



THE **BALAJI** GROUP

# Balaji Industrial Corporation Limited

Regd. Office : Plot No.330, III, Cross Road, Central Avenue, Magunta Layout Nellore.  
Nellore Dist.-524 003. Andhra Pradesh Tel : 0861 2331387  
E-mail : balajiindcorpltd@gmail.com CIN : L74999AP1984PLC015354

Date: 17.02.2017

The Secretary, Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001  
Maharashtra, India.

Dear Sirs,

**Re: Results of the Postal Ballot Pursuant to Clause 35A**

This is with further reference to our letter dated 12.01.2017 enclosing the Notice along with Explanatory Statement for seeking the consent of shareholders by way of Special Resolution vide Postal Ballot for the following item:-

1. Sale of Steel Division under Section 180 (1) (a) of the Companies Act 2013

The Special Resolution set out in the Notice of the Postal Ballot dated 05/01/2017 require three- fourths majority in favor of the Resolution to pass the Resolution.

In this connection we wish to inform that the said Resolution as mentioned in the Postal Ballot Notice was passed by the Shareholders with requisite majority as per the scrutinizer's report.

Attached are the voting Results of the said Postal Ballot.

Yours faithfully,

**FOR BALAJI INDUSTRIAL CORPORATION LIMITED**

  
**DIRECTOR.**

Enclosure: Scrutinizer's report

**P KRISHNA KUMAR** B.Com., LLB., F.C.S.,  
PRACTISING COMPANY SECRETARY

✉ FI-2C, II Floor, Nanditha Apts  
No.50/47, Thirumalai Pillai Rd.  
T. Nagar, Chennai - 600 017  
☎ (Cell) 98413-16889  
✉ [kkfcs1@gmail.com](mailto:kkfcs1@gmail.com)

### SCRUTINIZER'S REPORT

To,  
The Chairman  
Board of Directors  
**Balaji Industrial Corporation Limited**  
Plot NO.330, 3<sup>rd</sup> Corss Road, Central Avenue  
Magunta Layout, Nellore -524 003.

Dear Sir,

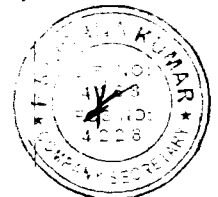
**Sub.: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.**

The Board of Directors of **M/s. Balaji Industrial Corporation Limited** (the "Company") have wide resolution passed on Thursday, 5<sup>th</sup> January, 2017 decided to provide to the members of the Company a facility to exercise their voting rights on the resolution for - "**Sale of Company's Steel Division**" pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended i.e., through electronic means and postal ballot.

I, Krishna Kumar P, Practising Company Secretary, having Membership Number:4228, C.P. Number:4168, office at Flat No.2C, Nanditha Apts., No.50/47, Thirumalai Pillai Road, T Nagar, Chennai - 600017, Tamil Nadu, India, have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinising the e-voting process and postal ballot in a fair and transparent manner and ascertaining the requisite majority for passing of the resolution as aforesaid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through e-voting and postal ballot on the resolution mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and postal ballot is conducted in a fair and transparent manner and make the scrutinizers report of the votes cast "in favour" or "against" the resolution stated above, based on the postal ballots received and reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) to provide e-voting facilities, engaged by the Company.

The Postal Ballot Notice dated Thursday, 5<sup>th</sup> January, 2017 was sent to all the shareholders of the Company alongwith statement setting out material facts under Section 102 of the Companies Act, 2013. The prescribed particulars with regard to e-voting was duly advertised on Tuesday, 17<sup>th</sup> January, 2017 in English news paper, Deccan Chronicle and in Telugu news paper, Andhra Boomi.



The members of the Company holding shares on the cut-off date i.e., Friday, 13<sup>th</sup> January, 2017 were entitled to vote on the resolution proposed and set out in the notice.

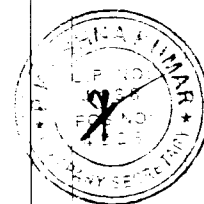
In this regard, I submit my report as under:

1. The e-voting period remained open from Tuesday, 17<sup>th</sup> January, 2017 (9.00 AM) and ended on Wednesday, 15<sup>th</sup> February, 2017 (5.00 PM).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of Shareholders who vote for or against the resolution that was put to vote was downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e., [www.evotingindia.com](http://www.evotingindia.com)
4. The Company dispatched the Postal Ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared in the Register of Members/List of beneficiaries as on Friday, 13<sup>th</sup> January, 2017 and whose e-mail ids were not registered for e-voting.
5. The postal ballot forms were delivered to me in sealed and tamper proof cover before commencing the scrutiny of such postal ballot forms.
6. The postal ballot forms were duly opened in my presence and scrutinized, the shareholding was matched/confirmed with the register of members of the Company/list of beneficiaries as on Friday, 13<sup>th</sup> January, 2017.
7. All postal ballot forms received upto the close of working hours i.e., 5.00 PM on Wednesday, 15<sup>th</sup> February, 2017 the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
8. I have not received any defaced or mutilated ballot paper.
9. No duplicate ballot forms were issued by the Company.

**10. The summary of the Postal Ballot forms and e-voting process is as under:**

Sl.No.	Particulars	No. of Shareholders	Total No. of Shares
1.	Postal Ballot Notices and Forms dispatched to the shareholders of the Company till 16 <sup>th</sup> January, 2017 by <b>registered post</b> .	5500	2,74,78,127
2.	Postal Ballot Notices sent through <b>electronic means</b> till 16 <sup>th</sup> January, 2017.	2420	1,15,15,490
	<b>TOTAL</b>	7920	3,89,93,617

**11. The summary of the result under postal ballot forms and e-voting process is as under:**



**Resolution No.1: Sale of Company's Steel Division****(A) (i) Total Postal Ballot Forms received through Physical and Electronic mode:**

Sl. No	Postal Ballot Forms received	No. of Forms received
1	Physical Mode	114
2	Electronic Mode	2
	<b>Total</b>	<b>116</b>

**(A) (ii) Number of Votes cast through Postal Ballot forms/e-voting**

Sl. No	Particulars	No of Postal Ballots	Total No of Shares
<b>A</b>	<b>Physical Mode</b>		
	Postal Ballot forms received from the Shareholders of the Company till Wednesday, 15 <sup>th</sup> February, 2017 in Physical mode	114	2,51,62,969
	Less: Postal Ballot Forms found invalid/abstained	0	0
	<b>Net Valid Postal Ballot Forms (as per Register)</b>	<b>114</b>	<b>2,51,62,969</b>
<b>B</b>	<b>Electronic Mode:</b>		
	Total votes cast by the shareholders through e-voting till Wednesday, 15 <sup>th</sup> February, 2017 (as per data received from CDSL)	2	1,400
	Less: Invalid /abstained votes cast through Electronic mode	0	0
	<b>Net Valid Postal Ballot through Electronic mode</b>	<b>2</b>	<b>1,400</b>



<b>C</b>	<b>Physical and Electronic Mode(A+B)</b>	<b>116</b>	<b>2,51,64,369</b>
	Postal Ballot forms received from Shareholders till Wednesday, 15 <sup>th</sup> February, 2017 both by Physical mode and electronic mode.	116	2,51,64,369
	Less: Postal Ballot Forms found Invalid/Abstained	0	0
	<b>Net Valid Postal Ballot Forms</b>	<b>116</b>	<b>2,51,64,369</b>


**(B)Result of Votes cast Through Postal Ballot forms and E-voting Process:**

Subject Matter	For			Against			Invalid		
	No. of Mem bers	No. of Votes	%	No. of Mem bers	No. of Votes	%	No. of Memb ers	No. of Vote s	%
Sale of Company's Steel Division	111	2,51,63,369	99.996	5	1000	0.004	0	0	0

I have, on the reckoning of voting rights of the Shareholders on the basis of the paid up value of the shares registered in their names, found that the Special Resolution has been duly passed with requisite majority. The results of the Voting by Members through Postal Ballots and E-Voting in respect of the above resolution may accordingly be declared by the Chairman of the Company.

The Ballot papers and all other relevant records were sealed and handed over to Mr. V Saravanan, Director authorized by the Board for safe keeping.

Thanking You,  
Yours Sincerely,

*Krishna Kumar P*  
  
**Krishna Kumar P**  
**Practising Company Secretary**  
**FCS No.4228, C.P. No.4168**

**Date: 17.02.2017**  
**Place : Chennai**