



**Summarized proceeding of Extra-ordinary General Meeting of Members of the  
Company held on Friday, March 18, 2016**

The Extra-ordinary General Meeting of members of the Company was held on Friday, March 18, 2016 at 11.00 AM at the corporate office of the Company at Survey no. 314/3, SDA Compound, Lasudia Mori, Dewas Naka, Indore-452010.

Mr. Mukesh Sangla Chaired the proceeding of the meeting.

Total 17 members attended the meeting as per the Register of attendance.

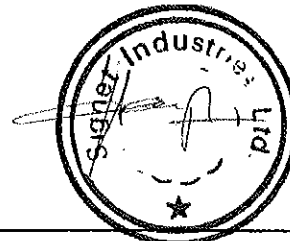
The Chairman addressed to members about the reasons for Acquire the 'Engineering Business' of the Adroit Industries (India) Limited ('AAIL' or 'the Promoter group Company') by Adroit Drivelines Limited ('ADL') as a going concern on a 'slump sale' basis which is wholly owned subsidiary of Signet Industries Limited ('SIL' or 'the Company').

Hence, the Board of directors at their meeting held on February 16, 2016 has considered for Acquire the 'Engineering Business' of the Adroit Industries (India) Limited ('AAIL' or 'the Promoter group Company') by Adroit Drivelines Limited ('ADL') as a going concern on a 'slump sale' basis which is wholly owned subsidiary of Signet Industries Limited ('SIL' or 'the Company').

The Chairman informed the members that Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of Companies (Management and Administration) Rules, 2014, the Company had extended the E-voting facility to the members of the Company in respect of business to be transacted at Extra-ordinary General Meeting. Mr. Manish Maheshwari, Practicing Company Secretary was appointed as Scrutinizer by the Board for E-voting process, the E-voting facility commenced from March 15, 2016 (09.00 A.M.) to March 17, 2016 (05.00 P.M.).

The Chairman informed the members that the Company has made arrangement for Poll for all 2 resolutions stated in Notice of EGM. Thereafter all the 2 resolutions proposed and seconded by the members.

The Chairman ordered for a Poll to be taken at meeting and also requested Authorised Representative of Mr. Manish Maheshwari, Scrutinizer for an orderly conduct of Poll. Thereafter, the Chairman declared the combined result of E-voting and Poll will be put on the Company's website.



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Lasudia Mori, Dewas Naka, Indore - 452010 (M.P.)  
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E-mail : info@groupsignet.com  
Web : www.groupsignet.com  
CIN No. : L51900MH1985PLC035202




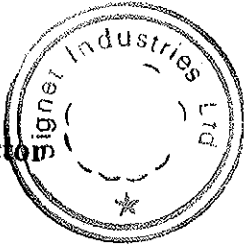
**SIGNET**  
INDUSTRIES LIMITED  
(An ISO 9001:2008 Company)

The resolutions passed by the members are as follows-

Resolution No.	RESOLUTIONS
Special Resolution	
1	Acquire the 'Engineering Business' of the Adroit Industries (India) Limited ('AII' or 'the Promoter group Company') by Adroit Drivelines Limited ('ADL') as a going concern on a 'slump sale' basis which is wholly owned subsidiary of Signet Industries Limited ('SIL' or 'the Company')
2	Issue of Equity shares on preferential basis

For: Signet Industries Limited

  
Mukesh Sangla  
Managing Director  
DIN 00189676



Place: Indore

Date: 21.03.2016

**Details of Voting Results (Regulation 44)**

Date of Extra-ordinary General Meeting		18th March, 2016
Total number of shareholders on Record Date (i.e. March 11, 2016- cut-off date for e-voting purpose):		1863
No. of shareholders present in the meeting either in person or through proxy:	Promoters and promoter Group:	9
	Public	8
No. of shareholders attended the meeting through Video Conferencing	Promoters and promoter Group:	Not arranged
	Public	

**Agenda-wise Disclosure**

**In case of Poll/Postal ballot/E-voting**

The mode of voting for all resolution was E-voting and Poll conducted at the meeting

<b>Resolution 1:</b> (Special Resolution)	Acquire the 'Engineering Business' of the Adroit Industries (India) Limited ('AIL' or 'the Promoter group Company') by Adroit Drivelines Limited ('ADL') as a going concern on a 'slump sale' basis which is wholly owned subsidiary of Signet Industries Limited ('SIL' or 'the Company')
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Promoter/Public	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- In against	% of votes In favour on votes polled	% of votes against on votes polled
		[1]	[2]	$3 = \frac{[2]}{[1]} * 100$	[4]	[5]	$6 = \frac{[4]}{[2]} * 100$	$7 = \frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	214,110,000	192,348,540	93.16	192,348,540	-	93.16%	0.00%
	Poll							
	Postal Ballot (If Applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutional holders	E-Voting	-	-	-	-	N.A.	N.A.	N.A.
	Poll							
	Postal Ballot (If Applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Others	E-Voting	77,760,000	10,005	0.00	10,005	N.A.	N.A.	N.A.
	Poll							
	Postal Ballot (If Applicable)	N.A.	14,116,330	6.84	14,116,330		6.84%	0.00%
<b>Total</b>		<b>291,870,000</b>	<b>206,474,875</b>	<b>100.00</b>	<b>206,474,875</b>	<b>N.A.</b>	<b>100.00%</b>	<b>0.00%</b>

<b>Resolution 2:</b> (Special Resolution)	Issue of Equity shares on preferential basis.
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Promoter/Public	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- In against	% of votes In favour on votes polled	% of votes against on votes polled
		[1]	[2]	$3 = \frac{[2]}{[1]} * 100$	[4]	[5]	$6 = \frac{[4]}{[2]} * 100$	$7 = \frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	214,110,000	192,348,540	93.16	192,348,540	-	93.16%	-
	Poll							
	Postal Ballot (If Applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Institutional holders	E-Voting	-	-	-	-	N.A.	N.A.	N.A.
	Poll							
	Postal Ballot (If Applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Others	E-Voting	77,760,000	10,005	0.00	10,005	N.A.	N.A.	N.A.
	Poll							
	Postal Ballot (If Applicable)	N.A.	14,116,330	6.84	14,116,330		6.84%	-
<b>Total</b>		<b>291,870,000</b>	<b>206,474,875</b>	<b>100.00</b>	<b>206,474,875</b>	<b>N.A.</b>	<b>100.00%</b>	<b>-</b>

For Signet Industries Ltd.

  
Managing Director



**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2015 as amended]

To,  
The Chairman,  
SIGNET INDUSTRIES LIMITED  
CIN: L51900MH1985PLC035202  
308, Acme Plaza, Opp. Sangam Cinema,  
Andheri Kurla Road, Andheri (E)  
MUMBAI (Maharashtra) 400059

Dear Sir,

**Ref. EXTRA ORDINARY GENERAL MEETING (EGM) OF THE EQUITY SHAREHOLDERS OF SIGNET INDUSTRIES LIMITED HELD ON THE FRIDAY, 18<sup>TH</sup> MARCH 2016 AT 11.00 A.M. AT 314/3, SDA COMPOUND, LASUDIA MORI, DEWAS NAKA, INDORE (M.P.)**

**Subject: Passing of Resolution(s) through electronic voting and Poll at the venue of the EGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Clause 35 B of the Listing Agreement**

1. I, **Manish Maheshwari** Practicing Company Secretary, appointed by the Board of Directors of **SIGNET INDUSTRIES LIMITED** ("the Company") as a Scrutinizer for the purpose of conducting the E-voting process and Poll at venue of the EGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2015 as amended and Clause 35 B of the Listing Agreement, on the below mentioned resolution(s), passed at the Extra Ordinary General Meeting of the Equity Shareholders of the Company held on the **Friday, 18<sup>th</sup> March 2016 At 11.00 A.M. At 314/3, SDA Compound, Lasudia Mori, Dewas Naka, Indore (M.P.)**.



2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the Extra Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process and Poll restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide the E-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
- i. The Company has availed E-voting facility offered by Central Depository Services Limited (CDSL), for conducting E-voting by the shareholders of the Company.
  - ii. The Members of the Company as on the "Cut Off" date i.e. **11<sup>th</sup> March 2016** were entitled to vote on the resolutions (Items Number 1 and 2 as set out in Notice of EGM of the Company).
  - iii. The voting period for E-voting commenced on **15<sup>th</sup> March, 2016, (09.00 AM) and ends on 17<sup>th</sup> March, 2016 (05.00 PM)** and the CDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses Ms. Shruti Agrawal and Ms. Prerna Jain, who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.
  - iv. The Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Company arranged the facility to vote for Poll at the venue of the EGM. The Poll voting was reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the company. Thereafter, I as a Scrutinizer duly compiled the details of the e-voting carried out by the Members together with the Poll done at the venue of the EGM.

**The results of the e-voting with that of the voting conduct at venue of the AGM by way of Poll are as under:**



Details	E-voting	Voting by Poll at the AGM	Total Voting
Number of members who cast their votes	13	7	20
Total Number of Shares held by them	19,23,58,545	1,41,16,330	20,64,74,875
Valid Votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained/ Invalid Votes	NIL		

#### **ITEM NO. 1 - SPECIAL RESOLUTION**

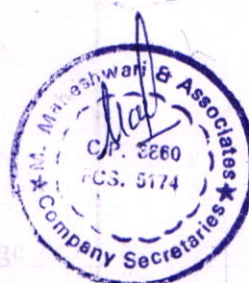
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Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	19,23,58,545	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	1,41,16,330	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>20,64,74,875</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### **ITEM NO. 2 - SPECIAL RESOLUTION**

Issue of Equity shares on preferential basis:

Manner of Voting	Votes in favour of the Resolution		Votes against the Resolution		Abstained /Invalid Votes
	Nos.	% age	Nos.	% age	Nos.
E- Voting	19,23,58,545	100.00	0.00	0.00	0.00
Voting by Poll at the Venue	1,41,16,330	100.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>20,64,74,875</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>



4. I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through e- voting. The electronic data and all other relevant records relating to e- voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approve and signs the minutes of the AGM.

*Shruti*

Ms. Shruti Agrawal

*Prerna*

Ms. Prerna Jain

**Thanking you,  
Yours Faithfully,**

*Manish Maheshwari*

**Scrutinizer  
Name: Manish Maheshwari  
Practicing Company Secretary  
FCS: 5174; CP: 3860**



**Place: Indore  
Date: 19.03.2016**