

Date:- 11/08/2016

To,
BSE Limited
Department of Corporate Services,
Ground Floor, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001.

Dear Sir,

Sub: Result of Resolutions passed through Postal Ballot.

We are enclosing herewith the Postal Ballot Notice dated 22nd June, 2016 for seeking their consent to the businesses listed therein, by Postal Ballot (which includes electronic voting) pursuant to Section 110 of the Companies Act, 2013, read with the rules made there under.

Mr. S. K. Pandey, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors had submitted his report dated 11th August, 2016 on postal ballot received from the Members, to the Director of the Company.

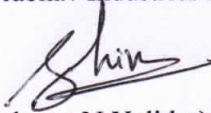
The Director has declared the result today i.e. 11th August, 2016, based on the report submitted by the Scrutinizer, stating that the following resolutions have been passed through Postal Ballot (including electronic voting).

Resolution No.	Description
1.	APPOINTMENT OF NEW STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY
2.	SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE CITY LIMIT OF VADODARA TO THE CITY LIMIT OF SURAT UNDER THE SAME STATE OF GUJARAT UNDER THE SAME ROC
3.	APPOINTMENT OF MANAGING DIRECTOR OF THE COMPANY

The results of the Postal Ballot as per format prescribed in Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as annexure to the letter.

Kindly inform your members accordingly.

Thanking you.
For Prabhav Industries Limited


(Shivsharan N Yulidra)
Director
DIN:06945632
Encl.:- As above



Voting Results

Date of the AGM/EGM/Notice of Postal Ballot	22/06/2016
Total number of shareholders on record date	2962
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A N.A N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A N.A N.A

Resolution required: (Ordinary/Special)		ITEM 1: Ordinary Resolution - Appointment Of New Statutory Auditor Of The Company To Fill The Casual Vacancy						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% 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	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	424800	0	0	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	45664300	3080871	6.75	3080871	0	100.00	0.00
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot	45664300	17192933	37.65	16956749	236184	98.63	1.37
	Total	45664300	20273804	44.40	20037620	236184	98.84	1.16
Total		46089100	20273804	43.99	20037620	236184	98.84	1.16



Resolution required: (Ordinary/ Special)		ITEM 2: Special Resolution Shifting Of Registered Office Of The Company From The City Limit Of Vadodara To The City Limit Of Surat Under The Same State Of Gujarat Under The Same Roc.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% 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	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	424800	0	0	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	45664300	3080871	6.75	3080871	0	100.00	0.00
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot	45664300	17192933	37.65	16956749	236184	98.63	1.37
	Total	45664300	20273804	44.40	20037620	236184	98.84	1.16
Total		46089100	20273804	43.99	20037620	236184	98.84	1.16



Resolution required: (Ordinary/ Special)		ITEM 3: Special Resolution - Appointment Of Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	No. of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% 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	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	424800	0	0	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	45664300	3080871	6.75	3080871	0	100.00	0.00
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot	45664300	17192933	37.65	16956749	236184	98.63	1.37
	Total	45664300	20273804	44.40	20037620	236184	98.84	1.16
Total		46089100	20273804	43.99	20037620	236184	98.84	1.16



S. K. PANDEY

Practicing Company Secretary

ACS No. 8546 / COP No. 5484

Add.: Raja Bahadur Building, First Floor, 45, Tamarind Lane, M.P. Shetty Marg, Fort, Mumbai - 400 001.

Tel.: +91 (22) 65047520, Fax : +91 (22) 66390257, Cell : +91 98210 51427, E-mail : pandeysk2004@yahoo.co.in



SCRUTINIZER'S REPORT

To,
Board of Director,
Prabhav Industries Limited
902, Galav Chambers, Opp. Sardar Patel Statute,
Sayajigunj, Vadodara - 390005 (Gujarat)

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.

ITEM 1: APPOINTMENT OF NEW STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY

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

"RESOLVED THAT pursuant to the provisions of Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/S. Chirag C. Mehta & Co., Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S. Sheetal Samriya & Associates, Chartered Accountants, Vadodara.

RESOLVED FURTHER THAT M/S. Chirag C. Mehta & Co., Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from the passing of this resolution and that they shall hold the office of the Statutory Auditors of the Company from the passing of the postal ballot resolution until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them."

ITEM 2: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE CITY LIMIT OF VADODARA TO THE CITY LIMIT OF SURAT UNDER THE SAME STATE OF GUJARAT UNDER THE SAME ROC

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



S. K. PANDEY

Practicing Company Secretary

ACS No. 8546 / COP No. 5484

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“RESOLVED THAT pursuant to the provisions of sections 12 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules there under, and subject to the approval of the or Central Government/ any other authority, if any, as may be prescribed from time to time and subject also to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification(s) or amendment thereof, consent of the shareholders be and is hereby accorded for shifting of registered office of the Company from 902, Galav Chambers, Opp. Sardar Patel Statute, Sayajigunj, Vadodara - 390005 in the City Limit of Vadodara under the State of Gujarat to Office No. 204, Times Square, Opp. Landmark Empire, SuratKadodra Road, Surat - 395001 under the State of Gujarat.

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from 902, Galav Chambers, Opp. Sardar Patel Statute, Sayajigunj, Vadodara - 390005 in the City Limit of Vadodara under the State of Gujarat to Office No. 204, Times Square, Opp. Landmark Empire, SuratKadodra Road, Surat - 395001 or any such place in the City Limit of Surat under the State of Gujarat (within the jurisdiction of the Registrar of Companies, Ahmadabad) as may be determined by the Board of Directors of the Company from time to time.”

“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 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 3: APPOINTMENT OF MANAGING DIRECTOR 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 Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Antony IsabuEsak , (DIN: 06837547), as the Managing Director, be and is hereby designated as a Key Managerial Personnel of the Company for a period of Three (3) years with effect from 22nd June, 2016 up to



S. K. PANDEY

Practicing Company Secretary

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21st June, 2019, upon the terms and conditions including the remuneration of Rs. 1,20,000/-p.a. are as set out in the Explanatory statement and in the draft Agreement placed before the Meeting, which Agreement is hereby specifically sanctioned with authority 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 of the said Appointment and/ or Agreement in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Antony IsabuEsak.

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."

I Submit the Report on Postal Ballot as under:

1. The Company has completed by 09/07/2016 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 24/06/2016.
2. Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
3. The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
4. The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company.
5. The ballot box in the Presence of Director was opened on 11/08/2016.
6. All postal ballot forms received up to working hours on 09/08/2016 at 5.00 p.m., the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
7. Envelopes containing Postal Ballot Forms received after 09/08/2016 at 5.00 p.m. were not considered for my scrutiny, if any. No envelopes were received after the working hours of 09/08/2016 at 5.00 p.m.
8. I did not find any defaced or mutilated Postal ballot form.
9. On scrutiny, I report that out of 2962 shareholders, 12 (Twelve) Shareholders have exercised vote through e-voting and 32 (Thirty two) 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**Practicing Company Secretary**

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**ITEM 1: APPOINTMENT OF NEW STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY**

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

Resolution:

Total No. of Shareholders	2962						
Total No. of Shares	46089100						
Receipt of Postal Ballot Forms	09 th August, 2016 at 5.00 P.M.						
E-Voting start date & end date	11 th July, 2016 at 9.00 A.M. to 09 th August, 2016 at 5.00 P.M.						
		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		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	12	3080871	0	0	0	0
Total Votes Cast through Postal Ballot Forms Received	B	26	16956749	6	236184	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	38	20037620	6	236184	0	0
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	38	20037620	6	236184	0	0

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	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	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	424800	0	0	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	45664300	3080871	6.75	3080871	0	100.00	0.00
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	45664300	17192933	37.65	16956749	236184	98.63	1.37
	Total	45664300	20273804	44.40	20037620	236184	98.84	1.16
Total		46089100	20273804	43.99	20037620	236184	98.84	1.16



S. K. PANDEY**Practicing Company Secretary**

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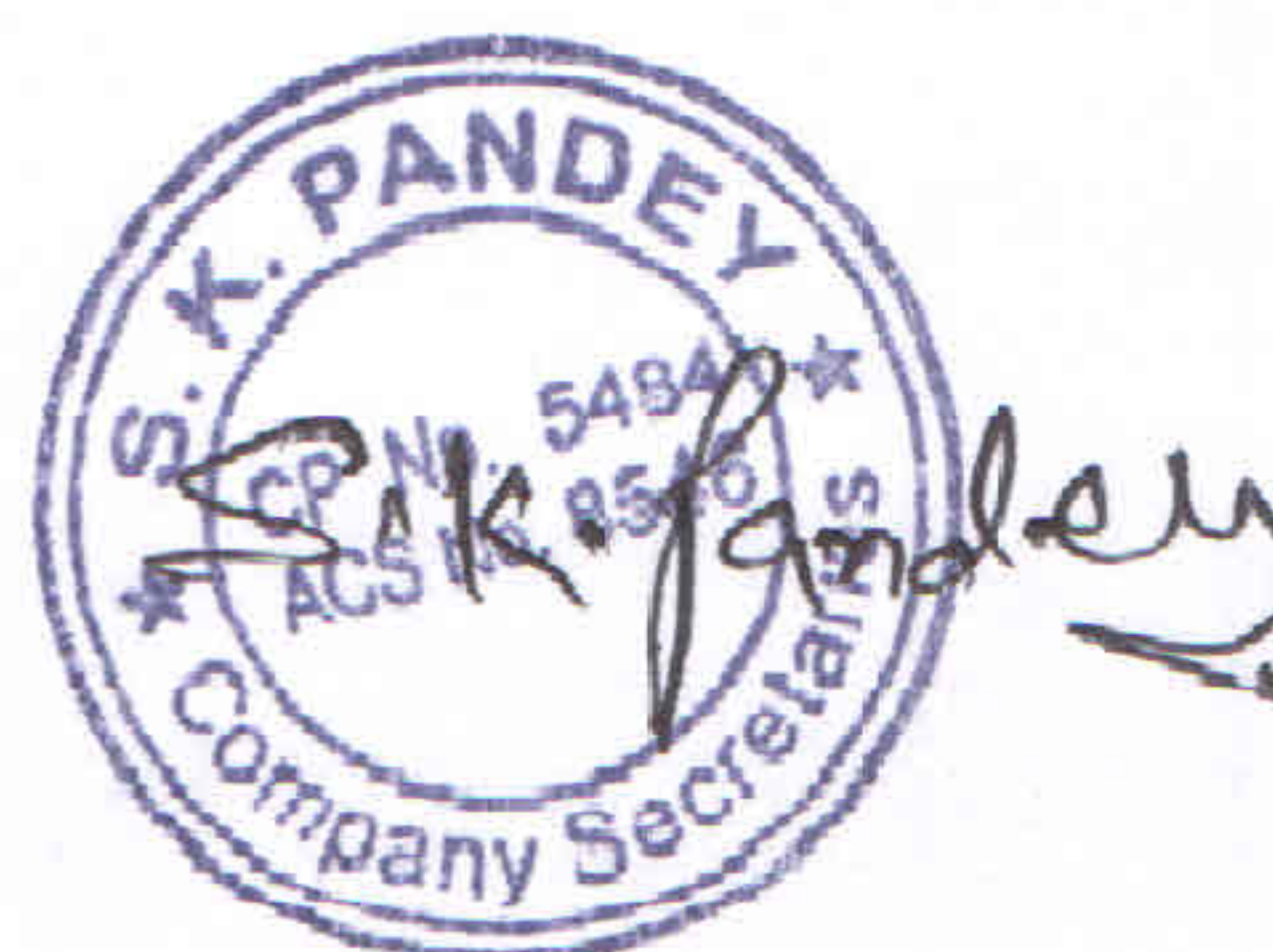
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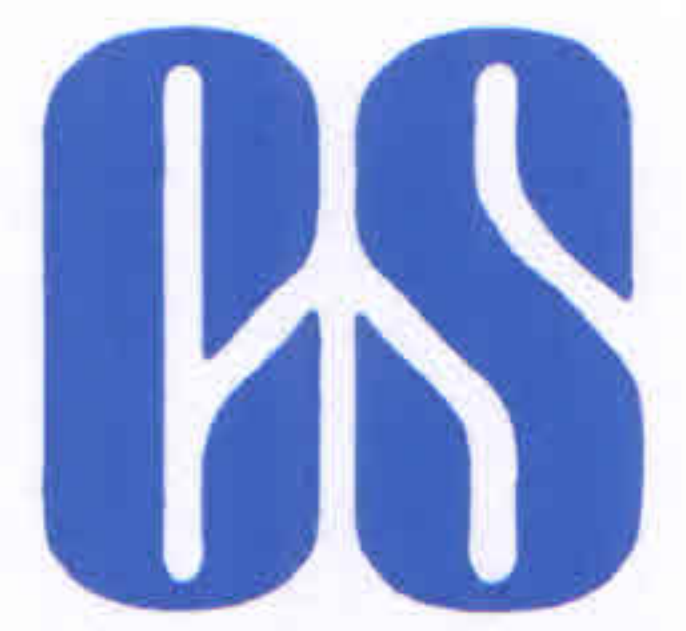
**ITEM 2: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE CITY LIMIT OF VADODARA TO****THE CITY LIMIT OF SURAT UNDER THE SAME STATE OF GUJARAT UNDER THE SAME ROC**

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

Total No. of Shareholders	2962						
Total No. of Shares	46089100						
Receipt of Postal Ballot Forms	09 th August, 2016 at 5.00 P.M.						
E-Voting start date & end date	11 th July, 2016 at 9.00 A.M. to 09 th August, 2016 at 5.00 P.M.						
		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		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	12	3080871	0	0	0	0
Total Votes Cast through Postal Ballot Forms Received	B	26	16956749	6	236184	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	38	20037620	6	236184	0	0
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	38	20037620	6	236184	0	0

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	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	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	424800	0	0	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	45664300	3080871	6.75	3080871	0	100.00	0.00
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	45664300	17192933	37.65	16956749	236184	98.63	1.37
	Total	45664300	20273804	44.40	20037620	236184	98.84	1.16
Total		46089100	20273804	43.99	20037620	236184	98.84	1.16



**ITEM 3: APPOINTMENT OF MANAGING DIRECTOR OF THE COMPANY**

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

Total No. of Shareholders	2962						
Total No. of Shares	46089100						
Receipt of Postal Ballot Forms	09 th August, 2016 at 5.00 P.M.						
E-Voting start date & end date	11 th July, 2016 at 9.00 A.M. to 09 th August, 2016 at 5.00 P.M.						
		Votes in favor of the resolution		Votes in against of the resolution		Invalid Votes	
		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	12	3080871	0	0	0	0
Total Votes Cast through Postal Ballot Forms Received	B	26	16956749	6	236184	0	0
Grand Total of e-voting/ Postal Ballot Form (A+B)	C	38	20037620	6	236184	0	0
Less: Invalid e-voting/ Postal Ballot Forms	D	0	0	0	0	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	38	20037620	6	236184	0	0

Category	Mode of Voting	No. of Shares held	No. of Votes Polled	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
		(1)	(2)				0	0
Promoter and Promoter Group	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	424800	0	0	0	0	0.00	0.00
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	45664300	3080871	6.75	3080871	0	100.00	0.00
	Poll	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot (if applicable)	45664300	17192933	37.65	16956749	236184	98.63	1.37
	Total	45664300	20273804	44.40	20037620	236184	98.84	1.16
Total		46089100	20273804	43.99	20037620	236184	98.84	1.16



S. K. PANDEY

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Percentage of Votes cast in favor 98.84%

Percentage of Votes cast against 1.15%

As the number of votes castes in favor of the Resolution i.e. 98.84%, I report that the Item No.1 - Ordinary Resolution, Item No.2- Special Resolutions & Item No. 3 - Special Resolution in Special Business under section 110 of the Companies Act, 2013, and the Companies (Management & Administration Rules 2014, as set out in Notice of Postal Ballot dated 22nd June, 2016 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 my safe custody until the Director considers and approves and thereafter the same will be handed over to the Director for safe keeping.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You,
Yours Faithfully,

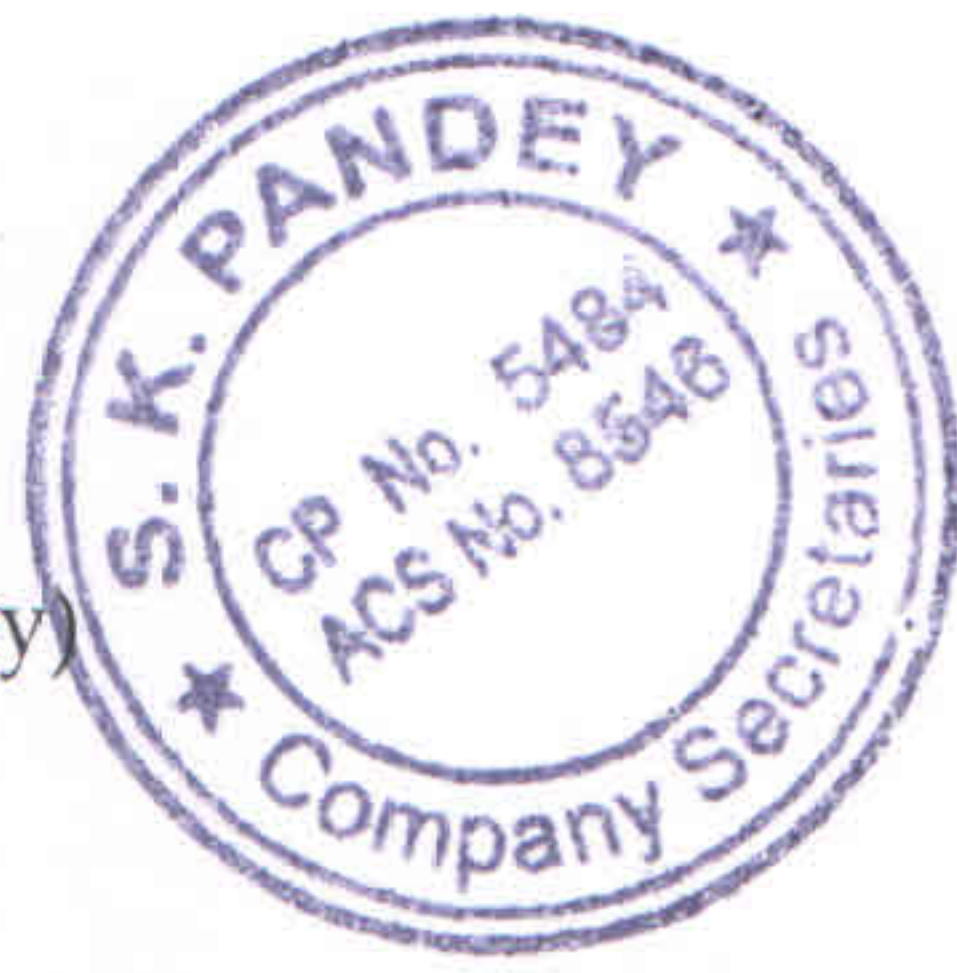
S. K. Pandey

S. K. Pandey

(Practicing Company Secretary)

Date: 11th August, 2016

Place: Mumbai



Signature of Witnesses

Patel Sajeda.Y

(Sajeda patel)

Pooja

(Pooja Jobanputra)