

MINUTES OF POSTAL BALLOT

MINUTES OF THE PROCEEDINGS OF DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD AT THE CORPORATE OFFICE OF THE COMPANY AT 402, GRAVITA TOWER, A-27B, SHANTI PATH, TILAK NAGAR, JAIPUR ON 7TH JULY, 2015 AT 5.00 P.M.

Present:

Dr. M.P. Agarwal: Chairman
Mr. Rajat Agarwal: Managing Director
Mr. Pradeep Pincha: Practicing Company Secretary
Mr. Nitin Gupta: Assistant Company Secretary

Dr. M.P. Agarwal welcomed the persons gathered at the Corporate Office of the Company for the purpose of declaration of Postal Ballot process.

The Company Secretary apprised the persons present about the Ballot Process and the details of resolutions proposed by the Board of Directors of the Company to be passed through postal ballot process.

Mr Pradeep Pincha, Scrutinizer for the postal ballot process, briefed about the total number of ballots received ballots which were invalid as well as the ballots rejected due to various reasons.

He added that till 5th July, 2015, he received total 112 Nos of Postal Ballot form (physical and through e-voting) out of which 14 were invalid. Thereafter, Mr Pincha handed over the final report of postal ballot along with all postal ballot forms to Dr. M.P. Agarwal.

After considering the report, Dr. M.P. Agarwal declared the results of Postal Ballot in following manner with respect to the only resolution at Item No. 1 of the Notice of Postal Ballot as under:

Item No.1

Alteration of Object Clause

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of concerned authorities, the Main Object Clause of Memorandum of Association of the company be and is hereby altered by adding new sub-clause 5 after existing sub-clause 4 in Clause III (A) as under:

Clause 5:

“To carry on in India or elsewhere the business as manufacturers, importers, exporters, buyers, sellers, traders, carrying and forwarding agents, brokers, stokist, packers, re packers, consultants, valuers, commission agents and all kinds of otherwise deal in Lube oil, waste oil, tyre and tyre waste, rubber, Batteries, Inverters, UPS, Electronic Items, Machinery and Equipment's, all kinds of electrical and electronic products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, software, hardware, toys, furniture both assembled and un-assembled, Mica, wood boards, ply, veneer, flush doors and all kind of wood products, Stationery items, books and gift items, Metals and Metal Scrap, Minerals, Chemicals, Agro Commodities and agro products like wheat grass powder etc., ayurvedic products, medicinal herbal products, milk products, grocery like ready mix



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masala, and other ready mix food products, FMCG, rice and other food grains and processed and preserved food, fresh food, plant seed dry fruits, eatable, all kinds of edible and non-edible oils, oil seeds, pulses, spices and their products, vegetables, vegetables products, plantation, animal feeds, dairy products, brewer, horticultural products, flowers, marine products and sea foods, tea, tobacco and tobacco products, plastic scrap of all kind, ceramic tiles, ceramic glaze tiles, sanitary items, Hardware items, industrial and consumer goods, glass, crockery wares, pottery, tableware, hotel wares, decorative wares, garden ware, earth ware, Pharmaceutical and medicines handicraft, handmade paper and paper products, paintings, all kind of handicrafts and readymade garments whether agriculture or animal or natural products of man-made and other synthetic fibers and filaments and all kinds of textile machines, textile substances, handloom and power loom products, all kinds of precious and semi-precious stones, gem and jewellery items marbles, granites, glass, cement, steel, pipes,, leather and leather goods, all kinds of cosmetic items, all kinds of shoes, chhapal, ladies sandal, foot wears, all kinds of iron, scrap salt.”

“**RESOLVED FURTHER THAT** Mr. Rajat Agrawal, Managing Director, Mr. Rajeev Surana, Whole Time Director, and Mrs. Leena Jain, Company Secretary of the Company, be and are hereby individually or severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to execute, sign and file necessary documents, e-form with Registrar of Companies/MCA Portal and other concerned authorities.”

Dr. M.P. Agarwal declared the results of postal ballot process for Item No. 1 as under:

S. No	Particulars	No. of Postal Ballot Forms and Shares				Total	
		Physical	Shares	Electronic	Shares	Forms	Shares
A	Total Postal Ballot forms Received	56	1694317	56	50801192	112	52495509
B	Less: Invalid Postal Ballot Forms	14	8600	0	0	14	8600
C	Net Valid Postal Ballot Forms	42	1685717	56	50801192	98	52486909
D	Votes In favour	39	1684507	55	50800967	94	52485474
E	Votes Against	3	1210	1	225	4	1435

Thereafter, considering the requisite consent of shareholders, who voted for the resolution, he declared that the above resolution was duly approved by the requisite majority.

Dr. M.P. Agarwal, expressed his special thanks to Mr. Pradeep Pincha for exercising due diligence for the entire postal ballot process and concluded the proceedings.

Date: 07th July, 2015

Place: Jaipur



(Chairman)