



# LKP Finance Ltd.

Regd. Off.: 112 - A / 203, Embassy Centre, Nariman Point, Mumbai - 400 021.  
Tel.: 4002 4785 / 86 • Fax : 2287 4787 • Website : www.lkpsec.com  
CIN : L65990MH1984PLC032831

Date : 20<sup>th</sup> March 2018

**By Online filing**

To,  
The Manager  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001

**Ref: Code No. 507912**

**Sub: Result of Postal Ballot and E-voting**

Dear Sir/Madam,

In continuation to our letter dated 16<sup>th</sup> March, 2018 regarding Postal Ballot Notice submitted under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following :-

1. Voting results as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Report of the Scrutinizer dated 20<sup>th</sup> March 2018.

Based on the Scrutinizer's Report, we wish to inform you that the special resolutions mentioned in the said Postal Ballot Notice has been passed by the Members of the Company with requisite majority.

The copy of the Scrutinizer's Report along with the voting results is also available on the website of the Company (www.lkpsec.com). You are requested to take this intimation on your records and further place the same on your website for the information of shareholders, investors, analyst and public at large.

Kindly take the same on record and acknowledge.

Thanks & Regards,  
For LKP Finance Ltd.

**Mahendra V Doshi**  
**(Executive Chairman)**



Encl.: As above

Date of the Annual General Meeting/Postal Ballot Result	Not Applicable (Resolution passed through postal ballot on 20 <sup>th</sup> March 2018)
Total number of shareholders on record date:	6270
E-Voting start date	16 <sup>th</sup> February 2018
E-Voting end date	17 <sup>th</sup> March 2018
Postal Ballot start date	16 <sup>th</sup> March 2018
Postal Ballot end date	17 <sup>th</sup> March 2018
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable (Resolution passed through postal ballot on 20 <sup>th</sup> March 2018)
Promoters and Promoter Group	Not Applicable (Resolution passed through postal ballot on 20 <sup>th</sup> March 2018, where no promoter group has voted)
Public	Not Applicable (Resolution passed through postal ballot on 20 <sup>th</sup> March 2018)
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable (Resolution passed through postal ballot on 20 <sup>th</sup> March 2018)

**(AGENDA WISE DISCLOSURE)**

The mode of voting for the resolution was postal ballot (including e-voting)

Details of the Agenda:		
Resolution required: (Ordinary/Special)		Special
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)		Postal ballot and E-voting
Sr. No.	Resolutions	Type of resolution
<b>Special Business:</b>		
1	Approval for sale of certain non-performing assets, certain overdue trade receivables (NPA), certain unlisted equity shares and units and the respective contribution agreements to subscribe further units.	Special
2	Approval for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/ transfer of certain immovable properties.	Special



**Voting Results (Postal Ballot and E-voting)**

Resolution 1:  
Special Business

Approval for sale of certain non-performing assets, certain overdue trade receivables (NPA), certain unlisted equity shares and units and the respective contribution agreements to subscribe further units.

Type of resolution : Special

Mode of Voting : Postal ballot and E-voting

Whether Promoter/Promoter Group are interested in the Resolution : Yes

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 - 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	78,60,021	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	78,60,021	-	-	-	-	-	-
Public - Institutions	E-Voting	1,96,149	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,96,149	-	-	-	-	-	-
Public - Non Institutions	E-Voting	41,41,853	13,27,044	32.04	13,27,044	--	100.00	0.00
	Postal Ballot		11,693	0.28	11,390	303	97.41	2.59
	Total	41,41,853	13,38,737	32.32	13,38,434	303	99.98	0.02
<b>Total</b>		<b>1,21,98,023</b>	<b>13,38,737</b>	<b>10.98</b>	<b>13,38,434</b>	<b>303</b>	<b>99.98</b>	<b>0.02</b>

Whether resolution in Pass or Not : Yes, pass with requisite majority.



*(Handwritten signature)*

**Voting Results (Postal Ballot and E-voting)**

Resolution 2:

**Special Business**

**Approval for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/ transfer of certain immovable properties.**

**Type of resolution :** Special

**Mode of Voting :** Postal ballot and E-voting

**Whether Promoter/Promoter Group are interested in the Resolution :** Yes

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 - 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	78,60,021	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	78,60,021	-	-	-	-	-	-
Public - Institutions	E-Voting	1,96,149	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1,96,149	-	-	-	-	-	-
Public - Non Institutions	E-Voting	41,41,853	13,27,044	32.04	13,27,044	--	100.00	0.000
	Postal Ballot		3629	0.09	3601	28	99.23	0.771
	Total	41,41,853	13,30,673	32.13	13,30,645	28	99.99	0.002
<b>Total</b>		<b>1,21,98,023</b>	<b>13,30,673</b>	<b>10.91</b>	<b>13,30,645</b>	<b>28</b>	<b>99.99</b>	<b>0.002</b>

Whether resolution in Pass or Not : Yes, pass with requisite majority.

For LKP Finance Ltd,



**Mahendra V Doshi**  
Executive Chairman

Date: 20th March 2018

Place : Mumbai



①

## Nishant Jawa & Associates Company Secretaries

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai - 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

To,  
The Chairman  
LKP Finance Limited  
203, Embassy Centre, Nariman Point,  
Mumbai - 400 021

Dear Sir,

I, Nishant Jawa, proprietor of M/s. Nishant Jawa & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer of LKP Finance Limited for e-Voting and the postal ballot voting process conducted for obtaining approval for the Special Resolutions specified in the Notice.

**I Report as under:**

1. The postal ballot through e-Voting as well as in physical form was conducted in respect of the special resolution, as per Section 108 and Section 110 of the Companies Act, 2013 between 16<sup>th</sup> February, 2018 to 17<sup>th</sup> March, 2018.
2. As per the information provided to me the Company on 15<sup>th</sup> February, 2018 completed the dispatch of documents by email, registered post and Courier:
  - a. Notice to the members of the Company containing the proposed resolution under Section 180, 188 and other applicable provisions of the Companies Act, 2013 along with the statement pursuant to Sections 102 and 110 of the Companies Act, 2013.
  - b. Postal Ballot Form
  - c. Business Reply Envelope
  - d. Authentication details
3. After the time fixed for closing of the e-Voting and Postal Ballot process, i.e. at 5.00 pm on 17<sup>th</sup> March, 2018, final electronic report of the e-Voting process was generated by accessing the data available on the website of National Securities Depository Limited (NSDL), i.e. <https://www.evoting.nsdl.com>. The final report was tabulated and data regarding the final e-votes was diligently scrutinized and reconciled with the data available on the above mentioned website.
4. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company.
5. As per the information given to me the documents referred to in (2) above were sent to the members/beneficiary holders whose names appeared on the Registers of Members/List of Beneficiaries as on 9<sup>th</sup> February, 2018.
6. As per the information available on the record and explanation given to me the Company has paid proper and due postage wherever required with reference to the above.
7. 3 Postal Ballots were rejected and votes were treated as invalid for the following reasons:
  - a. Postal ballot forms were blank.
  - b. Resolution not attached in case of corporate member.



- 8. As on the report date I have not received any envelopes containing Postal Ballot Forms after 5 pm on 17<sup>th</sup> March, 2018.
- 9. I received no postal ballot paper in defaced/mutilated condition.
- 10. Total 27 postal ballots and 48 e-Voting ballots have been received from the shareholders which have been scrutinized by me to ascertain the assent or dissent of the shareholders and the cumulative result of the e-Voting process and the postal ballot papers received is as under:

Special Resolution:

**Item no. 1: Approval for sale of certain non-performing assets, certain overdue trade receivables (NPA), certain unlisted equity shares and units and the respective contribution agreements to subscribe further units.**

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

**“RESOLVED** that pursuant to the provisions of Section 180, 188 and other applicable provisions, *if any*, of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the approval of shareholders be and is hereby accorded to (A) sell/transfer of certain non-performing assets, (B) certain overdue trade receivables, (C) unlisted equity shares of (1) Hindustan Times Limited, (2) Business India Publications Limited and (3) Primary Cuisines Pvt. Ltd., and (D) sell/transfer units of and assignment of the contribution agreements to subscribe further units of Oyster Capital and Edelweiss Credit Opportunities Fund, to MKM Share And Stock Brokers Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such term(s) and condition(s) as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

• **E-Voting Process:**

i. Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	1327044	100

ii. Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Abstained from voting:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



- **Postal Ballot Papers received:**

i. Voted in favour of the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
19	11390	97.41

ii. Voted against the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
4	303	2.59

iii. Invalid Votes:

Number of Ballot Papers Received	Total number of votes cast
4	401

Special Resolution:

**Item no. 2: Approval for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/ transfer of certain immovable properties.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the shareholders of the Company be and is hereby granted to sell and transfer its entire shareholding of 100% in its wholly owned subsidiary, Gayatri Cement and Chemical Industries Private Limited, and certain immovable properties to Bhavana Holdings Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

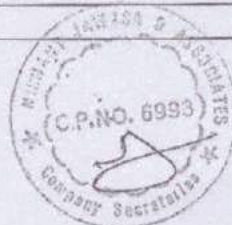
- **E-Voting Process:**

i. Voted in favour of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	1327044	100

ii. Voted against the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



## iii. Abstained from voting:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

• **Postal Ballot Papers received:**

## i. Voted in favour of the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
19	3601	99.23

## ii. Voted against the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
4	28	0.77

## iii. Invalid Votes:

Number of Ballot Papers Received	Total number of votes cast
4	8415

**Cumulative Result:**

	Voted in favour	Voted against	Invalid
Item No. 1			
Total votes	1338434	303	401
% of total number	99.98	0.02	-
Item No. 2			
Total votes	1330645	28	8415
% of total number	100.00	0.00	-

Note: The figures in percentage have been calculated and rounded off.

Thanking You,  
Yours Faithfully,

Date: 20<sup>th</sup> March, 2018

Place: Mumbai

For Nishant Jawa & Associates  
Company Secretaries



Nishant Jawa  
Proprietor  
M. No. FCS 6557  
COP No. 6993



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## Nishant Jawa & Associates Company Secretaries

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai - 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

### SCRUTINIZER'S REPORT FOR EVOTING

(Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and the Companies[Management & Administration] Rules, 2014)

To,  
The Chairman  
LKP Finance Limited  
203, Embassy Centre, Nariman Point,  
Mumbai - 400 021

**SUBJECT:** The e-Voting process conducted between 16<sup>th</sup> February, 2018 to 17<sup>th</sup> March, 2018 in respect of the agenda item specified in the Notice for approval of Special Resolution by means of Postal Ballot.

Dear Sir,

I, Nishant Jawa, proprietor of M/s. Nishant Jawa & Associates, Company Secretaries, Mumbai is appointed as the Scrutinizer of LKP Finance Limited for postal ballot through e-voting process which was carried out as per section 108 read with section 110 of the Companies Act, 2013 in respect of the Special Resolutions specified in the Notice.

**I submit my report as under:**

1. As per the information provided to me the Company on 15<sup>th</sup> February, 2018 completed the dispatch of documents by email, registered post and Courier:
  - a. Notice to the members of the Company containing the proposed resolution under Section 180, 188 and other applicable provisions of the Companies Act, 2013 along with the statement pursuant to Sections 102 and 110 of the Companies Act, 2013.
  - b. Postal Ballot Form
  - c. Business Reply Envelope
  - d. Authentication details
2. After the time fixed for closing of the e-Voting by the Company, i.e. at 5.00 pm on 17<sup>th</sup> March, 2018, final electronic report of the e-Voting process was generated by accessing the data available on the website of National Securities Depository Limited (NSDL), i.e. <https://www.evotingnsdl.com>.
3. The final report was tabulated and data regarding the final e-votes was diligently scrutinized and reconciled with the data available on the above mentioned website.
4. The result of the e-voting is as under:



Special Resolution:

**Item no. 1: Approval for sale of certain non-performing assets, certain overdue trade receivables (NPA), certain unlisted equity shares and units and the respective contribution agreements to subscribe further units.**

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

**“RESOLVED** that pursuant to the provisions of Section 180, 188 and other applicable provisions, *if any*, of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the approval of shareholders be and is hereby accorded to (A) sell/transfer of certain non-performing assets, (B) certain overdue trade receivables, (C) unlisted equity shares of (1) Hindustan Times Limited, (2) Business India Publications Limited and (3) Primary Cuisines Pvt. Ltd., and (D) sell/transfer units of and assignment of the contribution agreements to subscribe further units of Oyster Capital and Edelweiss Credit Opportunities Fund, to MKM Share And Stock Brokers Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such term(s) and condition(s) as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

i. Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
48	1327044	100

ii. Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

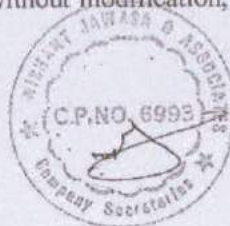
iii. Abstained from voting:

Total e-votes cast	Number of votes	% of total number of valid votes cast
0	0	0

Special Resolution:

**Item no. 2: Approval for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/ transfer of certain immovable properties.**

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



**“RESOLVED THAT** pursuant to the provisions of Section 180, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the shareholders of the Company be and is hereby granted to sell and transfer its entire shareholding of 100% in its wholly owned subsidiary, Gayatri Cement and Chemical Industries Private Limited, and certain immovable properties to Bhavana Holdings Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

i. Voted in favour of the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
48	1327044	100

ii. Voted against the resolution:

Total e-votes cast	Number of votes cast	% of total number of valid votes cast
0	0	0

iii. Abstained from voting:

Total e-votes cast	Number of votes	% of total number of valid votes cast
0	0	0

5. The electronic data and other relevant records related to this e-Voting process has been handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,  
Yours Faithfully,

Date: 20<sup>th</sup> March, 2018  
Place: Mumbai

For Nishant Jawa & Associates  
Company Secretaries



*Nishant Jawa*

Nishant Jawa  
Proprietor  
M. No. FCS 6557  
COPNo. 6993

(8)

**Nishant Jawasa & Associates  
Company Secretaries**

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

**SCRUTINIZER'S REPORT FOR POSTAL BALLOT**

To,  
The Chairman  
LKP Finance Limited  
203, Embassy Centre, Nariman Point,  
Mumbai - 400 021

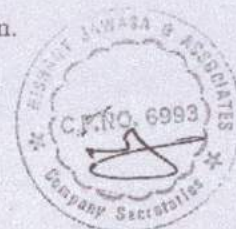
**Subject: The Postal Ballot process conducted between 16<sup>th</sup> February, 2018 to 17<sup>th</sup> March, 2018 in respect of the agenda item specified in the Notice for approval of Special Resolution by means of Postal Ballot.**

Dear Sir,

I, Nishant Jawasa, proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer of LKP Finance Limited to conduct the postal ballot voting process conducted for obtaining approval for the resolutions specified in the Notice of Postal Ballot.

**I submit my report as under:**

1. As per the information provided to me the Company on 15<sup>th</sup> February, 2018 completed the dispatch of documents by email, registered post and Courier:
  - a. Notice to the members of the Company containing the proposed resolution under Section 180, 188 and other applicable provisions of the Companies Act, 2013, along with the statement pursuant to Sections 102 and 110 of the Companies Act, 2013.
  - b. Postal Ballot Form
  - c. Business Reply Envelope
2. The poll papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company.
3. As per the information given to me the documents referred to in (2) above were sent to the members/beneficiary holders whose names appeared on the Registers of Members/List of Beneficiaries as on 9<sup>th</sup> February, 2018.
4. As per the information available on the record and explanation given to me the Company has paid proper and due postage wherever required with reference to the above.
5. 3 Postal Ballots were rejected and votes were treated as invalid for the following reasons:
  - a. Postal ballot forms were blank.
  - b. Resolution not attached in case of corporate member.
6. As on the report date I have not received any envelopes containing Postal Ballot Forms after 5 pm on 17<sup>th</sup> March, 2018.
7. I received no postal ballot paper in defaced/mutilated condition.



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8. Total 27 postal ballots have been received from the shareholders which have been scrutinized by me to ascertain the assent or dissent of the shareholders and the cumulative result of the e-Voting process and the postal ballot papers received is as under:

Special Resolution:

**Item no. 1: Approval for sale of certain non-performing assets, certain overdue trade receivables (NPA), certain unlisted equity shares and units and the respective contribution agreements to subscribe further units.**

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

**“RESOLVED** that pursuant to the provisions of Section 180, 188 and other applicable provisions, *if any*, of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the approval of shareholders be and is hereby accorded to (A) sell/transfer of certain non-performing assets, (B) certain overdue trade receivables, (C) unlisted equity shares of (1) Hindustan Times Limited, (2) Business India Publications Limited and (3) Primary Cuisines Pvt. Ltd., and (D) sell/transfer units of and assignment of the contribution agreements to subscribe further units of Oyster Capital and Edelweiss Credit Opportunities Fund, to MKM Share And Stock Brokers Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such term(s) and condition(s) as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

i. Voted in favour of the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
19	11390	97.41

ii. Voted against the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
4	303	2.59

iii. Invalid Votes:

Number of Ballot Papers Received	Total number of votes cast
4	401

Special Resolution:

**Item no. 2: Approval for sale of 100% of the shares held in Gayatri Cement and Chemical Industries Private Limited and sale/ transfer of certain immovable properties.**



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

**“RESOLVED THAT** pursuant to the provisions of Section 180, 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the shareholders of the Company be and is hereby granted to sell and transfer its entire shareholding of 100% in its wholly owned subsidiary, Gayatri Cement and Chemical Industries Private Limited, and certain immovable properties to Bhavana Holdings Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

i. Voted in favour of the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
19	3601	99.23

ii. Voted against the resolution:

Number of ballot papers received	Number of votes cast	% of total number of valid votes cast
4	28	0.77

iii. Invalid Votes:

Number of Ballot Papers Received	Total number of votes cast
4	8415


9. The poll papers and all other relevant records has been sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,  
Yours Faithfully,

Date: 20<sup>th</sup> March, 2018  
Place: Mumbai

For Nishant Jawasa & Associates  
Company Secretaries



  
Nishant Jawasa  
Proprietor  
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