



VISAGAR
you dream, we create

11th September, 2014

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai.

Ref : Scrip ID - VIVIDHA Scrip Code - 506146

Sub : Declaration of Result of Postal Ballot

Dear Sir,


Pursuant to Clause 35A of the Listing Agreement, enclosed herewith is the Declaration of Results of Postal Ballot announced by the Chairman on 9th September, 2014 at the Registered Office of the Company alongwith the Report of the Scrutinizer.

Kindly take the same on record and oblige.

Thanking You,

Yours Faithfully,

FOR VISAGAR POLYTEX LTD.


(Tilokchand Kothari)

Managing Director



Encl: A/a.

VISAGAR POLYTEX LIMITED

Regd. Off. : 907/908, Dev Plaza, S. V. Road, Andheri (W), Mumbai - 400 058.
Tel.: (022) 6742 4815 Email : contact@visagar.com Website : www.visagar.com/visagarpolytex

CIN : L655990MH1983PLC030215



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NOTICE TO THE MEMBERS

DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 consent of the Members was sought by way of Special Resolution as set out in the Notice of Postal Ballot dated 25th July 2014. Total number of Shareholders as on record date i.e. were 702.

Postal Ballot Notice containing Special Resolution together with statement to be annexed to the notice was sent to all the Members of the Company. The last date of receipt of the Postal Ballot Forms through physical submission or through E-voting was 6th September 2014.

Dr. S K Jain, Practicing Company Secretary was appointed as Scrutinizer for concluding the voting process through Postal Ballot in with law and in a fair and transparent manner. Dr. Jain has submitted his report on the basis on Postal Ballot Forms as well as e-voting communications, received from Members.

I hereby declare that the Special Resolution as set out in Notice have been duly passed by the Members of the Company with requisite majority.

The voting details of the Special Resolution passed through Postal Ballot is as under:

Resolution No. 1:

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board And Its Powers) Rules, 2014 to the Board of Directors of the Company to borrow any sum or sums of money from time to time, notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans and working capital facility obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of Paid-up Share Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount upto which moneys may be borrowed shall not exceed the aggregate of Paid-up Share Capital and Free Reserves of the Company by not more than the sum of Rs. 50 Crores (Rupees Fifty Crores Only) at any time.



VISAGAR POLYTEX LIMITED

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CIN : L655990MH1983PLC030215

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or Committee of the Board be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary."

Resolution Required: Special Resolution

Mode of voting: Postal Ballot Papers & E-voting

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6) = (3/2)x100	(7)	(8)	(9) = 7/4)x100	(10) = 8/4)x100
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	271500	0	100%	0
Total	16786400	8759820	8759820	0	52.18%	8759820	0	100%	0

Resolution No. 2:

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act), read with Companies (Meeting of Board And Its Powers) Rules, 2014 and other enabling provisions of law, if any, to create mortgage and or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors (which term shall include any Committee thereof) in its absolute discretion may deem fit and proper, on the whole or substantially the whole of the Company's anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable, comprised in any undertaking both present and future of the Company to secure the borrowing upto an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) by way of working capital facilities, issue of non-convertible debentures, bonds, term loans, and /or other instruments including foreign currency borrowings as the Board may in its absolute discretion deem fit, to be availed or issued in one or more branches, from it the lenders / eligible persons / investors including non-residents, and upon such terms and conditions, as may be decided by the Board.



RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with the mortgages and / or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and the Lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, the Board or the Committee of the Board be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary."

Resolution Required: Special Resolution

Mode of voting: Postal Ballot Papers & E-voting

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6) = (3/2)×100	(7)	(8)	(9) = 7/4)×100	(10) = 8/4)×100
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
Total	16786400	8759820	8759820	0	52.18%	8758820	1000	99.99%	0.01%

Resolution No. 3:

"RESOLVED THAT in supersession of all earlier Resolutions passed by the Company and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board And Its Powers) Rules, 2014 and Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and all other provisions of the applicable law(s) and subject to the approval(s) / consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and in terms of Memorandum and Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors (which term shall include any Committee thereof) of the Company to make loans to any person or other Body Corporate, give any guarantee or provide security in connection with a loan to any other Body Corporate or person and make investment from time to time by way of subscription, purchase from existing Shareholders or otherwise in the securities (including Equity Ordinary Shares , Preference Shares or any other kind of instruments,



whether convertible or not) of any other Body Corporate in excess of Sixty Percent of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher subject to the other conditions and/ or exemptions specified in the said Section 186, upto an amount of Rs. 50 Crores (Rupees Fifty Crores Only), over and above the higher of the limits of Sixty Percent of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher as the Board may in its absolute discretion deem beneficial and in the interest of the Company and the Shareholders, Members do hereby confirm and ratify, the existing loans, investments, guarantees made already.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed on the behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

Resolution Required: Special Resolution

Mode of voting: Postal Ballot Papers & E-voting

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour (7)	No. of Votes against (8)	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)					
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
Total	16786400	8759820	8759820	0	52.18%	8758820	1000	99.99%	0.01%



The Report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours Faithfully,

FOR VISAGAR POLYTEX LTD.



(Tilokchand Kothari)



Chairman & Managing Director

Encl: A/a.

SCRUTINIZER'S REPORT

To,

The Board of Directors

Visagar Polytex Limited

907/908, DEV PLAZA,
OPP. ANDHERI FIRE STATION,
S.V. ROAD, ANDHERI (WEST),
Mumbai - 400059

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer by the Company duly constituted by the Board of Directors ("the Board") of Visagar Polytex Limited for seeking approval of the Shareholders by way of Special Resolutions for authorizing the Board to:

- (i) Borrowing limits of the Company under section 180(1)(c)
- (ii) Creation of Charge/Mortgage on Assets of the Company under section 180(1)(a) of the Companies Act, 2013
- (iii) Loan/Guarantee/Security and Investment by the Company under section 186 of the Companies Act, 2013

I hereby submit my report as under:-

- a. I had given my consent to act as Scrutinizer for the said Postal Ballot process vide my letter dated 22nd July, 2014.
- b. The Company had offered e-voting facility as an alternative to all its Members, which enabled the Members to cast votes electronically



instead of physically submitting dully filled in Postal Ballot Form. The instructions on e-voting were provided in the Postal Ballot Notice dated 25-07-2014.

c. As per Postal Ballot Notice dated 25/07/2014, the cut-off date (Record Date) was fixed on 04th August, 2014. We have been provided the following details from the Company/ Adroit Corporate Services Pvt. Ltd (R&T) :

- (I) The Company had sent Postal Ballot Notices along with draft Resolutions, Explanatory Statements, Postal Ballot Forms and Postage Prepaid Business Reply Envelopes as on 01st August, 2014 instead of 04th August, 2014.
- (II) In the Postage Pre- Paid Business Reply Envelope the address of my Office i.e. 13/ 16, Kapadia Chambers, Ground Floor, 599, J.S.S Road, Chira Bazaar, Mumbai- 400 002 was given and hence the same were delivered to me.
- (III) There were 702 Shareholders as on 01/08/2014 out of which 597 Shareholders were having Demat Accounts with Depository Participants and 105 Shareholders were holding Shares in physical form.
- (IV) 333 Shareholders having their Shares in Demat form had registered their e-mail id with M/s Adroit Corporate Services Pvt. Ltd (R&T) and to these Shareholders whom Postal Ballot Notice were sent through e-mail.
- (V) Out of 333 Shareholders to whom Postal Ballot Notice were sent through e-mail, 32 e-mails were bounced back.



(VI) The Company has provided Certificate from FlyingMan Air Courier, having its address at 73/75, Bora Bazar Street, Surana Sadan, Ground Floor, Fort, Mumbai-400 001 confirming that they have received 401 Articles from M/s Visagar Polytex Limited on 01/08/2014 and they had completed dispatch of all the Articles on 05/08/2014. The 401 Articles were inclusive of 32 Articles earlier sent through emails and have bounced back.

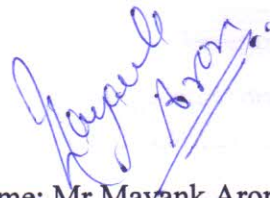
d. A Public Notice that the Company had sent Postal Ballot Notices along with other documents to the Shareholders was published in The Free Press Journal (English Newspaper) in Mumbai and Navshakti (Regional Language) Newspaper in Mumbai on Wednesday, 6th August, 2014.

e. **E-Voting**

The Company provided E-Voting facility through CDSL portal on www.evotingindia.com under Electronic Voting Sequence Number (EVSN) 140805021. The E-Voting commenced from 8th August, 2014 at 9.00 a.m. and closed on 6th September, 2014 at 6.00 p.m. The votes cast were unblocked on 6th September, Saturday, 2014 at 6.00 p.m. in the presence of two witnesses, Ms Honey Magia and Mr Mayank Arora who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Ms Honey Magia



Name: Mr Mayank Arora



Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com. 8 (Eight) Shareholders exercised their voting rights through E-Voting facility provided by CDSL.

f. **Voting through Postal Ballot Forms**

I was not delivered any Postal Ballot from any of the Shareholder of the Company.

g. The result of the scrutiny is as under:



Item No. 1

Special Resolution: Borrowing Limits of the Company

E-Voting Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = (7/4)x100	% of votes against on valid votes (10) = (8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		(10) =
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	271500	0	100%	0
Total	16786400	8759820	8759820	0	52.18%	8759820	0	100%	0



Physical Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	8909720	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional holders	276500	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Others	7600180	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	16786400	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Combined Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	271500	0	100%	0
Total	16786400	8759820	8759820	0	52.18%	8759820	0	100%	0



Voted In Favour of Resolution

Category	No. of Votes in favour	% of Votes in favour to Valid Votes Polled i.e. 8759820
Promoter & Promoter Group	8488320	96.90%
Public Institutional holders	0	0
Public Others	271500	3.10%
Total	8759820	100%

Votes In against of Resolution

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 8759820
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	0	0
Total	0	0



Item No. 2

Special Resolution: Creation of Charge/Mortgage on Asset of the Company.

E-Voting Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
Total	16786400	8759820	8759820	0	52.18%	8758820	1000	99.99%	0.01%



Physical Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	8909720	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional holders	276500	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Others	7600180	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	16786400	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Combined Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
Total	16786400	8759820	8759820	0	52.18%	8758820	1000	99.99%	0.01%



Voted In Favour of Resolution

Category	No. of Votes in favour	% of Votes in favour to Valid Votes Polled i.e. 8759820
Promoter & Promoter Group	8488320	96.90%
Public Institutional holders	0	0
Public Others	270500	3.09%
Total	8758820	99.99%

Votes In against of Resolution

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 8759820
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	1000	0.01%
Total	1000	0.01%



Item No. 3

Special Resolution: Loan/Guarantee/Security/and Investment by the Company.

E-Voting Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstan ding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6)= (3/2)x10 0	(7)	(8)	(9) = 7/4)x10 0	(10) = 8/4)x1 00
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institution al holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
Total	16786400	8759820	8759820	0	52.18%	8758820	1000	99.99%	0.01%



Physical Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	8909720	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional holders	276500	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Others	7600180	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	16786400	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Combined Result-

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
Total	16786400	8759820	8759820	0	52.18%	8758820	1000	99.99%	0.01%



Voted In Favour of Resolution

Category	No. of Votes in favour	% of Votes in favour to Valid Votes Polled i.e. 8759820
Promoter & Promoter Group	8488320	96.90%
Public Institutional holders	0	0
Public Others	270500	3.09%
Total	8758820	99.99%

Votes In against of Resolution

Category	No. of Votes against	% of Votes against to Valid Votes Polled i.e. 8759820
Promoter & Promoter Group	0	0
Public Institutional holders	0	0
Public Others	1000	0.01%
Total	1000	0.01%

Thanking You,
Yours faithfully,



Name/s and Signature/s of the Scrutinizer/s
Dr. S. K. Jain
Practicing Company Secretary

Place: Mumbai
Dated: 08/09/2014

