



# 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

To  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalal Street  
Mumbai-400023 (M.H.)

Date: June 15, 2017

Dear Sir,

**Sub.: Proceeding of the 23rd Annual General Meeting**  
**Ref.: 511593 (Libord Finance Limited)**

Pursuant to Regulation 30(2) read with PARA A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the proceeding of the 23rd Annual General Meeting of the Company held on 14th June, 2017 at 10.00 a.m. at H.T. Parikh Conference Room, Indian Merchant Chamber, IMC Marg, Churchgate, Mumbai-400020 (M.H.).

This is for your kind information and records.

Thanking You  
Yours Faithfully,  
For Libord Finance Limited

*Mayank Lashkari*

Mayank Lashkari  
Company Secretary  
Encl: As above





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**Proceedings of the Twenty Third Annual General Meeting (AGM) of Libord Finance Limited held at H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Building, IMC Marg, Churchgate, Mumbai-400020 (M.H.) on Wednesday, 14<sup>th</sup> June, 2017 at 10.00 A.M.**

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Total 74 Members were present among whom 73 Members were present in person, and 01 Member was present through proxy.

**The following Directors were present:**

Mr. Lalit Kumar Dangi - Director  
Mr. Nawal Agrawal - Director & CFO  
Mr. Romil Y Choksey - Director

**In Attendance:**

Mr. Amar Bafna - Statutory Auditors  
Mr. Mayank Lashkari - Company Secretary

Mr. Lalit Kumar Dangi, Director, Chaired the Meeting and the quorum being present, declared the Meeting open and welcomed the Members. The Chairman brought to the notice of Members that registers and other documents as required by law are available at the meeting for Members' inspection.

While welcoming the Members, the Chairman gave a brief account of the performance of the Company during the year ended 31<sup>st</sup> March, 2017 and also about future endeavors. Mr. Amar Bafna, Partner of M/s. Amar Bafna & Associates, Chartered Accountants, Statutory Auditors of the Company was present in the Meeting to reply on queries and observations on Audited Financial Statements.

Thereafter, the Chairman informed the members that in compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility of Remote E-Voting through the platform of Central Depository Services (India) Limited, from 9th June, 2017 to 13th June, 2017 to its members to vote on all the resolutions as mentioned in the notice of the 23rd Annual General Meeting. He also informed that the members at the cut-off date i.e. 6th June, 2017 and being present in the meeting and who had not exercised E-voting platform for voting were eligible for casting vote through Poll process (physical ballot) at the meeting in a fair and transparent manner.



The Chairman informed the members that Mr. Mehul Chhajer, Proprietor of M/s Mehul Chhajer & Associates, Practising Company Secretary was appointed as scrutinizer for conducting the E-voting and polling process. The results of voting process was declared on June 15, 2017 i.e. within 48 hours from the conclusion of the meeting.

With the permission of the Members, the Notice convening the Meeting was taken as read. The following agenda as set out in the Notice of 23<sup>rd</sup> Annual General Meeting was placed before the Members of the Company:

**A. ORDINARY BUSINESS:**

**1. Adoption of Annual Accounts, Auditors' Report & Directors' Report:**

Before putting the resolution to vote, the Chairman invited the members to offer their comments and observations on the accounts.

None of the Member raised any query and observation.

Thereafter, Mr. Dharmesh Gosalia proposed and Mr. Tejani Salim Sultanali seconded the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 and the Auditors' Report and Report of the Directors alongwith Audited Consolidated Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 and the Auditors' Report thereon as laid before the Meeting be and are hereby received and adopted.”

The resolution was approved by the shareholders with the requisite majority on the basis of votes cast through E-voting and Poll (physical ballot) as per the Scrutinizer's Report as given below:

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	4726000	88680	1.8764	88680	0	100.0000	0.0000
	Physical Ballot		4637320	98.1236	4637320	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4726000	100.0000	4726000		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	3274000	58	0.0018	55	3	94.8276	5.1724
	Physical Ballot		1125	0.0344	1125	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1183	0.0362	1180	3	99.7464	0.2536
<b>Total</b>		<b>8000000</b>	<b>4727183</b>	<b>59.0898</b>	<b>4727180</b>	<b>3</b>	<b>99.9999</b>	<b>0.0001</b>



**2. Reappointment of Mr. Nawal Agrawal (DIN :01753155) as Director of the Company:**

Mr. Ronald Fernandes proposed and Mr. Naresh Ratilal Kachalia seconded the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions and rules made there under, if any, of the Companies Act, 2013, Mr. Nawal Agrawal (DIN :01753155), Director of the Company who retired by rotation and being eligible offered himself for re-appointment, be and is hereby appointed as Director of the Company.”

The resolution was approved by the shareholders with the requisite majority on the basis of votes casted through E-voting and Poll (physical ballot) as per the Scrutinizer’s Report as given below:

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
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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	3274000	58	0.0018	55	3	94.8276	5.1724
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**3. Ratify the Appointment of M/s. Amar Bafna & Associates, Chartered Accountant as Statutory Auditors:**

Mrs. Nalini Deepak Lakhani proposed and Mr. Bimal Kumar Agarwal seconded the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditor) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Amar Bafna & Associates, Chartered Accountants (FRN 114854W), appointed as Statutory Auditors of the Company in 22nd AGM by the Members of the Company for a term of three years to hold office from the conclusion of 22nd



AGM till the conclusion of the 25th AGM of the Company to be held in the year 2019, be and hereby ratified for the Financial Year 2017 – 18 on the same terms and condition on which they were appointed in the 22nd AGM.”

The resolution was approved by the shareholders with the requisite majority on the basis of votes casted through E-voting and Poll (physical ballot) as per the Scrutinizer’s Report as given below:

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
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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	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	3274000	58	0.0018	55	3	94.8276	5.1724
	Physical Ballot		1125	0.0344	1125	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1183	0.0362	1180	3	99.7464	0.2536
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## B. SPECIAL BUSINESS:

### 4. Adoption of New Set of Articles of the Company pursuant to the Companies Act, 2013:

Mr. Vinod Motilal Agarwal and Mr. Nikunj Vinod Shah seconded the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the said Act.

**RESOLVED FURTHER THAT** the new set of Articles of Association pursuant to the Act, be and is hereby approved and adopted in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”



The resolution was approved by the shareholders with the requisite majority on the basis of votes casted through E-voting and Poll (physical ballot) as per the Scrutinizer's Report as given below:

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
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4726000	100.0000	4726000		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	3274000	58	0.0018	55	3	94.8276	5.1724
	Physical Ballot		1125	0.0344	1125	0	100.0000	0.0000
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<b>Total</b>		<b>8000000</b>	<b>4727183</b>	<b>59.0898</b>	<b>4727180</b>	<b>3</b>	<b>99.9999</b>	<b>0.0001</b>

**5. Issue and Allot Equity Shares of the Company on Preferential Basis to the Promoter Group and Non Promoters:**

Mr. Anil Champaklal Parekh proposed and Mr. Sudhir Shantaram Vartak seconded the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof for the time being in force) and the applicable rules made thereunder and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the “ICDR Regulations”), including any amendment, modification or re-enactment thereof and the provisions of any other rules / regulations/ guidelines issued /framed by the Central Government, Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchange where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as “Appropriate Authorities”) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as requisite approvals), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the



Board for the time being in force) to exercise its powers including the powers conferred by this resolution, the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot up to 29,50,000 Equity Shares @ ` 10/- each having face value of ` 10/- each on preferential basis to the Promoter Group, and to offer, issue and allot up to 10,50,000 Equity Shares @ ` 10/- each having face value of ` 10/- each on preferential basis to the Non-Promoters aggregating upto 40,00,000 Equity Shares on such terms and conditions and in such manner as may be decided by the Board in this connection.

**RESOLVED FURTHER THAT** the offer price is calculated as per Regulation 76A of SEBI (ICDR) Regulations 2009.

**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of issue of the Equity Shares as above shall be 15.5.2017 i.e. 30 (thirty) days prior to the date of the 23rd Annual General Meeting to approve this offer.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Company do apply for listing of the new Equity Shares as may be issued on the allotment with the Stock Exchange where the existing shares of the Company are listed.

**RESOLVED FURTHER THAT** the Company do make an application to the Central Depository Services Limited (CDSL) and the National Securities Depository Limited (NSDL) for admitting the new Equity Shares allotted on preferential basis as and when required.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of the ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this offer, issue and allotment of the Equity Shares, the Board (which includes the Committee constituted by the Board), be and hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscribers for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account. The preferential issue proceeds shall be utilized by the Company in accordance with applicable provisions of the Companies Act 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mrs. Vandna Dangi, Managing Director of the Company and Mr. Nawal Agrawal, Director & CFO of the Company be and are hereby authorized jointly or severally, on behalf of the Company, to do all acts, deeds matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-Forms with the Registrar of Companies"



The resolution was approved by the shareholders with the requisite majority on the basis of votes casted through E-voting and Poll (physical ballot) as per the Scrutinizer's Report as given below:

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
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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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<b>Total</b>		<b>8000000</b>	<b>4727183</b>	<b>59.0898</b>	<b>4727180</b>	<b>3</b>	<b>99.9999</b>	<b>0.0001</b>

All the resolutions as set out in the Notice of 23<sup>rd</sup> AGM of the Company were passed with requisite majority.

The results of voting process was declared on June 15, 2017 i.e. within 48 hours from the conclusion of the Meeting.

The Chairman thanked the members and other for attending the Meeting and declared the Meeting as concluded at 11.00 a.m. There being no other business to transact, the meeting ended with a vote of thanks to the Chair.

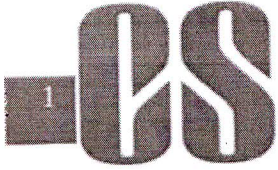
Place :Mumbai

Date : June 15, 2017

CHAIRMAN







# MEHUL CHHAJED & ASSOCIATES

PRACTISING COMPANY SECRETARIES AND LEGAL ADVISORS

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  
23<sup>rd</sup> Annual General Meeting  
Libord Finance Limited

Sub: Passing of Resolutions through Remote E-Voting/Postal Ballot and the Poll conducted at  
the 23<sup>rd</sup> Annual General Meeting of Libord Finance Limited

Dear Sir,

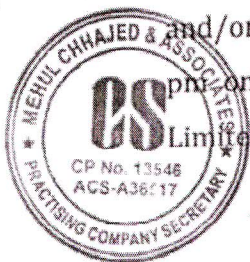
1. I, **Mehul Lalit Chhajed**, a Company Secretary in Practice have been appointed as a Scrutinizer by the Board of Directors of **Libord Finance Limited** for the purpose of scrutinizing the e-voting/postal ballot process (remote e-voting) held from Friday, **9<sup>th</sup> June, 2017** at 9.00 a.m.(IST) to Tuesday, **13<sup>th</sup> June, 2017** till 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 23<sup>rd</sup>AGM of the Equity Shareholders of the Companies .
2. Further, I have been appointed as a Scrutinizer by the Chairman of the 23<sup>rd</sup>Annual General Meeting (AGM) of the Equity Shareholders of the Companies held on Wednesday, **14<sup>th</sup> June, 2017** at 10.00 A.M. at H.T. Parikh Conference Room, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai 400020 (M.H.) for the poll (physical ballot) conducted on the resolutions contained in the Notice of the 23<sup>rd</sup>AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration ) Rules, 2014.



*Mehul Chhajed*

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3. 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 23rd AGM 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" or "against" in respect of the Resolutions contained in the Notice of the 23rd AGM, 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 23rd AGM as per the provisions of the Act.
4. Further to above, I submit my Report as under:-
- i) The Remote e-voting period remained open from Friday, 09.06.2017 (9.00 A.M.) to Tuesday, 13.06.2017 (5.00 P.M.)
  - ii) The Shareholders of the Company holding shares of the Company as on the "cut -off" date of 6<sup>th</sup> June, 2017 and those who had not opted for e-voting/postal ballot were entitled to vote on the resolutions as contained in the Notice of AGM of the Company at the 23<sup>rd</sup> Annual General Meeting.
  - iii) 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.
  - iv) 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) Pvt. Ltd. and the authorisations/proxies lodged with the Company.
  - v) All Poll papers were found valid and there were no incomplete Poll papers.
  - vi) 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 01.16 pm on 14.06.2017 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 23<sup>rd</sup>



Annual General Meeting in the presence of two witnesses , Mr. Pratik Kalsariya and Ms. Khushboo Sikotra 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.

- vii) 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 differentials voting rights in the Company; hence there is no requirement of maintaining the list of shares with differential voting rights.
- viii) The consolidated result of the voting (Poll and Remote e-voting) is as under:

**A. ORDINARY BUSINESS:**

**1. Resolution No. 1 (Ordinary Resolution)**

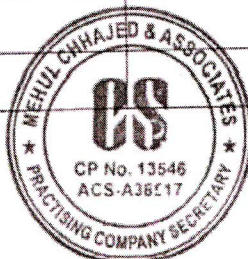
*To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Auditors' Report thereon and the Report of the Directors alongwith Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017.*

- (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	88735	99.9966
Poll (Physical Ballot)	65	4638445	100.0000
<b>Total</b>	<b>75</b>	<b>4727180</b>	<b>99.9999</b>

- (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	3	0.0034
Poll (Physical Ballot)	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.0001</b>



(iii) Invalid votes:

Particulars	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll (Physical Ballot)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

## 2. Resolution No. 2 (Ordinary Resolution)

*To appoint a Director in place of Mr. Nawal Agrawal (DIN 01753155) who retires by rotation and being eligible, offers himself for reappointment.*

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	88735	99.9966
Poll (Physical Ballot)	65	4638445	100.0000
<b>Total</b>	<b>75</b>	<b>4727180</b>	<b>99.9999</b>

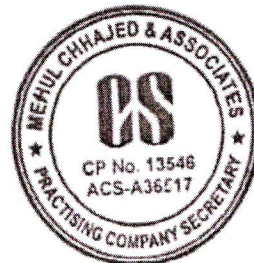
(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	3	0.0034
Poll (Physical Ballot)	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.0001</b>

(iii) Invalid votes:

Particulars	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll (Physical Ballot)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*www*



### 3. Resolution No. 3 (Ordinary Resolution)

*To ratify the Appointment of M/s Amar Bafna & Associates, Statutory Auditor of the Company (Ordinary Resolution)*

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	88735	99.9966
Poll (Physical Ballot)	65	4638445	100.0000
<b>Total</b>	<b>75</b>	<b>4727180</b>	<b>99.9999</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	3	0.0034
Poll (Physical Ballot)	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.0001</b>

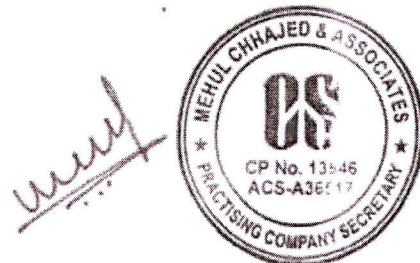
(iii) Invalid votes:

Particulars	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll (Physical Ballot)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

### B. SPECIAL BUSINESS:

#### 4. Resolution No. 4 (Special Resolution)

*To adopt new set of Articles of Association of the Company pursuant to the Companies Act, 2013*



(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	88735	99.9966
Poll (Physical Ballot)	65	4638445	100.0000
<b>Total</b>	<b>75</b>	<b>4727180</b>	<b>99.9999</b>

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	3	0.0034
Poll (Physical Ballot)	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.0001</b>

(iii) Invalid votes:

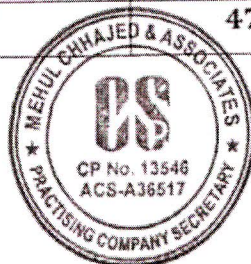
Particulars	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll (Physical Ballot)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### 5. Resolution No. 5 (Special Resolution)

*To issue and allot equity shares on a preferential basis to the promoter group & non-promoters*

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	88735	99.9966
Poll (Physical Ballot)	65	4638445	100.0000
<b>Total</b>	<b>75</b>	<b>4727180</b>	<b>99.9999</b>



*[Handwritten signature]*

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	3	0.0034
Poll (Physical Ballot)	0	0	0
<b>Total</b>	<b>2</b>	<b>3</b>	<b>0.0001</b>

(iii) Invalid votes:

Particulars	Number of members voted	Number of votes cast by them
Remote E-voting	0	0
Poll (Physical Ballot)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

All the Resolutions at item numbers 1 to 5 have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting/ postal ballot forms for voting at the meeting remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping after that.

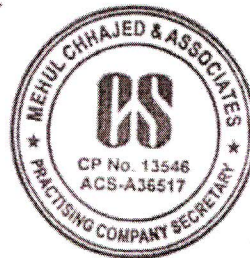
The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorised by the Board for Safekeeping.

Thanking You,

Date: 14<sup>th</sup> June, 2017

Place: Mumbai

FOR MEHUL CHHAJED & ASSOCIATES



*Mehul Chhajed*

MEHUL LALIT CHHAJED  
PRACTISING COMPANY SECRETARY

ACS :A36517


COP :13546



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**Witness No. 1**

Mr. Pratik Kalsariya  
F-24, Raghuleela Mega Mall,  
Kandivali West, Mumbai 400067



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**Witness No.2**

Ms. Khushboo Sikotra  
F-24, Raghuleela Mega Mall,  
Kandivali West, Mumbai 400067