



POLSON LTD

Manufacturers & exporters of eco friendly tannin extracts & leather chemicals since 1906

INFORMATION UNDER THE LISTING AGREEMENT- POSTAL BALLOT RESULTS OF THE COMPANY

Dear Sir,

Pursuant to Clause 35A of the Listing Agreement, please find attached the details in the prescribed format of the results of the Postal ballot for the sale and transfer of shares of the Dudhwala Builders Private Limited, sale of 0% Un-Secured Compulsory Convertible Non-Redeemable Debentures of wholly owned subsidiary and assignment of un-secured loan given to its wholly owned subsidiary and approval for borrowing power limit of Rs. 150/- crores u/s 180 (1) (c) of the Companies Act, 2013 and approval for loans and investments limit of Rs. 150/- crores u/s 186 of the Companies Act, 2013.

Yours faithfully,

For Polson Ltd

Sushila f. Kapadia
Sushila Kapadia
Director



REGD. OFFICE: Ambaghat Vishalgad, Taluka Shahuwadi, District Kolhapur - 415 101. **CIN No. L15203PN1938PLC002879**
MUMBAI CITY: 3rd floor, South-West Wing, Cambata Building, 42, Maharishi Karve Road, Churchgate, Mumbai - 400 020.
Tel.: 91-22-22822321, 22822322. Fax: 91-22-22822325. E-mail: admin@polsonltd.com
MAHIM : 64-66, Senapati Bapat Marg, Mahim, Mumbai - 400 016. Tel.: 91-22-24444733. Telefax: 91-22-24474381.
KOLHAPUR : Meeraj House, Opposite Railway Station, Kolhapur - 416 001. Tel.: 91-231-2656004. Fax: 91-231-2653378.

Date of Declaration of Results 18.03.2015

No. of shareholders attended the meeting through Video Conferencing: Not applicable

Total number of shareholders on cutoff date: 1894

Mode of Voting: Postal Ballot (including e-voting)

Details of the Agenda: Approval of Special Resolution as stated in the Notice dated February 6, 2015 for sale and transfer of the Company's wholly owned subsidiary company in whole and assignment of unsecured loan given to wholly owned subsidiary of the Company M/s. Dudhwala Builders Private Limited. Approval for borrowing power limit of Rs. 150/- crores u/s 180 (1) (c) of Companies Act, 2013 and approval for loans and investments limit of Rs. 150/- crores u/s 186 of Companies Act, 2013.

Resolution required: SPECIAL RESOLUTIONS pursuant to provisions of the Section 180 (1) (a), Section 180 (1) (c) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and applicable provisions.

No. of Shareholders voted in favour and against the resolution:-

Details for reporting as per Clause 35A of listing agreement based on result of Postal Ballot								
Resolution No. 1								
	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6)= {(4)/(2)*100}	(7)= {(5)/(2)*100}
1	Promoter and Promoter Group	101191	0	N.A.	N.A.	N.A.	N.A.	N.A.
2	Public-Institutional holders	260	0	0	0	0	0	0
3	Public- Others	18549	429	2.31	419	5	97.66	1.16
	TOTAL	120000	429	2.31	419	5	97.66	1.16



Details for reporting as per Clause 35A of listing agreement based on result of Postal Ballot								
Resolution No. 2								
	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= $\frac{\{(2)\}}{\{(1)\}} * 100$	(4)	(5)	(6)= $\frac{\{(4)\}}{\{(2)\}} * 100$	(7)= $\frac{\{(5)\}}{\{(2)\}} * 100$
1	Promoter and Promoter Group	101191	0	N.A.	N.A.	N.A.	N.A.	N.A.
2	Public-Institutional holders	260	0	0	0	0	0	0
3	Public- Others	18549	429	2.31	423	0	98.60	0
	TOTAL	120000	429	2.31	423	0	98.60	0

Details for reporting as per Clause 35A of listing agreement based on result of Postal Ballot								
Resolution No. 3								
	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= $\frac{\{(2)\}}{\{(1)\}} * 100$	(4)	(5)	(6)= $\frac{\{(4)\}}{\{(2)\}} * 100$	(7)= $\frac{\{(5)\}}{\{(2)\}} * 100$
1	Promoter and Promoter Group	101191	0	N.A.	N.A.	N.A.	N.A.	N.A.
2	Public-Institutional holders	260	0	0	0	0	0	0
3	Public- Others	18549	429	2.31	419	5	97.66	1.16
	TOTAL	120000	429	2.31	419	5	97.66	1.16



Details for reporting as per Clause 35A of listing agreement based on result of Postal Ballot								
Resolution No. 4								
	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= $\frac{\{(2)\}}{\{(1)\}} * 100$	(4)	(5)	(6)= $\frac{\{(4)\}}{\{(2)\}} * 100$	(7)= $\frac{\{(5)\}}{\{(2)\}} * 100$
1	Promoter and Promoter Group	101191	0	N.A.	N.A.	N.A.	N.A.	N.A.
2	Public-Institutional holders	260	0	0	0	0	0	0
3	Public- Others	18549	429	2.31	418	5	97.43	1.16
	TOTAL	120000	429	2.31	418	5	97.43	1.16

Details for reporting as per Clause 35A of listing agreement based on result of Postal Ballot								
Resolution No. 5								
	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= $\frac{\{(2)\}}{\{(1)\}} * 100$	(4)	(5)	(6)= $\frac{\{(4)\}}{\{(2)\}} * 100$	(7)= $\frac{\{(5)\}}{\{(2)\}} * 100$
1	Promoter and Promoter Group	101191	0	N.A.	N.A.	N.A.	N.A.	N.A.
2	Public-Institutional holders	260	0	0	0	0	0	0
3	Public- Others	18549	429	2.31	418	5	97.43	1.16
	TOTAL	120000	429	2.31	418	5	97.43	1.16





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Manufacturers & exporters of eco friendly tannin extracts & leather chemicals since 1906

Reg.: Results of voting by Postal Ballot-

Dear Sirs,

We refer to our Notice dated 6th February, 2015 seeking assent/dissent of the Members of the Company by way of a Special Resolutions mentioned in the notice through Postal Ballot.

The Company had sought approval of the non Promoter Shareholders holding an aggregate of 15.67% of the paid-up share capital. In response thereon, based on the Report dated 17th March, 2015 submitted by the Scrutinizer (copy enclosed), Mr. Rajesh Kriplani of Kriplani Milani & Co., Practicing Chartered Accountant, appointed for conducting the process of voting by Postal Ballot, we would like to inform that the Company has received votes equivalent to 0.35% of total shares of the Company (i.e. 2.28% of the total eligible votes). The details of votes in favour and against are given in the scrutinizers report.

The said resolution required not less than three-fourth of the number of the valid votes to be "In Favour". Accordingly, the Resolution has been approved by the Members of the Company by the requisite majority.

Yours faithfully,

For Polson Ltd

Sushila Kapadia

Sushila Kapadia
Director



REGD. OFFICE: Ambaghat Vishalgad, Taluka Shahuwadi, District Kolhapur - 415 101. **CIN No. L15203PN1938PLC002879**
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KOLHAPUR : Meeraj House, Opposite Railway Station, Kolhapur - 416 001. Tel.: 91-231-2656004. Fax: 91-231-2653378.

Kriplani Milani & Co

CHARTERED ACCOUNTANTS

Office No. 203, Mint Chambers, 45/47 Mint Road, Opp GPO, Fort, Mumbai – 400 001

☎ 91-22-2265 0430, E-mail: kriplani.bharat@gmail.com

To,
The Chairman
POLSON LTD
Ambaghat Taluka Shahuwadi,
Kolhapur Maharashtra-415 101

Report of Scrutinizer

I, Rajesh Kriplani, Chartered Accountant in whole time practice, having my office at 203 Mint Chambers, 45/47 Mint Road Opposite GPO Fort Mumbai-400 001 has been appointed as the Scrutinizer to conduct postal ballot process in respect of the following resolution:

- (a) Special Resolution as per Notice dated February 6, 2015 issued under Section 110 of the Companies Act, 2013 for sale and transfer of the Company's wholly owned subsidiary company in whole including assignment of un-secured loan given to wholly owned subsidiary of the Company M/s. Dudhwala Builders Private Limited by the Company pursuant to the provisions of Section 180 (1) (a) and approval for borrowing power limit of Rs. 150 Crores u/s 180 of Companies Act, 2013 and approval for loans and investments limit of Rs. 150 Crores u/s 186 of Companies Act, 2013 and pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and applicable provisions.

I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said resolution.

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1. Special Resolution for sale of shares of wholly owned subsidiary namely Dudhwala Builders Private Limited.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
31	419	97.66

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
1	5	1.16

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
1	5

2. Special Resolution for sale of 418 0% Un-Secured Compulsory Convertible Non-Redeemable Debentures of wholly owned subsidiary namely Dudhwala Builders Private Limited.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
31	423	98.60

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
1	5

3. Special Resolution for assignment of un-secured loans given to the wholly owned subsidiary namely Dudhwala Builders Private Limited.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
31	419	97.66

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
1	5	1.16

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
1	5

4. Special Resolution for approval for borrowing power u/s 180 of Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
30	418	97.43

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
1	5	1.16

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
1	5

5. Special Resolution for approval for loans and investment u/s 186 of Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
29	418	97.43

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through postal ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
1	5	1.16

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
1	5

Place: Mumbai
Dated: March 17, 2015

Signature:

Name:



Rajesh Kriplani
Rajesh Kriplani
Scrutinizer
FCA.
Membership No. 112563