



# Simplex Castings Ltd.

Corporate Office : 32,Shivnath Complex G.E. Road, Supela, Bhilai - 490023 (C.G) India

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E-Mail : sclho@simplexcastings.com

Website : www.simplexcastings.com

CIN : L27320MH1980PLC067459



Rcf: SCL/PBN/2017-18/2

Date : 24.03.2018

To,  
The General Manager,  
Department of Corporate Services,  
BSE Ltd.,  
Ground Floor, P. J. Towers,  
Dalal Street, Fort,  
Mumbai – 4000 001.

Sub: Declaration of Postal Ballots Results

Dear Sir/Madam,

Further to Notice of Postal Ballot Dated February 15, 2018 , we are enclosing herewith copy of the Scrutinizer's Report issued by Santosh Kumar Kamlesh Chandra Pandey ,Practicing Company Secretary.

The above results will also be available on the website of the Company [www.simplexcastings.com](http://www.simplexcastings.com).

Kindly take the same on your record.

Thanking You,

For, Simplex Castings Limited

D Meena  
Company Secretary

OFFICE	ADDRESS	PHONE	FAX	E-MAIL
Regd. Office	: 601/602 A, FAIRLINK CENTER, OFF ANDHERI LINK ROAD, ANDHERI (W), MUMBAI -53	022-40034768		sclmumbai@simplexcastings.com
Kolkata	: 119, PARK STREET, WHITE HOUSE 4 <sup>th</sup> FLOOR KOLKATA - 700016 (W.B.) INDIA	08961045611	033-22493251	kol@simplexcastings.com
Bhilai (Plant)	: 5, INDUSTRIAL ESTATE, BHILAI - 490026 (C.G.) INDIA	0788-4015273	0788-4034188	sclbhilai@simplexcastings.com
Raipur (Plant)	: 750, URLA INDUSTRIAL ESTATE, RING ROAD NO - 2, RAIPUR - 493221 (C.G.) INDIA	0771-6537383	0771-2323805	sclurla@simplexcastings.com
Rajnandgaon (Plant)	: 223/2,224 INDUSTRIAL ESTATE, TEDESARA, RAJNANDGAON - 491441(C.G.) INDIA	9203901697	0788-2285664	scltedesara@simplexcastings.com

**SANTOSHKUMAR KAMLESHCHANDRA PANDEY**

**Practicing Company Secretary**

ACS No. 8546 / COP No. 5484

Add.: 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai - 400 023.

Tel. : +91 (22) 40025273, Mob. : +91 98210 51427, E-mail : pandeysk2004@yahoo.co.in



SCRUTINIZER'S REPORT

To,

Board of Director,

**SIMPLEX CASTINGS LIMITED**

**Registered Office:**

601/602A, Fairlink Center, Off Andheri Link Road,  
Andheri (W) Mumbai (M.H)- 400053

Dear Sir,

I have been appointed as a Scrutinizer for the purpose of scrutinizing the Postal Ballot voting process in fair and transparent manner and ascertaining the requisite majority of Postal Ballot voting carried out as per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 on the below mentioned resolutions passed by Postal Ballot.

SPECIAL BUSINESS:

**Item No. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Capital of the company be and is hereby increased from Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lacs) divided into 75,00,000 (Seventy- Five Lacs) equity shares of Rs. 10/ (Rupees Ten Only) each to Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of additional capital of Rs 2,50,00,000 (Rupees Two Crore Fifty Lacs) divided into 25,00,000 (Twenty-Five Lacs Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

Clause V:

V. The Authorised Share Capital of the Company is Rs 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore only) equity shares of Rs. 10/- (Rupees Ten Only) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase or

S. K. PANDEY  
CR No. 5484  
ACS No. 8546  
Company Secretary

reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be for the time being, be provided by the regulations of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

**Item No. 2: ALTERATION/ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

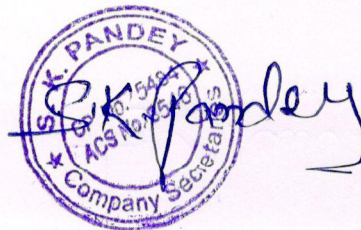
"RESOLVED THAT pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

**Item No. 3: TO ISSUE CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:3

"RESOLVED THAT pursuant to provisions of Section 23,42,62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as "SEBI (ICDR) Regulations") and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other



competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company is listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to the Strategic group of Investors not forming part of Promoters of the Company, i.e. to the Non-Promoters of the Company up to 20,00,000 (Twenty Lakhs Only) Convertible Equity Warrants of face value of Rs. 10/- each at a price of Rs. 160/- per convertible equity warrants (including premium of Rs. 150/- per convertible equity warrants), being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations and other applicable laws, or any other price as prescribed by SEBI (ICDR) Regulation 2009, whichever is higher, to certain persons/entities as mentioned in the Explanatory Statement (hereinafter referred to as the "Investors" or the "Proposed Allottees") whether they are Shareholders of the Company or not, by way of a Preferential Allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Convertible Equity Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT

1. The Relevant Date, as stipulated in the Regulations 73(4) of Securities and Exchange of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 for the purpose of determining the Issue Price of the convertible equity warrants on Preferential basis of Rs. 160/- each (including premium amount of Rs. 150/- each) shall be 22nd February, 2018 thirty (30) days prior to the passing of the resolution date or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date, and accordingly the warrants so issued shall, on exercise of rights attached thereto shall be converted into equal number of equity shares of Rs. 10/- each at par as may be determined. Since the relevant date is 30 days prior to passing of



the resolution date & pricing is calculated based on relevant date, the Board of Directors (including Committee of Directors) are authorized to calculate the price at the time of filing application with the Stock Exchange, without further approval from the shareholders, subject to the conditions that 20,00,000 convertible equity warrants will be issued to the non-promoters of the Company. This implied that the number of convertible equity warrants & proposed allottees will not change, but pricing will be recomputed based on SEBI (ICDR) Regulations, 2009, if required.

2. The Equity Shares allotted on conversion of Warrants in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on all the Stock Exchanges and shall rank pari passu in all respects with the existing equity shares of the Company including Dividend.

3. The aforesaid Warrants allotted in terms of this resolution & the resultant Equity Shares arising on exercise of right attached to such warrants shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible equity warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.

ii. In the event of the Warrant holder does not exercise the option of conversion within the warrant exercise period, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company.

iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, the Memorandum & Articles of Association of the Company and various Guidelines/Regulations issued by SEBI or any authority or any modifications thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant Equity Shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise



in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.

RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things (including sub-delegating its power to authorized representatives) as it may, in its absolute discretion, deem necessary, desirable or expedient for issue of Convertible Equity Warrants, including deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants & Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions."

**Item No. 4: TO RE-CLASSIFICATION OF THE PROMOTERS OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 31 A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable provisions if any of the Companies Act, 2013, consent of the members be and is hereby accorded to the reclassification of the status of the shareholding of Mr. Kisan Ratilal Choksey, who is holding 3500 Equity shares aggregating to 0.06% of the paid-up Capital of the Company and Mrs Usha Piyush Shah, who is holding 1394 Equity shares aggregating to 0.02% of the paid-up Capital of the Company, from the "Promoter & Promoter Group" shareholding of the Company to the Public shareholding of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and are hereby severally authorized to perform & execute all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company."



**Item No. 5: TO RE-DESIGNATE MRS SANGEETA KETAN SHAH AS MANAGING DIRECTOR OF THE COMPANY INSTEAD OF WHOLE-TIME DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to change the designation of Mrs. Sangeeta Ketan Shah from Whole-time Director to Managing Director (DIN: 05322039), with effect from 10th February, 2018 till the end of the tenure of her appointment viz.30th September, 2019 on the terms and conditions mentioned in explanatory statement and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the draft Agreement entered between the Company and Mrs. Sangeeta Ketan Shah, which agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mrs. Sangeeta Ketan Shah.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mrs. Sangeeta Ketan Shah be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

  
*Sangeeta Pandey*


**Item No. 6: TO RE-DESIGNATE MR KETAN M SHAH AS CHAIRMAN CUM WHOLE-TIME DIRECTOR OF THE COMPANY INSTEAD OF CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to change of designation of Mr. Ketan M Shah from Chairman cum Managing Director to Chairman cum Whole-Time Director (DIN: 00312343), with effect from 10th February, 2018 till the end of the tenure of his reappointment viz.9th July,2020 on the terms and conditions mentioned in explanatory statement and minimum remuneration in the event of absence or inadequacy of profits as set out in the Explanatory Statement relating to this resolution and in the draft Agreement entered between the Company and Mr. Ketan M Shah, which agreement is hereby approved, with liberty to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this resolution), to alter and vary the terms and conditions and remuneration including minimum remuneration in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Ketan M Shah.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Mr. Ketan M Shah be suitably amended to give effect to such modifications, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

  
S. K. PANDEY  
Company Secretary  
5484



I Submit the Report on Postal Ballot as under:

1. The Company has completed by 20/02/2018 the dispatch of Postal Ballot Forms along with self-addressed, pre-paid postage envelopes to its Members whose name(s) appeared on the Register of Member as on 16/02/2018.
2. Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose as confirmed by RTA.
3. The Postal Ballot Forms were kept under safe custody with RTA and the scrutiny of such Postal Ballot Forms was done by RTA and they have submitted the report to me.
4. The Postal Ballot Forms were duly opened by RTA, who have done the scrutiny of such ballot forms and the shareholding was confirmed with the Register of Members of the Company.
5. All postal ballot forms received up to working hours on 23/03/2018 at 5.00 p.m., the last date and time fixed by the Company for receipt of the forms were considered for scrutiny as confirmed by RTA .
6. Envelopes containing Postal Ballot Forms received after 23/03/2018 at 5.00 p.m. was not considered for scrutiny, if any as confirmed by RTA. No envelopes were received after the working hours of 23/03/2018 at 5.00 p.m. as confirmed by RTA.
7. As per the report submitted by RTA there was no any defaced or mutilated ballot form paper.
8. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration "Rules as notified by MCA on March 27, 2014 as advertisement was published by the Company in "The Free Press Journal", English Newspaper, and "Navsakti, Marathi newspaper in Mumbai edition on February, 21, 2018 and 22<sup>nd</sup> February, 2018 respectively, informing about the completion of dispatch of the Postal Ballot Notices.
9. On scrutiny, I report that out of 3666 shareholders, Eleven (11) shareholders have exercised their vote through e-voting and Fourteen (14) shareholders have exercised their votes through Postal Ballot Forms, as received. The details of Postal Ballot results for the item placed for consideration by the members are given below;



*S. K. Pandey*

**ITEM NO. 1. SPECIAL RESOLUTION: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Total No. of Shareholders	3666						
Total No. of Shares	59,84,200						
Receipt of Postal Ballot Forms	23 <sup>rd</sup> March, 2018						
E-Voting start date & end date	From 22 <sup>nd</sup> February, 2018 to 23 <sup>rd</sup> March, 2018						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	11	3442694	11	3442694	0	0
Total Votes Cast through Postal Ballot Forms Received	B	14	12707	13	11307	1	1400
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	25	3455401	24	3454001	1	1400
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	25	3455401	24	3454001	1	1400

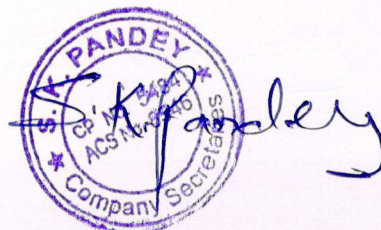
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3449720	3441534	99.76	3441534	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		3500	0.10	3500	0	100.00	0.00
	Total		3449720	3445034	99.86	3445034	0	100.00
Public-Institutions	E-Voting	1600	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	
	Total		1600	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2532880	1160	0.05	1160	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	
	Postal Ballot		9207	0.36	7807	1400	84.79	15.21
	Total		2532880	10367	0.41	8967	1400	86.50
Total		5984200	3455401	57.74	3454001	1400	99.96	0.04



ITEM NO. 2. SPECIAL RESOLUTION: ALTERATION/ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013

Total No. of Shareholders	3666						
Total No. of Shares	59,84,200						
Receipt of Postal Ballot Forms	23 <sup>rd</sup> March, 2018						
E-Voting start date & end date	From 22 <sup>nd</sup> February, 2018 to 23 <sup>rd</sup> March, 2018						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	11	3442694	11	3442694	0	0
Total Votes Cast through Postal Ballot Forms Received	B	14	12707	13	11307	1	1400
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	25	3455401	24	3454001	1	1400
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	25	3455401	24	3454001	1	1400

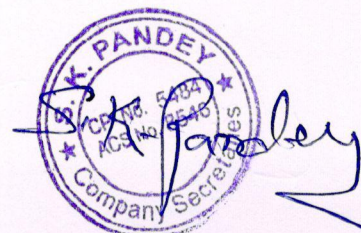
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3449720	3441534	99.76	3441534	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		3500	0.10	3500	0	100.00	0.00
	Total	3449720	3445034	99.86	3445034	0	100.00	0.00
Public-Institutions	E-Voting	1600	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	
	Total	1600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2532880	1160	0.05	1160	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	
	Postal Ballot (if applicable)		9207	0.36	7807	1400	84.79	15.21
	Total	2532880	10367	0.41	8967	1400	86.50	13.50
Total		5984200	3455401	57.74	3454001	1400	99.96	0.04

  
 P. PANDEY  
 ACS No. 3424  
 Company Secretaries

**ITEM NO. 3. SPECIAL RESOLUTION: TO ISSUE CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS**

Total No. of Shareholders	3666						
Total No. of Shares	59,84,200						
Receipt of Postal Ballot Forms	23 <sup>rd</sup> March, 2018						
E-Voting start date & end date	From 22 <sup>nd</sup> February, 2018 to 23 <sup>rd</sup> March, 2018						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	11	3442694	11	3442694	0	0
Total Votes Cast through Postal Ballot Forms Received	B	14	12707	10	5207	4	7500
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	25	3455401	21	3447901	4	7500
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	25	3455401	21	3447901	4	7500

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3449720	3441534	99.76	3441534	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		3500	0.10	3500	0	100.00	0.00
	Total	3449720	3445034	99.86	3445034	0	100.00	0.00
Public-Institutions	E-Voting	1600	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	
	Total	1600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2532880	1160	0.05	1160	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	
	Postal Ballot (if applicable)		9207	0.36	1707	7500	18.54	81.46
	Total	2532880	10367	0.41	2867	7500	27.65	72.34
Total		5984200	3455401	57.74	3447901	7500	99.78	0.22

  
 K. PANDEY  
 Company Secretary

**ITEM NO. 4. SPECIAL RESOLUTION: TO RE-CLASSIFICATION OF THE PROMOTERS OF THE COMPANY**

Total No. of Shareholders	3666						
Total No. of Shares	59,84,200						
Receipt of Postal Ballot Forms	23 <sup>rd</sup> March, 2018						
E-Voting start date & end date	From 22 <sup>nd</sup> February, 2018 to 23 <sup>rd</sup> March, 2018						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	11	3442694	11	3442694	0	0
Total Votes Cast through Postal Ballot Forms Received	B	14	12707	13	11307	1	1400
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	25	3455401	24	3454001	1	1400
Less: Invalid e-voting/ Postal Ballot Forms	D	*2	*4894	*2	*4894	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	23	3450507	22	3449107	1	1400

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes –against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3449720	3440140	99.72	3440140	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		0	0	0	0	100.00	0.00
	Total		3440140	99.72	3440140	0	100.00	0.00
Public-Institutions	E-Voting	1600	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2532880	1160	0.05	1160	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		9207	0.36	7807	1400	84.79	15.21
	Total		10367	0.41	8967	1400	99.96	0.04
Total		5984200	3450507	57.66	3449107	1400	99.96	0.04

\* Note: Kisan Ratilal Choksey (holding 3500 no.of shares) and Usha Piyush Shah (holding 1394 no.of shares) are interested in the abovementioned Resolution & there voting was not be considered.

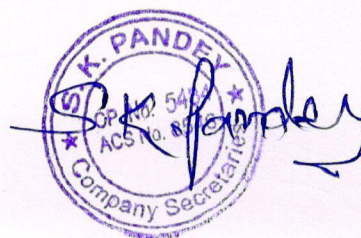


**ITEM NO. 5. SPECIAL RESOLUTION: TO RE-DESIGNATE MRS SANGEETA KETAN SHAH AS MANAGING DIRECTOR OF THE COMPANY INSTEAD OF WHOLE-TIME DIRECTOR OF THE COMPANY**

Total No. of Shareholders	3666						
Total No. of Shares	59,84,200						
Receipt of Postal Ballot Forms	23 <sup>rd</sup> March, 2018						
E-Voting start date & end date	From 22 <sup>nd</sup> February, 2018 to 23 <sup>rd</sup> March, 2018						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	11	3442694	11	3442694	0	0
Total Votes Cast through Postal Ballot Forms Received	B	14	12707	9	5107	5	7600
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	25	3455401	20	3447801	5	7600
Less: Invalid e-voting/ Postal Ballot Forms	D	*2	*3108240	*2	*3108240	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	23	347161	18	339561	5	7600

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3449720	333294	9.66	333294	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		3500	0.10	3500	0	100.00	0.00
	Total		3449720	336794	9.76	336794	0	100.00
Public-Institutions	E-Voting	1600	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		1600	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2532880	1160	0.05	1160	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		9207	0.36	1607	7600	17.45	82.55
	Total		2532880	10367	0.41	2767	7600	26.69
Total		5984200	347161	5.80	339561	7600	97.81	2.19

\* Note: Sangeeta Ketan Shah (holding 3825 no.of shares) and Ketan Shah (holding 3104415 no.of shares) are interested in the abovementioned Resolution & there voting was not be considered.

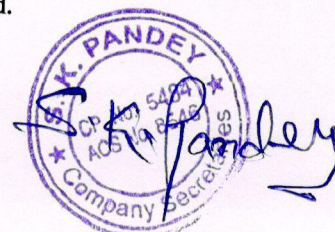


ITEM NO. 6. SPECIAL RESOLUTION: TO RE-DESIGNATE MR KETAN M SHAH AS CHAIRMAN CUM WHOLE-TIME DIRECTOR OF THE COMPANY INSTEAD OF CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY

Total No. of Shareholders	3666						
Total No. of Shares	59,84,200						
Receipt of Postal Ballot Forms	23 <sup>rd</sup> March, 2018						
E-Voting start date & end date	From 22 <sup>nd</sup> February, 2018 to 23 <sup>rd</sup> March, 2018						
		Total Number of Votes		Votes in favor of the resolution		Votes in against of the resolution	
		No. of Votes	No. of Shares	No. of Votes	No. of Shares	No. of Votes	No. of Shares
Total Votes Cast through e-Voting	A	11	3442694	11	3442694	0	0
Total Votes Cast through Postal Ballot Forms Received	B	14	12707	11	7707	3	5000
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	25	3455401	22	3450401	3	5000
Less: Invalid e-voting/ Postal Ballot Forms	D	*2	*3108240	*2	*3108240	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	23	347161	20	342161	3	5000

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes -against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3449720	333294	9.66	333294	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		3500	0.10	3500	0	100.00	0.00
	Total		3449720	336794	9.76	336794	0	100.00
Public-Institutions	E-Voting	1600	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		1600	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	2532880	1160	0.05	1160	0	100.00	0.00
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		9207	0.36	4207	5000	45.69	54.31
	Total		2532880	10367	0.41	5367	5000	51.77
Total		5984200	347161	5.80	342161	5000	98.56	1.44

\* Note: Sangeeta Ketan Shah (holding 3825 no.of shares) and Ketan Shah (holding 3104415 no.of shares) are interested in the abovementioned Resolution & there voting was not be considered.



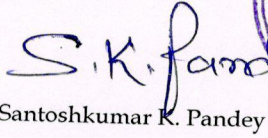
**Percentage of Votes cast in favor:** Resolution No. 1 (99.96%), Resolution No. 2 (99.96%), Resolution No. 3 (99.78), Resolution No. 4 (99.96%), Resolution No. 5 (97.81%), and Resolution No. 6 (98.56%)

**Percentage of Votes cast against:** Resolution No. 1 (0.04%), Resolution No. 2 (0.04%), Resolution No. 3 (0.22%), Resolution No. 4 (0.04%), Resolution No. 5 (2.19%) and Resolution No. 6 (1.44%)

As the number of votes casted in favor of the Resolution No.1 to 6 (i.e. more than 97%), I report that the Special Business in Special Resolutions under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated 15<sup>th</sup> February, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

10. The Registers, all other papers and relevant records relating to Postal Ballot shall remain in the safe custody of RTA until the Director considers and approves and thereafter the same will be handed over to the Director for safe keeping.

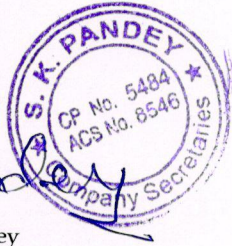
Thanking You,  
Yours Faithfully,

  
Santoshkumar K. Pandey

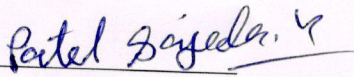
(Practicing Company Secretary)


Date: 24<sup>th</sup> March, 2018

Place: Mumbai



Signature of Witnesses

  
(Sajedabanu Patel)

  
(Pooja Jobanputra)