



ISO 9001 : 2008 Company

## Satra Properties (India) Limited

Dev Plaza, 2nd floor, Opp. Andheri Fire Station, S.V.Road, Andheri (West), Mumbai - 400 058.  
Tel: +91 - 22 - 2671 9999 • Fax: +91 - 22 - 2620 3999 • E-mail: info@satraproperties.in

Date: 9<sup>th</sup> September, 2015

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
Fax: 022 – 2272 3121

### Sub: Result of the Postal Ballot pursuant to Clause 35A of the Listing Agreement

Ref: BSE Code No. 508996 -

Dear Sir,

Pursuant to the Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies Management and Administration Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) and Clause 35B of the Listing Agreement, the Company had vide Notice dated 21<sup>st</sup> July, 2015, sought the approval of its shareholders by way of Postal Ballot for the following items:

1. Appointment of Ms. Sheetal Doshi (DIN: 07136658) as an Independent Director
2. Appointment of Mr. Vishal Karia (DIN: 03473857) as an Independent Director
3. To offer or invite for Subscription of Non-Convertible Debentures on private placement basis
4. Amendment to Main Object Clause of the Memorandum of Association
5. Amendments to Clause III(B) and Clause III(C) of the Memorandum of Association
6. Amendment to Clause IV of the Memorandum of Association
7. Approval of existing material related party transactions
8. Approval of existing related party transactions
9. Approval of transactions with related parties being wholly owned subsidiaries / step down wholly owned subsidiary
10. Approval of proposed transactions with related parties

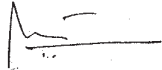
As required, the above mentioned Resolutions were passed by the shareholders of the Company by requisite majority.

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In compliance with Clause 35A of the Listing Agreement, the summary of the results is enclosed along with copy of Scrutinizers' Report received from the Scrutinizer, Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Company Secretaries.

Kindly take this on record as compliance under Clause 31(d) of the Listing Agreement.

For Satra Properties (India) Limited



**Praful N. Satra**  
**Chairman and Managing Director**

Encl.: As Above

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**NANJI**  
**SATRA**

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o=MANJASATRA  
Date: 2015.09.09 18:11:22 +05'30'

## SATRA PROPERTIES (INDIA) LIMITED

Regd. Office : Dev Plaza, 2nd Floor, Opp Andheri Fire Station, S.V.Road, Andheri (W), Mumbai - 400 058  
 Tel: +91-22-2671 9999 Fax: +91-22-2620 9999 Email: info@satraproperties.in Website: www.satraproperties.in  
 CIN: L65910MH1983PLC030083

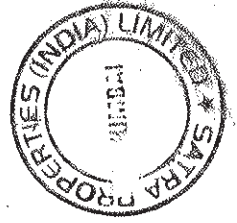
### RESULT OF VOTING CONDUCTED THROUGH POSTAL BALLOT Clause 35A of Listing Agreement

Details of Agenda: Item No. 1:  
 Appointment of Ms. Sheetal Doshi (DIN: 07136658) as an Independent Director  
 Resolution required: Ordinary  
 Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	7,700,000	121,835,462	100	129,535,462	-	100	-
Public – Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,450,456	26.5158	11,183,868	1,995	99.9822	0.0178
<b>Total</b>	<b>178,358,000</b>	<b>9,435,407</b>	<b>134,485,918</b>	<b>80.6924</b>	<b>143,919,330</b>	<b>1,995</b>	<b>99.9886</b>	<b>0.0014</b>

Details of Agenda: Item No. 2:  
 Appointment of Mr. Vishal Karia (DIN: 03473857) as an Independent Director  
 Resolution required: Ordinary  
 Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	7,700,000	121,835,462	100	129,535,462	-	100	-
Public – Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,450,456	26.5158	11,183,868	1,995	99.9822	0.0178
<b>Total</b>	<b>178,358,000</b>	<b>9,435,407</b>	<b>134,485,918</b>	<b>80.6924</b>	<b>143,919,330</b>	<b>1,995</b>	<b>99.9886</b>	<b>0.0014</b>



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Details of Agenda: Item No. 3:  
To offer or invite for Subscription of Non-Convertible Debentures on private placement basis  
Resolution required: Special  
Mode of Voting: Postal Ballot and E-voting

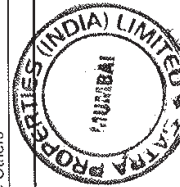
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	7,700,000	121,835,462	100	129,535,462	-	100	-
Public – Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,450,463	26.5158	11,184,568	1,302	99.9884	0.0116
<b>Total</b>	<b>178,358,000</b>	<b>9,435,407</b>	<b>134,485,925</b>	<b>80.6924</b>	<b>143,920,037</b>	<b>1,302</b>	<b>99.9991</b>	<b>0.0009</b>

Details of Agenda: Item No. 4:  
Amendment to Main Object Clause of the Memorandum of Association  
Resolution required: Special  
Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	7,700,000	121,835,462	100	129,535,462	-	100	-
Public – Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,449,933	26.5146	11,184,575	765	99.9932	0.0068
<b>Total</b>	<b>178,358,000</b>	<b>9,435,407</b>	<b>134,485,395</b>	<b>80.6921</b>	<b>143,920,037</b>	<b>765</b>	<b>99.9995</b>	<b>0.0005</b>

Details of Agenda: Item No. 5:  
Amendments to Clause III(B) and Clause III(C) of the Memorandum of Association  
Resolution required: Special  
Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	7,700,000	121,835,462	100	129,535,462	-	100	-
Public – Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,449,933	26.5146	11,184,575	765	99.9932	0.0068
<b>Total</b>	<b>178,358,000</b>	<b>9,435,407</b>	<b>134,485,395</b>	<b>80.6921</b>	<b>143,920,037</b>	<b>765</b>	<b>99.9995</b>	<b>0.0005</b>



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Date: 20150518 12:00:45:37

Details of Agenda: Item No. 6:  
Amendment to Clause IV of the Memorandum of Association  
Resolution required: Special  
Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	7,700,000	121,835,462	100	129,535,462	-	100	-
Public - Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,449,933	26.5146	11,184,575	765	99.9932	0.0068
<b>Total</b>	<b>178,358,000</b>	<b>9,435,407</b>	<b>134,485,395</b>	<b>80.6921</b>	<b>143,920,802</b>	<b>765</b>	<b>99.9995</b>	<b>0.0005</b>

Details of Agenda: Item No. 7:  
Approval of existing material related party transactions  
Resolution required: Special  
Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	-	-	-	-	-	-	-
Public - Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,450,463	26.5158	11,184,568	1,302	99.9884	0.0116
<b>Total</b>	<b>178,358,000</b>	<b>1,735,407</b>	<b>12,650,463</b>	<b>8.0657</b>	<b>14,384,568</b>	<b>1,302</b>	<b>99.9909</b>	<b>0.0091</b>

Details of Agenda: Item No. 8:  
Approval of existing related party transactions  
Resolution required: Special  
Mode of Voting: Postal Ballot and E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	-	-	-	-	-	-	-
Public - Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,450,463	26.5158	11,184,568	1,302	99.9884	0.0116
<b>Total</b>	<b>178,358,000</b>	<b>1,735,407</b>	<b>12,650,463</b>	<b>8.0657</b>	<b>14,384,568</b>	<b>1,302</b>	<b>99.9909</b>	<b>0.0091</b>



Prof. Pratul Nanji Satra  
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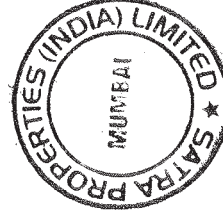
**Details of Agenda: Item No. 9:**  
**Approval of transactions with related parties being wholly owned subsidiaries / step down wholly owned subsidiary**  
**Resolution required: Special**  
**Mode of Voting: Postal Ballot and E-voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	-	-	-	-	-	-	-
Public – Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,450,463	26.5158	11,184,568	1,302	99.9884	0.0116
<b>Total</b>	<b>178,358,000</b>	<b>1,735,407</b>	<b>12,650,463</b>	<b>8.0657</b>	<b>14,384,568</b>	<b>1,302</b>	<b>99.9909</b>	<b>0.0091</b>

**Details of Agenda: Item No. 10:**  
**Approval of proposed transactions with related parties**  
**Resolution required: Special**  
**Mode of Voting: Postal Ballot and E-voting**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting					
Promoter and Promoter Group	129,535,462	-	-	-	-	-	-	-
Public – Institutional holders	6,636,911	-	3,200,000	48.2152	3,200,000	-	100	-
Public-Others	42,185,627	1,735,407	9,450,463	26.5158	11,184,568	1,302	99.9884	0.0116
<b>Total</b>	<b>178,358,000</b>	<b>1,735,407</b>	<b>12,650,463</b>	<b>8.0657</b>	<b>14,384,568</b>	<b>1,302</b>	<b>99.9909</b>	<b>0.0091</b>

The Resolutions under Item Nos. 1 to 10 as set out in the Postal Ballot Notice dated 21 July, 2015 were passed by the shareholders of the Company by requisite majority.



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 postalCode=400041,  
 st=MAHARASHTRA,  
 Date: 2015.09.09 18:12:33 +05'30'



# D. M. ZAVERI & Co.

Company Secretaries

**CS** Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

## SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Praful Nanji Satra  
Chairman & Managing Director,

Satra Properties (India) Limited  
Dev Plaza, 2<sup>nd</sup> Floor,  
Opp. Andheri Fire Station,  
S.V. Road, Andheri (West),  
Mumbai-400058

**Sub: Report on passing of resolutions through Postal Ballot Process**

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer vide letter dated 21<sup>st</sup> July, 2015 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by Central Depository Services (India) Limited in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 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 time being in force as amended from time to time) by the Board of Directors of the Company on the resolutions contained in the Notice dated 21<sup>st</sup> July, 2015 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 21<sup>st</sup> July, 2015 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the

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postalCode=400054,  
st=MAHARASHTRA  
Date: 2015.09.09 18:12:51 +05'30'



# D. M. ZAVERI & Co.

## Company Secretaries

**SS** Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

authorised agency engaged by the Company to provide e-voting facilities and the report generated electronically for voting done by postal ballots.

I submit my report as under;

- 1.1. The Company has completed the dispatch of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on 8<sup>th</sup> August, 2015 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 24<sup>th</sup> July, 2015.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on 9<sup>th</sup> August, 2015 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Monday, 7<sup>th</sup> September, 2015 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by Central Depository Services (India) Limited for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 p.m. on 7<sup>th</sup> September, 2015 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes Polled, Assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely Adroit Corporate Services Private Limited.
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- 1.7. I have not found any defaced/ mutilated postal ballot form.

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NANJI SATRA,  
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postalCode=400054,  
st=MAHARASHTRA  
Date: 2015.09.09 18:13:13 +05'30'





# D. M. ZAVERI & Co.

Company Secretaries

OS Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

- 1.8. I have also received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited, the agency for providing and supervising electronic platform on 7<sup>th</sup> September, 2015 which was closed by CDSL on 7<sup>th</sup> September, 2015 at 5.00 p.m.
- 1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" each of the resolutions that put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by Central Depository Services (India) Limited is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
<b>Item No 1</b>									
E-voting	134485918	26	134483923	99.9985	5	1995	0.0015	NIL	NIL
Postal Ballot	9435407	9	9435407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>143921325</b>	<b>35</b>	<b>143919330</b>	<b>99.9986</b>	<b>5</b>	<b>1995</b>	<b>0.0014</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 2</b>									
E-voting	134485918	26	134483923	99.9985	5	1995	0.0015	NIL	NIL
Postal Ballot	9435407	9	9435407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>143921325</b>	<b>35</b>	<b>143919330</b>	<b>99.9986</b>	<b>5</b>	<b>1995</b>	<b>0.0014</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 3</b>									
E-voting	134485925	27	134484623	99.9990	5	1302	0.0010	NIL	NIL
Postal Ballot	9435407	9	9435407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>143921332</b>	<b>36</b>	<b>143920030</b>	<b>99.9991</b>	<b>5</b>	<b>1302</b>	<b>0.0009</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 4</b>									
E-voting	134485395	28	134484630	99.9994	3	765	0.0006	NIL	NIL
Postal Ballot	9435407	9	9435407	100.0000	0	0	0.0000	NIL	NIL

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# D. M. ZAVERI & Co.

Company Secretaries

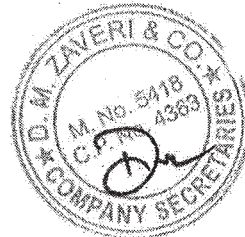
US Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
<b>Total</b>	<b>143920802</b>	<b>37</b>	<b>143920037</b>	<b>99.9995</b>	<b>3</b>	<b>765</b>	<b>0.0005</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 5</b>									
E-voting	134485395	28	134484630	99.9994	3	765	0.0006	NIL	NIL
Postal Ballot	9435407	9	9435407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>143920802</b>	<b>37</b>	<b>143920037</b>	<b>99.9995</b>	<b>3</b>	<b>765</b>	<b>0.0005</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 6</b>									
E-voting	134485395	28	134484630	99.9994	3	765	0.0006	NIL	NIL
Postal Ballot	9435407	9	9435407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>143920802</b>	<b>37</b>	<b>143920037</b>	<b>99.9995</b>	<b>3</b>	<b>765</b>	<b>0.0005</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 7</b>									
E-voting	12650463	21	12649161	99.9897	5	1302	0.0103	NIL	NIL
Postal Ballot	1735407	6	1735407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>14385870</b>	<b>27</b>	<b>14384568</b>	<b>99.9909</b>	<b>5</b>	<b>1302</b>	<b>0.0091</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 8</b>									
E-voting	12650463	21	12649161	99.9897	5	1302	0.0103	NIL	NIL
Postal Ballot	1735407	6	1735407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>14385870</b>	<b>27</b>	<b>14384568</b>	<b>99.9909</b>	<b>5</b>	<b>1302</b>	<b>0.0091</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 9</b>									
E-Voting	12650463	21	12649161	99.9897	5	1302	0.0103	NIL	NIL
Postal Ballot	1735407	6	1735407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>14385870</b>	<b>27</b>	<b>14384568</b>	<b>99.9909</b>	<b>5</b>	<b>1302</b>	<b>0.0091</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 10</b>									
E-Voting	12650463	21	12649161	99.9897	5	1302	0.0103	NIL	NIL
Postal Ballot	1735407	6	1735407	100.0000	0	0	0.0000	NIL	NIL
<b>Total</b>	<b>14385870</b>	<b>27</b>	<b>14384568</b>	<b>99.9909</b>	<b>5</b>	<b>1302</b>	<b>0.0091</b>	<b>NIL</b>	<b>NIL</b>

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# D. M. ZAVERI & Co.

Company Secretaries

**US** Dharmesh Zaveri  
B.Com., F.C.S.

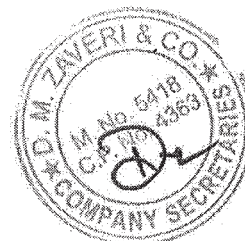
Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

The ordinary/special resolutions passed by requisite majority are as under;

Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
1) Ordinary Resolution pursuant to Section 149, 152 read with Schedule IV of the Companies Act, 2013.	Appointment of Ms. Sheetal Doshi (DIN: 07136658) as an Independent Director
2) Ordinary Resolution pursuant to Section 149, 152 read with Schedule IV of the Companies Act, 2013.	Appointment of Mr. Vishal Karia (DIN:03473857) as an Independent Director
3) Special Resolution pursuant to Section 42, 71 of Companies Act, 2013 and the Rules framed thereunder.	Offer or invite for subscription of non-convertible debentures on private placement basis.
4) Special Resolution pursuant to Section 4 and 13 read with Table A and other applicable provisions of the Companies Act, 2013.	Amendment to Main Object Clause of the Memorandum of Association.
5) Special Resolution pursuant to Section 4 and 13 read with Table A and other applicable provisions of the Companies Act, 2013.	Amendments to Clause III (B) and Clause III (C) of the Memorandum of Association.
6) Special Resolution pursuant to Section 4 and 13 read with Table A and other applicable provisions of the Companies Act, 2013.	Amendment to Clause IV of the Memorandum of Association.
7) Special Resolution pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.	Approval of existing material related party transactions.
8) Special Resolution pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.	Approval of existing related party transactions.
9) Special Resolution pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.	Approval of transactions with related parties being wholly owned subsidiaries / step down wholly owned subsidiary.
10) Special Resolution pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.	Approval of proposed transactions with related parties.

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# D. M. ZAVERI & Co.

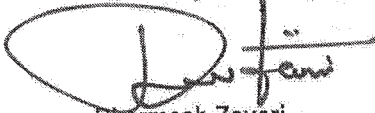
Company Secretaries

CS Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

- 1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.11. In the above mentioned Special Resolution Nos. 7, 8, 9 and 10 none of the promoters have voted as they are all deemed to be interested in the said resolution.
- 1.12. The above mentioned resolutions are deemed to be passed by requisite majority as on the date of announcement of result.
- 1.13. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)  
Membership No.: 5418  
C.P. No.: 4363  
Place: Mumbai  
Date: 9<sup>th</sup> September, 2015.



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