

03rd May, 2017

To, Listing Department BSE Ltd Floor 25, P J Towers Dalal Street Mumbai - 400 001	To, Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai - 400 051
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Dear Sirs,

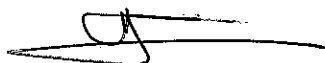
Sub: Certified true copy of the proceedings of the Postal Ballot conducted on 06th April, 2017

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith certified true copy of the proceedings of the Postal Ballot of the company concluded on 06th April, 2017.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Pitti Laminations Limited



Satyabrata Padhi
Company Secretary

Encl : As above

Regd.&H.O : 6-3-648 / 401, 4th floor, Padmaja Landmark, Somajiguda, Hyderabad - 500 082., Telangana, India.
Plant-I : Survey No. 1603 & 1607, Nandigaon Village & Mandal, R.R.Dist. - 509 223, Telangana, India.
Plant-II : Survey No. 1837 & 1838, Jingoniguda Road, Nandigaon (V) & (M), R.R.Dist. - 509 223, Telangana, India.
Plant-III : Plot No. PAP-K-11 MIDC Near Village Khalumbre, Chakan Post, Tal-Khed, Dist - Pune - 410501, India.
Plant-IV : Survey No. 1837, Jingoniguda Road, Nandigaon (V) & (M), R.R.Dist. - 509 223, Telangana, India.
Tool Room : Survey No. 1603 & 1607, Nandigaon Village & Mandal, R.R.Dist, 509 223, Telangana, India.

● Laminations ● Machining ● Castings ● Tooling

Certified true copy of the proceedings of the Postal Ballot held on Thursday, 06th April, 2017 at 5:00 p.m at the Registered office of Pitti Laminations Ltd 6-3-648/401, IV Floor, Padmaja landmark, Somajiguda, Hyderabad, Telangana

The results on the voting by Postal Ballot conducted by Pitti Laminations Ltd, pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, on the Resolutions as set out in the Postal Ballot notice dated 13th February, 2017, were declared on 06th April, 2017 at the Registered office of the company.

The Company had, on 04th March, 2017 dispatched to all shareholders, a notice dated 13th February, 2017 under section 110 of the Companies Act, 2013, for obtaining the consent of the shareholders to the Resolutions by means of Postal Ballot.

Shri S Chidambaram, Company Secretary in Practice was appointed as Scrutinizer to receive and scrutinize the votes casted physically and electronically by way of postal ballot forms and through e-voting by the Members and for conducting the Postal Ballot process (including e-voting) in a fair & transparent manner. The Postal Ballot forms and the self-addressed business reply envelopes were also sent for use of Members. The shareholders were requested to return the Postal Ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before the close of working hours on Tuesday, 04th April, 2017, or to vote through electronic means as the e-voting was opened from Monday, the 06th March, 2017 at 9:00 A.M to Tuesday, the 04th April, 2017 at 5:00 P.M.

After due scrutiny of all the postal ballot forms received by Shri S Chidambaram and e-voting done by the members up to the close of working hours (5:00 P.M) of 04th March, 2017 (being last dated fixed for return of the Postal Ballot forms duly filled in by Members and end date of e-voting), Shri S Chidambaram submitted his report dated 05th April, 2017 as under:-

Resolution No.1

TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

Following is the details of e-voting, Postal Ballot received and vote in favour and against the Resolution:-

For PITTI LAMINATIONS LTD.


Satyabrata Padhi
Company Secretary

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Details of the Agenda : Resolution No.1	Resolution required	Mode of voting	Voting Results
To increase the Authorised Share Capital and consequential alteration of Memorandum of Association of the Company	Ordinary	E-voting and Postal Ballot	Resolution passed by requisite majority

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	16189380	16189380	100	16189380	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal ballot	-	-	-	-	-	-	-
	Total	16189380	16189380	100	16189380	0	100	0
Public-Institutions	E-Voting	878224	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal ballot	-	-	-	-	-	-	-
	Total	878224	-	-	-	-	-	-
Public-Non Institutions	E-Voting	9915796	1522626	15.36	1522473	153	99.99	0.01
	Poll	-	-	0.00	0	0	0	0
	Postal ballot	-	6264	0.06	6164	100	98.40	1.59
	Total	9915796	1528890	15.42	1528637	253	99.98	0.01
TOTAL		26983400	17718270	65.66	17718017	253	99.99	0.01

Members holding 1,77,18,017 equity shares have cast in favour of the Resolution representing 99.99% of the total valid votes, the following Resolution is passed as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules made thereunder, the consent of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.15,00,00,000 (Rupees Fifteen Crores only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.5/- each to Rs.30,00,00,000 (Rupees Thirty Crores only) divided into 6,00,00,000 (Six Crores) equity shares of Rs.5/- (Rupees Five Only) each by creation of additional 300,00,000 (Three Crores) equity shares of Rs.5/- (Rupees Five only) each.

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RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be altered by substituting the same with the following clause V and the existing clause V shall always be deemed to have been substituted by the following:

The Authorised Share Capital of the Company is Rs.30,00,00,000 (Rupees Thirty Crore only) divided into 6,00,00,000 (Six Crore) equity shares of Rs.5/- (Rupees Five Only) each. The Company has the power from time to time, to increase or reduce its capital. Any of the said shares and any new shares hereafter to be created, may from time to time be divided into shares of several classes in such manner as the Articles of Association of the Company may prescribe or allow and so that the shares of each class may have or confer such preferred or other special rights and privileges and may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise, as well have been assigned thereto by or under the provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as is provided for by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary to give effect to this Resolution”.

Resolution No.2

Preferential issue of equity shares and warrants

Following is the details of e-voting, Postal Ballot received and vote in favour and against the Resolution:-

Details of the Agenda : Resolution No.2	Resolution required	Mode of voting	Voting Results
Preferential issue of equity shares and warrants	Special	E-voting and Postal Ballot	Resolution passed by requisite majority

For PITTI LAMINATIONS LTD.



Satyabrata Padhi
Company Secretary

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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	16189380	16189380	100	16189380	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal ballot	-	-	-	-	-	-	-
	Total	16189380	16189380	100	16189380	0	100	0
Public-Institutions	E-Voting	878224	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal ballot	-	-	-	-	-	-	-
	Total	878224	-	-	-	-	-	-
Public-Non Institutions	E-Voting	9915796	1522626	15.36	1521689	937	99.94	0.062
	Poll	-	-	-	-	-	-	-
	Postal ballot	-	6264	0.06	5064	1200	80.84	19.16
	Total	9915796	1528890	15.42	1526753	2137	99.86	0.14
TOTAL		26983400	17718270	65.66	17716133	2137	99.99	0.012

Members holding 1,77,16,133 equity shares have cast in favour of the Resolution representing 99.99% of the total valid votes, the following Resolution is passed as a Special Resolution:-

— Since 1983 —

“RESOLVED THAT pursuant to the provisions of Sections 62, Section 42 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force) and (the “Act”) including any statutory modification (s) thereto or re-enactment thereof and in accordance with the relevant provisions of the Memorandum and Articles of Association of the company and in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”) and regulation 26(2) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and as per the provisions of other applicable rules/regulations/guidelines prescribed by the Securities Exchange Board of India (“SEBI”) and/or Reserve Bank of India (“RBI”) and/or any other statutory/regulatory authority and clarifications thereon issued from time to time, whether in India or abroad, and pursuant to the listing agreements entered into by the company with the BSE Limited (“Stock Exchange”) and National Stock Exchange of India Limited where the securities of the company are listed or to be listed, and subject to all approvals, consents,

PITTI LAMINATIONS LTD.

Satyabrata Padhi
Company Secretary

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permissions and/or sanctions as may be required including but not limited to SEBI under the SEBI ICDR Regulations and from any other regulatory or statutory authority or body in India and subject to such terms, conditions, alternations, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and as agreed to by the Board of Directors of the company (the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred on the Board by this Resolution) and in accordance with the SEBI ICDR Regulations, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches by way of preferential allotment, upto 28,44,445 (Twenty Eight Lakhs Forty Four Thousand Four Hundred and Forty Five) equity shares of Rs.5/- each fully paid up at a price as may be calculated in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and to create issue, offer and allot in one or more tranches upto 22,22,222 Convertible Warrants to the promoters on preferential basis and said warrants will be convertible into equal number of Equity share of Rs.5/- (Rupees Five Only) each fully paid-up at a price as may be calculated in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, provided that promoter's shareholding shall not be entitling them to exercise more than five per cent of the voting rights in any financial year. The details of the allottees are as under:

Sl No	Name of the allottee	Category	Instrument Type	Proposed Number of Instruments for allotment
1	Shri Sharad B Pitti	Promoter	Equity	1288889
2	Shri Akshay S Pitti	Promoter	Equity	1000000
3	Shri Akshay S Pitti	Promoter	Warrants	1111111
4	Pitti Electrical Equipment Pvt Ltd	Promoter	Equity	555556
5	Pitti Electrical Equipment Pvt Ltd	Promoter	Warrants	1111111

For PITTI LAMINATIONS LTD.

Satyabrata Padhi
Company Secretary

RESOLVED FURTHER THAT without prejudice to the generality of the above, the 'Relevant Date' for the purposes of determining the floor price of the Equity Shares in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time, shall be Tuesday the 7th March, 2017 i.e., 30 days prior to the date of passing of the Special Resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, matters, things and deeds and to take all such steps and do all such things and give all such directions as they may consider necessary,

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expedient or desirable for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchange where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the SEBI ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedite or desirable, including without limitation, effecting any modification to the foregoing (including any modification to the terms of the Preferential Allotment), to prescribe the forms of application, private placement offer letter, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and also to settle any question or difficulties or doubts that may arise in regard to the offer/issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares pursuant to the Preferential Allotment, without being required to seek any further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and to do all acts and deeds in the best interest of the Company and to take all such steps which are incidental and ancillary in this regard.


RESOLVED FURTHER THAT Shri Akshay S Pitti, Vice-Chairman and Managing Director, Shri Nand Kishore Khandelwal, Chief Financial Officer and Shri Satyabrata Padhi, Company Secretary of the Company be and are hereby severally authorized to execute and file any and all requisite forms, documents, return and/or deeds with any regulatory authority in connection with the above Resolutions, including e-forms to be filled with the Registrar of Companies, SEBI and other notifications required to be made to the Stock Exchange.

RESOLVED FURTHER THAT Shri Nand Kishore Khandelwal, Chief Financial Officer and Shri Satyabrata Padhi, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid Resolutions.

RESOLVED FURTHER THAT all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing Resolutions be and are hereby approved, ratified and confirmed in all respects".

Shri Sharad B Pitti, Company Secretary, after receiving the Scrutinizer's Report, announced that all the Resolutions in the Postal Ballot Notice dated 13th February, 2017 were duly passed by the requisite majority.

For PITTI LAMINATIONS LTD.


Satyabrata Padhi
Company Secretary

Sd/-
Sharad B Pitti
Chairman & Managing Director

Place: Hyderabad

Date: 03rd May, 2017

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