



# LIBORD FINANCE LIMITED

104, M. K. Bhavan, 300, Shahid Bhagat Singh Road, Fort, Mumbai - 400 001.

Tel.: (022) 2265 8108 / 09 / 10 • Fax : (022) 2266 2520

Email : libord@vsnl.com • Website : www.libord.com

CIN No.: L65990MH1994PLC077482

Date: October 1, 2016

To,  
The Secretary  
BSE Limited  
P.J.Towers,  
Dalal Street,  
Mumbai 400001

Dear Sir,

**Ref: Libord Finance Limited (Code 511593)**

**Sub: Disclosure of Voting Results of the 22<sup>nd</sup> Annual General Meeting of the Company pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements ) Regulations, 2015**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith details of the combined voting results (i.e. result of remote e-voting / postal ballot alongwith the poll conducted (physical ballot) of 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2016 at 10.00 a.m. at H.T. Parikh Conference Room, Indian Merchant Chambers IMC Marg, Churchgate, Mumbai 400020. The details are given below:

Date of Annual General Meeting	30 <sup>th</sup> September, 2016
Total number of shareholders on cutoff date i.e. 22.09.2016	12016
No. of shareholders present in the meeting either in person or through proxy	44
Promoters and Promoter Group:	4
Public	40
No. of shareholders attended the meeting through Video Conferencing	Not Arranged

Further, the Agenda wise details of the business / resolutions transacted at the said AGM are given below :

Item No.	Details of the Agenda	Resolution required	Mode of voting
<b>Ordinary Business</b>			
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Auditors' Report thereon and the Report of the Directors alongwith Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Auditors' Report thereon.	Ordinary Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
2.	To appoint a Director in place of Mr. Lalit Kumar Dangi (DIN 00886521) who retires by rotation and being eligible, offers himself for reappointment	Ordinary Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
3.	Appointment of Statutory Auditor of the Company	Ordinary Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
<b>Special Business</b>			
4.	To appoint Mr. Apurve Mehra as an Independent Director of the Company	Ordinary Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
5.	To Increase the Authorised Share Capital of the Company	Ordinary Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
6.	To amend Clause V of the Memorandum of Association for Increase in Authorised Capital of the Company	Special Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
7.	To Authorise Board of Directors to Borrow Money for the Purpose of the Business of the Company	Special Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
8.	To Authorise Board of Directors to Mortgage or Charge Immovable and/or Movable Assets of the Company to the Lenders	Special Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
9.	To approve Increase in Limits under Section 186 of the Companies Act 2013 for giving Loans and/or Guarantees, providing of Securities and Making Investments in Securities	Special Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot
10.	Approval to deliver Document through a Particular Mode as may be sought by the Member	Ordinary Resolution	Remote E-Voting/ Postal Ballot & Physical Ballot

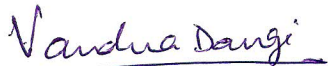
The Voting details are annexed herewith in the prescribed format. We are also enclosing herewith the Scrutinizers Report.

This is for your kind information and records.

Thanking You,

Yours Faithfully,

For Libord Finance Limited



Dr.(Mrs.) Vandna Lalit Dangi

Managing Director -DIN :00886496

Encl: As above



## VOTING RESULTS – AGENDA-WISE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF LIBORD FINANCE LIMITED

Resolution No.			1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Auditors' Report thereon and the Report of the Directors alongwith Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Auditors' Report thereon.					
Resolution Required			Ordinary Business and Ordinary Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	4701132	88680	1.8864	88680	0	100.0000	0.0000
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4701132	100.0000	4701132		100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	3298868	992	0.0301	705	287	71.0685	28.9315
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1970	0.0597	1683	287	85.4315	14.5685
<b>Total</b>		<b>8000000</b>	<b>4703102</b>	<b>58.7888</b>	<b>4702815</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>





Resolution No.	2. To appoint a Director in place of Mr. Lalit Kumar Dangi (DIN 00886521) who retires by rotation and being eligible, offers himself for reappointment							
Resolution Required	Ordinary Business and Ordinary Resolution							
Whether Promoter / Promoter Group are interested in the agenda / resolution	No							
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting		88680	1.8864	88680	0	100.0000	0.0000
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000
	Postal Ballot	4701132	0	0.0000	0	0	0.0000	0.0000
	Total		4701132	100.0000	4701132		100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		892	0.0270	605	287	67.8251	32.1749
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000
	Postal Ballot	3298868	0	0.0000	0	0	0.0000	0.0000
	Total		1870	0.0567	1583	287	84.6524	15.3476
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>





Resolution No.		3. Appointment of Statutory Auditor of the Company													
Resolution Required		Ordinary Business and Ordinary Resolution													
Whether Promoter / Promoter Group are interested in the agenda / resolution		No													
Resolution Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting		88680	1.8864	88680	0	100.0000	0.0000							
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000							
	Postal Ballot	4701132	0	0.0000	0	0	0.0000	0.0000							
	Total		4701132	100.0000	4701132		100.0000	0.0000							
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000							
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000							
	Total		0	0.0000	0	0	0.0000	0.0000							
Public Non Institutions	E-Voting		892	0.0270	605	287	67.8251	32.1749							
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000							
	Postal Ballot	3298868	0	0.0000	0	0	0.0000	0.0000							
	Total		1870	0.0567	1583	287	84.6524	15.3476							
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>							



Resolution No.		4. To appoint Mr. Apurve Mehra as an Independent Director of the Company													
Resolution Required		Special Business and Ordinary Resolution													
Whether Promoter / Promoter Group are interested in the agenda / resolution		No													
Category	Mode of Voting	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]	[7]
Promoter and Promoter Group	E-Voting	4701132	88680	1.8864	88680	0	100.0000	0.0000	0	4612452	0	0	0	0.0000	0.0000
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		4701132	100.0000	4701132	0	100.0000	0.0000							
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0	0	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		0	0.0000	0	0	0.0000	0.0000							
Public Non Institutions	E-Voting	3298868	892	0.0270	605	287	67.8251	32.1749	0	978	0	0	0	0.0000	0.0000
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		1870	0.0567	1583	287	84.6524	15.3476							
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>							



Resolution No.		5. To Increase the Authorised Share Capital of the Company													
Resolution Required		Special Business and Ordinary Resolution													
Whether Promoter / Promoter Group are interested in the agenda / resolution		No													
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	4701132	88680	1.8864	88680	0	100.0000	0.0000	[1]	[2]	[3]= [(2)/(1)]*100	[4]	[5]	[6]= [(4)/(2)]*100	[7]= [(5)/(2)]*100
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		4701132	100.0000	4701132		100.0000	0.0000							
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0	0.0000	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		0	0.0000	0	0	0.0000	0.0000							
Public Non Institutions	E-Voting	3298868	892	0.0270	605	287	67.8251	32.1749	3298868	892	0.0270	605	287	67.8251	32.1749
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		1870	0.0567	1583	287	84.6524	15.3476							
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>							





Resolution No.	6. To amend Clause V of the Memorandum of Association for Increase in Authorised Capital of the Company.							
Resolution Required	Special Business and Special Resolution							
Whether Promoter / Promoter Group are interested in the agenda / resolution	No							
Category	Mode of Voting	No. of Shares held	No. of votes Polled	% of votes Polled on outstanding shares [3]= [(2)/(1)]*100	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled =[(4)/(2)]*100	% of Votes against on votes polled =[(5)/(2)]*100
		[1]	[2]	[3]	[4]	[5]	[6]	[7]
Promoter and Promoter Group	E-Voting		88680	1.8864	88680	0	100.0000	0.0000
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000
	Postal Ballot	4701132	0	0.0000	0	0	0.0000	0.0000
	Total		4701132	100.0000	4701132		100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		892	0.0270	605	287	67.8251	32.1749
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000
	Postal Ballot	3298868	0	0.0000	0	0	0.0000	0.0000
	Total		1870	0.0567	1583	287	84.6524	15.3476
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>



Resolution No.		7. To Authorise Board of Directors to Borrow Money for the Purpose of the Business of the Company.						
Resolution Required		Special Business and Special Resolution						
Whether Promoter / Promoter Group are interested in the agenda / resolution		No						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting		88680	1.8864	88680	0	100.0000	0.0000
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000
	Postal Ballot	4701132	0	0.0000	0	0	0.0000	0.0000
	Total		4701132	100.0000	4701132		100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		892	0.0270	605	287	67.8251	32.1749
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000
	Postal Ballot	3298868	0	0.0000	0	0	0.0000	0.0000
	Total		1870	0.0567	1583	287	84.6524	15.3476
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>

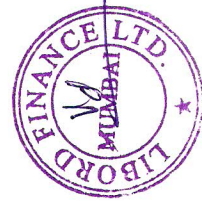


Resolution No.			8. To Authorise Board of Directors to Mortgage or Charge Immovable and/or Movable Assets of the Company to the Lenders.					
Resolution Required			Special Business and Special Resolution					
Whether Promoter / Promoter Group are interested in the agenda / resolution			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	4701132	88680	1.8864	88680	0	100.0000	0.0000
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4701132	100.0000	4701132		100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
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	Physical Ballot		978	0.0296	978	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1870	0.0567	1583	287	84.6524	15.3476
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>



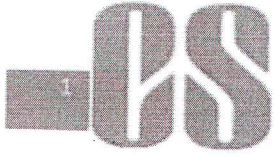


Resolution No.	9. To approve Increase in Limits under Section 186 of the Companies Act 2013 for giving Loans and/or Guarantees, providing of Securities and Making Investments in Securities.							
Resolution Required	Special Business and Special Resolution							
Whether Promoter / Promoter Group are interested in the agenda / resolution	No							
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting		88680	1.8864	88680	0	100.0000	0.0000
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000
	Postal Ballot	4701132	0	0.0000	0	0	0.0000	0.0000
	Total		4701132	100.0000	4701132		100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		892	0.0270	605	287	67.8251	32.1749
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000
	Postal Ballot	3298868	0	0.0000	0	0	0.0000	0.0000
	Total		1870	0.0567	1583	287	84.6524	15.3476
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>



Resolution No.	10. Approval to deliver Document through a Particular Mode as may be sought by the Member.														
Resolution Required	Special Business and Ordinary Resolution														
Whether Promoter / Promoter Group are interested in the agenda / resolution	No														
Category	Mode of Voting	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]	[7]
Promoter and Promoter Group	E-Voting	4701132	88680	1.8864	88680	0	$=[(4)/(2)]*100$	$=[(5)/(2)]*100$							
	Physical Ballot		4612452	98.1136	4612452	0	100.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		4701132	100.0000	4701132	0	100.0000	0.0000							
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000							
	Physical Ballot		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		0	0.0000	0	0	0.0000	0.0000							
Public Non Institutions	E-Voting	3298868	892	0.0270	605	287	67.8251	32.1749							
	Physical Ballot		978	0.0296	978	0	100.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		1870	0.0567	1583	287	84.6524	15.3476							
<b>Total</b>		<b>8000000</b>	<b>4703002</b>	<b>58.7875</b>	<b>4702715</b>	<b>287</b>	<b>99.9939</b>	<b>0.0061</b>							





# MEHUL CHHAJED & ASSOCIATES

ACS, L.L.B, B.Com  
Practising Company Secretary & Legal Advisor

FORM NO. MGT-13

Scrutinizer's Report

*[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and applicable Companies  
(Management and Administration) Rules, 2014]*

To,

The Chairman of,

22<sup>nd</sup> Annual General Meeting of

Libord Finance Limited,

Held on 30<sup>th</sup> September, 2015 at 10:00 A.M. at

H.T. Parikh Conference Room, Indian Merchant Chambers,

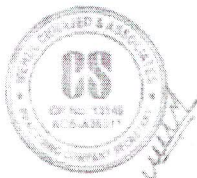
IMC Building, IMC Marg, Churchgate,

Mumbai - 400020.

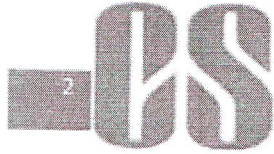
**Subject : Passing of Resolutions through Remote E-Voting / Postal Ballot and the Poll  
conducted at the 22<sup>nd</sup> Annual General Meeting of Libord Finance Limited**

Dear Sir,

I, Mehul Lalit Chhajed, a Company Secretary in Practice have been appointed as a Scrutinizer by the Board of Directors of Libord Finance Limited for the purpose of scrutinizing the e-voting / postal ballot process (remote e-voting) held between Monday, 26<sup>th</sup> September, 2016 at 9.00 A.M. (IST) to Thursday, 29<sup>th</sup> September, 2016 at 5.00 P.M. (IST) under the provisions of Section 108 of the Companies Act, 2013 ( the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), for the purpose of transacting the business / resolutions contained in the Notice of the 22<sup>nd</sup> AGM of the Equity Shareholders of the Companies.







Further, I have been appointed as a Scrutinizer by the Chairman of the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of the Companies held on Friday, 30<sup>th</sup> September, 2016 at 10.00 A.M. at H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai - 400020 for the poll (physical ballot) conducted on the resolutions contained in the Notice of the 22<sup>nd</sup> Annual General Meeting under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 22<sup>nd</sup> Annual General Meeting of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour", "against" and "invalid votes" in respect of the Resolutions contained in the Notice of the 22<sup>nd</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 22<sup>nd</sup> Annual General Meeting as per the provisions of the Act.

Further to above, I submit my Report as under:

1. The Remote e-voting period remained open from Monday, 26<sup>th</sup> September, 2016 (09.00 A.M.) to Thursday, 29<sup>th</sup> September, 2016 (05.00 P.M.)
2. The Shareholders of the Company holding shares of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> September, 2016 and those who had not opted for e-voting / postal ballot were entitled to vote on the resolutions as contained in the Notice of 22<sup>nd</sup> Annual General Meeting of the Company at the said Annual General Meeting.
3. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.

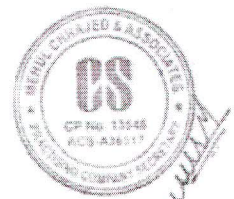




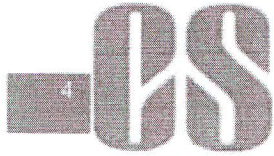
## MEHUL CHHAJED & ASSOCIATES

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Practising Company Secretary & Legal Advisor

4. The locked ballot box was subsequently opened in my presence and papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / the Registrars and Share Transfer Agent (RTA) of the Company M/s. Sharex Dynamic (India) Private Limited and the authorisations / proxies lodged with the Company.
5. All Poll Papers were found valid and there were no incomplete Poll Papers.
6. Thereafter, the electronic votes cast by the Shareholders through remote e-voting "for" and / or "against" each of the resolutions that were put to vote, were unblocked at 4.26 P.M. on 30<sup>th</sup> September, 2016 from the e-Voting website of Central Depository Services (India) Limited (CDSL) ([www.evotingindia.com](http://www.evotingindia.com).) i.e., after counting the votes cast at the 22<sup>nd</sup> Annual General Meeting in the presence of two witnesses, Mr. Pratik Kalsariya and Mr. Mayur Parmar who are not in the employment of the Company. Both the witnesses have signed at the end of the Report giving their confirmation for the same.
7. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the Shareholders, number of shares held by them, nominal value of such Shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining the list of shares with differential voting rights.
8. The consolidated result of the Poll and e-Voting (*e-voting website of Central Depository Systems Limited*) have been compiled together and is as under:







# MEHUL CHHAJED & ASSOCIATES

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a) Resolution No. 1 (Ordinary Business and Ordinary Resolution)

*To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Auditors' Report thereon and the Report of the Directors along with Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Auditors' Report thereon.*

(i) Voted in favour of the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	89,385	99.6799
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>50</b>	<b>47,02,815</b>	<b>99.9939</b>

(ii) Voted against the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3201
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

(iii) Invalid Votes:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>







## MEHUL CHHAJED & ASSOCIATES

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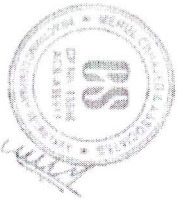
### b) Resolution No. 2 (Ordinary Business and Ordinary Resolution)

*To appoint a Director in place of Mr. Lalit Kumar Dangri (DIN 00886521) who retires by rotation and being eligible, offers himself for reappointment*

(i) Voted in favour of the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

(ii) Voted against the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

(iii) Invalid Votes:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



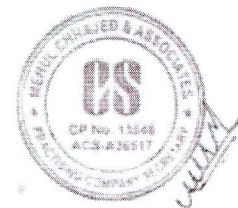
c) Resolution No. 3 (Ordinary Business and Ordinary Resolution)

*Appointment of Statutory Auditor of the Company.*

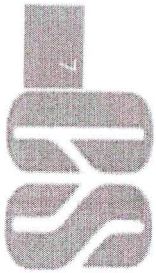
(i) Voted in favour of the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

(ii) Voted against the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

(iii) Invalid Votes:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>







## MEHUL CHHAJED & ASSOCIATES

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d) Resolution No. 4 (Special Business and Ordinary Resolution)

To appoint *Mr. Apurve Mehra as an Independent Director of the Company.*

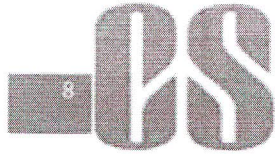
(i) Voted in favour of the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

(ii) Voted against the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

(iii) Invalid Votes:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>







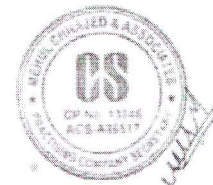
**e) Resolution No. 5 (Special Business and Ordinary Resolution)**

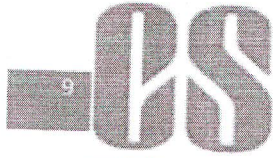
*To Increase the Authorised Share Capital of the Company.*

<b>(i) Voted in favour of the resolution:</b>			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

<b>(ii) Voted against the resolution:</b>			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

<b>(iii) Invalid Votes:</b>			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>





# MEHUL CHHAJED & ASSOCIATES

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f) Resolution No. 6 (Special Business and Special Resolution)

To amend Clause V of the Memorandum of Association for Increase in Authorised Capital of the Company.

(i) Voted in favour of the resolution:

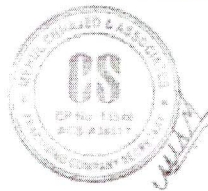
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
Total	49	47,02,715	99.9939

(ii) Voted against the resolution:

Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
Total	2	287	0.0061

(iii) Invalid Votes:

Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
Total	NIL	NIL	NIL





**g) Resolution No. 7 (Special Business and Special Resolution)**

*To Authorise Board of Directors to Borrow Money for the Purpose of the Business of the Company.*

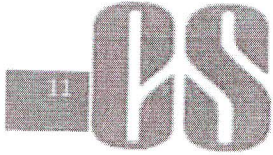
<b>(i) Voted in favour of the resolution:</b>			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

<b>(ii) Voted against the resolution:</b>			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

<b>(iii) Invalid Votes:</b>			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>







# MEHUL CHHAJED & ASSOCIATES

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## h) Resolution No. 8 (Special Business and Special Resolution)

*To Authorise Board of Directors to Mortgage or Charge Immovable and/or Movable Assets of the Company to the Lenders.*

(i) Voted in favour of the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

(ii) Voted against the resolution:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

(iii) Invalid Votes:			
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



**i) Resolution No. 9 (Special Business and Special Resolution)**

*To approve Increase in Limits under Section 186 of the Companies Act 2013 for giving Loans and/or Guarantees, providing of Securities and Making Investments in Securities.*

(i) Voted in favour of the resolution:

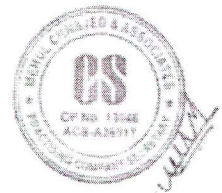
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

(iii) Invalid Votes:

Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>







# MEHUL CHHAJED & ASSOCIATES

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Practising Company Secretary & Legal Advisor

j) Resolution No. 10 (Special Business and Ordinary Resolution)

*Approval to deliver Document through a Particular Mode as may be sought by the Member.*

(i) Voted in favour of the resolution:

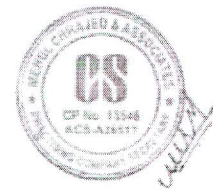
Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	89,285	99.6796
Physical Ballot	44	46,13,430	100.000
<b>Total</b>	<b>49</b>	<b>47,02,715</b>	<b>99.9939</b>

(ii) Voted against the resolution:

Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	287	0.3204
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>2</b>	<b>287</b>	<b>0.0061</b>

(iii) Invalid Votes:

Type of Voting	Number of Members present and voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	NIL	NIL	NIL
Physical Ballot	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>







# MEHUL CHHAJED & ASSOCIATES

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All the Resolutions at Item numbers 1 to 10 to the Notice of the 22<sup>nd</sup> Annual General Meeting have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting / physical ballot forms for voting at the Meeting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking You.



FOR MEHUL CHHAJED & ASSOCIATES

MEHUL LALIT CHHAJED  
PRACTISING COMPANY SECRETARY  
ACS : A36517  
COP : 13546

Date : 1<sup>st</sup> October, 2016  
Place: Mumbai

## WITNESSES:

PRATIK KALSARIYA  
G-193, Raghuleela Mega Mall,  
Kandivali West, Mumbai - 400067.

MAYUR PARMAR  
G-193, Raghuleela Mega Mall,  
Kandivali West, Mumbai - 400067.