------------------|-----------------------------|--------------------------|
| Total Folios Voted through e-voting and post | 42                | 1,50,79,503                 | 100.00                   |
| No. of Folios voted FOR                      | 42                | 1,50,79,503                 | 100.00                   |
| No. of Folios voted AGAINST                  | 0                 | 0                           | 0.00                     |

**Break-up of voting through Postal Ballot & E-voting and voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 24 | 1,34,04,202 | 88.89  |
| Public-Institutional     | 0  | 0           | 0.00   |
| Public-Others            | 18 | 16,75,301   | 11.11  |
| Total                    | 42 | 1,50,79,503 | 100.00 |

**Break-up of voting through Postal Ballot & E-voting and voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 0 | 0 | 0.00 |
| Total                    | 0 | 0 | 0.00 |



## RESULT FOR RESOLUTION NO . 2

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 180(1)(a) of Companies Act,2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution .

3. Special Resolution, in respect of Resolution under Section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013

Summary of the Results for Resolution 3 are given below:

### Total Shareholding and Ballots Received through Post

| Particulars                   | Number of folios | Number of Shares<br>(Votes) | Percentage (%)<br>(Votes) |
|-------------------------------|------------------|-----------------------------|---------------------------|
| Total Shareholders            | 7,167            | 2,22,90,957                 | 100.00                    |
| Number of Ballots<br>Received | 16               | 41,47,462                   | 18.606                    |
| Number of Votes<br>For        | 16               | 41,47,462                   | 18.606                    |
| Number of Votes<br>AGAINST    | 0                | 0                           | 0.00                      |

### Break-up of voting through Postal Ballot and Voted in favour of resolution

|                             |    |           |        |
|-----------------------------|----|-----------|--------|
| Promoter/Promoters<br>Group | 2  | 24,73,000 | 59.63  |
| Public-Institutional        | 0  | 0         | 0.00   |
| Public-Others               | 14 | 16,74,462 | 40.37  |
| Total                       | 16 | 41,47,462 | 100.00 |

### Break-up of voting through Postal Ballot and Voted against resolution

|                             |   |   |      |
|-----------------------------|---|---|------|
| Promoter/Promoters<br>Group | 0 | 0 | 0.00 |
| Public-Institutional        | 0 | 0 | 0.00 |
| Public-Others               | 0 | 0 | 0.00 |
| Total                       | 0 | 0 | 0.00 |



**Polled through e-voting**

| <b>Particulars</b>                  | <b>Number of Ballots</b> | <b>Number of Shares (Votes)</b> | <b>Percentage (%) (Votes)</b> |
|-------------------------------------|--------------------------|---------------------------------|-------------------------------|
| Total Folios voted through e-voting | 26                       | 1,09,32,041                     | 100.00                        |
| No. of Folios voted FOR             | 25                       | 1,09,32,040                     | 100.00                        |
| No. of Folios voted AGAINST         | 1                        | 1                               | 0.00                          |

**Break-up of voting details through e-voting and Voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 22 | 1,09,31,202 | 99.992 |
| Public-Institutional     | 0  | 0           |        |
| Public-Others            | 3  | 838         | 0.008  |
| Total                    | 25 | 1,09,32,040 | 100.00 |

**Break-up of voting details through e-voting and Voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 1 | 1 | 0.00 |
| Total                    | 1 | 1 | 0.00 |

**Total Votes Polled and Results (E-voting and physical ballot)**

| <b>Particulars</b>                           | <b>Number of Ballots</b> | <b>Number of Shares (Votes)</b> | <b>Percentage(%) (Votes)</b> |
|----------------------------------------------|--------------------------|---------------------------------|------------------------------|
| Total Folios Voted through e-voting and post | 42                       | 1,50,79,503                     | 100.00                       |
| No. of Folios voted FOR                      | 41                       | 1,50,79,502                     | 100.00                       |
| No. of Folios voted AGAINST                  | 1                        | 1                               | 0.00                         |



**Break-up of voting through Postal Ballot & E-voting and voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 24 | 1,34,04,202 | 88.89  |
| Public-Institutional     | 0  | 0           | 0.00   |
| Public-Others            | 17 | 16,75,300   | 11.11  |
| Total                    | 41 | 1,50,79,502 | 100.00 |

**Break-up of voting through Postal Ballot & E-voting and voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 1 | 1 | 0.00 |
| Total                    | 0 | 0 | 0.00 |

**RESULT FOR RESOLUTION NO . 3**

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution .

4. Special Resolution, in respect of Resolution under Section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013

Summary of the Results for Resolution 4 are given below:



**Total Shareholding and Ballots Received through Post**

| Particulars                   | Number of folios | Number of Shares<br>(Votes) | Percentage (%)<br>(Votes) |
|-------------------------------|------------------|-----------------------------|---------------------------|
| Total Shareholders            | 7,167            | 2,22,90,957                 | 100.00                    |
| Number of Ballots<br>Received | 16               | 41,47,462                   | 18.606                    |
| Number of Votes<br>For        | 16               | 41,47,462                   | 18.606                    |
| Number of Votes<br>AGAINST    | 0                | 0                           | 0.00                      |

**Break-up of voting through Postal Ballot and Voted in favour of resolution**

|                             |    |           |        |
|-----------------------------|----|-----------|--------|
| Promoter/Promoters<br>Group | 2  | 24,73,000 | 59.63  |
| Public-Institutional        | 0  | 0         | 0.00   |
| Public-Others               | 14 | 16,74,462 | 40.37  |
| Total                       | 16 | 41,47,462 | 100.00 |

**Break-up of voting through Postal Ballot and Voted against resolution**

|                             |   |   |      |
|-----------------------------|---|---|------|
| Promoter/Promoters<br>Group | 0 | 0 | 0.00 |
| Public-Institutional        | 0 | 0 | 0.00 |
| Public-Others               | 0 | 0 | 0.00 |
| Total                       | 0 | 0 | 0.00 |

**Polled through e-voting**

| Particulars                            | Number of Ballots | Number of Shares<br>(Votes) | Percentage (%)<br>(Votes) |
|----------------------------------------|-------------------|-----------------------------|---------------------------|
| Total Folios voted<br>through e-voting | 26                | 1,09,32,041                 | 100.00                    |
| No. of Folios voted<br>FOR             | 25                | 1,09,32,040                 | 100.00                    |
| No. of Folios voted<br>AGAINST         | 1                 | 1                           | 0.00                      |



**Break-up of voting details through e-voting and Voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 22 | 1,09,31,202 | 99.992 |
| Public-Institutional     | 0  | 0           |        |
| Public-Others            | 3  | 838         | 0.008  |
| Total                    | 25 | 1,09,32,040 | 100.00 |

**Break-up of voting details through e-voting and Voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 1 | 1 | 0.00 |
| Total                    | 1 | 1 | 0.00 |

**Total Votes Polled and Results (E-voting and physical ballot)**

| Particulars                                  | Number of Ballots | Number of Shares (Votes) | Percentage(%) (Votes) |
|----------------------------------------------|-------------------|--------------------------|-----------------------|
| Total Folios Voted through e-voting and post | 42                | 1,50,79,503              | 100.00                |
| No. of Folios voted FOR                      | 41                | 1,50,79,502              | 100.00                |
| No. of Folios voted AGAINST                  | 1                 | 1                        | 0.00                  |

**Break-up of voting through Postal Ballot & E-voting and voted in favour of resolution**

|                          |    |             |        |
|--------------------------|----|-------------|--------|
| Promoter/Promoters Group | 24 | 1,34,04,202 | 88.89  |
| Public-Institutional     | 0  | 0           | 0.00   |
| Public-Others            | 17 | 16,75,300   | 11.11  |
| Total                    | 41 | 1,50,79,502 | 100.00 |



**Break-up of voting through Postal Ballot & E-voting and voted against resolution**

|                          |   |   |      |
|--------------------------|---|---|------|
| Promoter/Promoters Group | 0 | 0 | 0.00 |
| Public-Institutional     | 0 | 0 | 0.00 |
| Public-Others            | 1 | 1 | 0.00 |
| Total                    | 0 | 0 | 0.00 |

**RESULT FOR RESOLUTION NO . 4**

As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under Section 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been passed by the shareholders as a Special Resolution .

All relevant records of Electronic Voting and Ballot Papers received from the members remain in our safe custody until the Chairman considers, approves and signs the minutes and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully  
For B.K. Gupta & Associates  
Company Secretaries

Place: Ludhiana  
Dated: 28.03.2015



(Bhupesh Gupta)

Partner

FCS 4590

C. P. No.: 5708

Scrutinizer

We the undersigned witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) and also votes polled through ballot were opened and processed in our presence at 6.30 PM on 28<sup>th</sup> March, 2015 at the office of Scrutinizer.

*Sahil Khurana*

(Sahil Khurana)

Address:-

H.No 2101, Basant Nagar  
Ludhiana.

*Onkar Singh*

(Onkar Singh)

Address:-

H.No 523  
Block-C  
Isher Nagar  
Ludhiana

