HINDOOSTAN
MILLS

August 10, 2018

The General Manager,
Department of Corporate Services – Listing,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 509895

Dear Sir,

Re: Disclosure of Voting Results of the 114th Annual General Meeting of the Company held on August 08, 2018.

The details of voting results of the 114th Annual General Meeting of the Company held on August 08, 2018 are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report.

Kindly take the matter on record.

Thanking you,

Yours faithfully,
For HINDOOSTAN MILLS LTD.

Jagat Reshamwala
Company Secretary & Compliance Officer

Encl: As above.

Hindoostan Mills Ltd.
Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai 400 001. India
T. +91-22-61240700 / 22040846/47/48 F. +91-22-22833841 E-mail contact@hindoostan.com
CIN : L17121MH1904PLC000195
www.hindoostan.com
A THACKERSEY GROUP COMPANY

Format for Voting Results

Date of the AGM/EGM	8-Aug-18
Total number of shareholders on record date (1st Aug 2017)	8762
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	6
No. of shareholders present in the meeting either in person or through proxy: Public:	50
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	0
Agenda- wise disclosure (to be disclosed separately for each agenda item)	
Details of Agenda	
Item No.1 - Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2018 and the reportsof the Directors and Auditors.	
Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	1009511	1006949	99.75%	1006949	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**1006949**	**99.75%**	**1006949**	**0**	**100.00%**	**0.00%**
Public- Institution s	E-Voting	2292	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**0**	**0.00%**	**0**	**0**	**0.00%**	**0.00%**
Public- Non Institution s	E-Voting	652745	148268	22.71%	148147	121	99.92%	0.00%
	Poll		139	0.02%	139	0	0.00%	0.00%
	Total		**148407**	**22.74%**	**148286**	**121**	**99.92%**	**0.00%**
Total		**1664548**	**1155356**	**69.41%**	**1155235**	**121**	**99.99%**	**0.01%**

HINDOOSTAN MILLS LIMITED MUMBAI

Item No.2- Re-appointment of Mr. Chandrahas Thackersey as Director liable to retire by rotation.

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	1009511	1006949	99.75%	1006949	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**1006949**	**99.75%**	**1006949**	**0**	**100.00%**	**0.00%**
Public- Institution s	E-Voting	2292	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**0**	**0.00%**	**0**	**0**	**0.00%**	**0.00%**
Public- Non Institution s	E-Voting	652745	148268	22.71%	148147	121	99.92%	0.00%
	Poll		139	0.02%	139	0	0.00%	0.00%
	Total		**148407**	**22.74%**	**148286**	**121**	**99.92%**	**0.00%**
Total		**1664548**	**1155356**	**69.41%**	**1155235**	**121**	**99.99%**	**0.01%**

Item No.3- Ratification of appointment of M/s M A Parikh & Co. as Auditors of the Company.

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	1009511	1006949	99.75%	1006949	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**1006949**	**99.75%**	**1006949**	**0**	**100.00%**	**0.00%**
Public- Institution s	E-Voting	2292	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**0**	**0.00%**	**0**	**0**	**0.00%**	**0.00%**
Public- Non Institution s	E-Voting	652745	148268	22.71%	148147	121	99.92%	0.00%
	Poll		139	0.02%	139	0	0.00%	0.00%
	Total		**148407**	**22.74%**	**148286**	**121**	**99.92%**	**0.00%**
Total		**1664548**	**1155356**	**69.41%**	**1155235**	**121**	**99.99%**	**0.01%**

HINDOOSTAN MILLS LIMITED MUMBAI

Item No.4-Appointment of Mr. Rajiv Ranjan as Whole-time Director designated as Executive Director & CEO.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	1009511	1006949	99.75%	1006949	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**1006949**	**99.75%**	**1006949**	**0**	**100.00%**	**0.00%**
Public- Institution s	E-Voting	2292	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**0**	**0.00%**	**0**	**0**	**0.00%**	**0.00%**
Public- Non Institution s	E-Voting	652745	148268	22.71%	148147	121	99.92%	0.00%
	Poll		139	0.02%	139	0	0.00%	0.00%
	Total		**148407**	**22.74%**	**148286**	**121**	**99.92%**	**0.00%**
Total		**1664548**	**1155356**	**69.41%**	**1155235**	**121**	**99.99%**	**0.01%**

Item No.5- Appointment of Mr. Prem Malik as Non-Independent Director.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	1009511	1006949	99.75%	1006949	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**1006949**	**99.75%**	**1006949**	**0**	**100.00%**	**0.00%**
Public- Institution s	E-Voting	2292	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**0**	**0.00%**	**0**	**0**	**0.00%**	**0.00%**
Public- Non Institution s	E-Voting	652745	148268	22.71%	148147	121	99.92%	0.00%
	Poll		139	0.02%	139	0	0.00%	0.00%
	Total		**148407**	**22.74%**	**148286**	**121**	**99.92%**	**0.00%**
Total		**1664548**	**1155356**	**69.41%**	**1155235**	**121**	**99.99%**	**0.01%**

HINDOOSTAN MILLS LIMITED MUMBAI *

Item No.6- Enhancement of the prescribed limit of remuneration payable as Consultancy charges to Mr. Prem Malik.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	1009511	1006949	99.75%	1006949	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**1006949**	**99.75%**	**1006949**	**0**	**100.00%**	**0.00%**
Public- Institution s	E-Voting	2292	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**0**	**0.00%**	**0**	**0**	**0.00%**	**0.00%**
Public- Non Institution s	E-Voting	652745	148268	22.71%	148147	121	99.92%	0.00%
	Poll		139	0.02%	139	0	0.00%	0.00%
	Total		**148407**	**22.74%**	**148286**	**121**	**99.92%**	**0.00%**
Total		**1664548**	**1155356**	**69.41%**	**1155235**	**121**	**99.99%**	**0.01%**

Item No.7- Remuneration of Cost Auditor Mr. Pranav J Taralekar for the financial year ending March 31, 2019.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	1009511	1006949	99.75%	1006949	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**1006949**	**99.75%**	**1006949**	**0**	**100.00%**	**0.00%**
Public- Institution s	E-Voting	2292	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Total		**0**	**0.00%**	**0**	**0**	**0.00%**	**0.00%**
Public- Non Institution s	E-Voting	652745	148268	22.71%	148147	121	99.92%	0.00%
	Poll		139	0.02%	139	0	0.00%	0.00%
	Total		**148407**	**22.74%**	**148286**	**121**	**99.92%**	**0.00%**
Total		**1664548**	**1155356**	**69.41%**	**1155235**	**121**	**99.99%**	**0.01%**

Note:- All the aforesaid Resolutions were passed with requisite majority.

HINDOOSTAN MILLS LIMITED MUMBAI

PRS
ASSOCIATES
COMPANY SECRETARIES

Combined Scrutinizer's Report For E-voting and Poll for Hindoostan Mills Limited

To,
The Chairman of the 114th Annual General Meeting of
Hindoostan Mills Limited
Sir Vithaldas Chambers,
16, Mumbai Samachar Marg,
Mumbai – 400 001

Dear Sir,

Reg:- Passing of Resolution through electronic and poll conducted at the 114th Annual General Meeting (AGM) of Hindoostan Mills Limited ("the Company") held on 08th August, 2018

The Board of Directors of the Company has appointed me i.e. Mr. Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretary, having my office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai 400023 as a Scrutinizer for the purpose of the e-voting and poll on the below mentioned resolution(s) at the 114th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 08th August, 2018 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Mumbai – 400 001 and submit my report as under:

1) The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of Electronic voting to the shareholders of the company from 4th August, 2018 (9.00 a.m. IST) to 7th August, 2018 (5.00 p.m. IST). The E-voting results were unblocked by me on 8th August, 2018 in the presence of two witnesses. For further details, kindly refer to my Scrutinizer's report dated 9th August, 2018, which is attached herewith.

2) At the 114th Annual General Meeting (AGM) of the Company held 08th August, 2018, the Chairman of the Company had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in form MGT-13 dated 9th August, 2018, which is attached herewith.

3) The result of the E-voting together with that of the Poll is as under:

Sr. No.	Subject matter (as set out in the Notice of the AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid votes / Ballot
1.	Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2018 and the Reports of the Directors and Auditors.	E-Voting	11,55,096	121	0
		AGM Poll	139	0	0
		Total	11,55,235	121	0

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

2.	Re-appointment of **Mr.** Chandrahas Thackersey as a Director liable to retire by rotation.	E-Voting	11,55,096	121	0
		AGM Poll	139	0	0
		Total	**11,55,235**	121	0
3.	Ratification of appointment of M/s. M. A. Parikh & co. as Auditors of the Company for the Financial Year 2018-19 and to fix their remuneration	E-Voting	11,55,096	121	0
		AGM Poll	139	0	0
		Total	**11,55,235**	121	0
4.	Re-appointment of **Mr.** Rajiv Ranjan as Whole Time Director designated as Executive Director and CEO of the Company.	E-Voting	11,55,096	121	0
		AGM Poll	139	0	0
		Total	**11,55,235**	121	0
5.	Appointment of Mr. Prem Malik as Non Independent Director.	E-Voting	11,55,096	121	0
		AGM Poll	139	0	0
		Total	**11,55,235**	121	0
6.	Enhancement of the prescribed limit of remuneration payable as Consultancy Charges to Mr. Prem Malik.	E-Voting	11,55,096	121	0
		AGM Poll	139	0	0
		Total	**11,55,235**	121	0
7.	Remuneration of Cost Auditor, Mr. Pranav J Taralekar for the financial year ending March 31, 2019.	E-Voting	11,55,096	121	0
		AGM Poll	139	0	0
		Total	**11,55,235**	121	0

4) Based on the foregoing, all the Resolutions as mentioned in serial No.(s) 1 to 7 stands passed with requisite majority under E-voting and poll.

Thanking You.
Yours faithfully,
PRS Associates
Company Secretaries

Narayan Parekh
Partner
Membership No. ACS - 8059
C. P. No. 6448
Place: Mumbai
Dated: 9th August, 2018

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

PRS ASSOCIATES
COMPANY SECRETARIES

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 as amended]

To,

The Chairman

114th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 8th August, 2018 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001.

Dear Sir,

I, Narayan Parekh, Partner of M/S PRS Associates, Practicing Company Secretary having my office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai-400 023 have been appointed as a Scrutinizer of Hindoostan Mills Limited ("the Company") for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 as amended from time to time and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules 2017 on the resolution(s), at the 114th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 8th August, 2018 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001. We submit our report as under:

1. The e-voting period remained open from 4th August, 2018 (9.00 a.m. IST) to 7th August, 2018 (5.00 p.m. IST).

2. The shareholders holding shares as on the "cut-off" date i.e. 1st August, 2018 were entitled to vote on the proposed resolutions (Item no 1 to 7 as set out in the Notice of the 114th AGM of Hindoostan Mills Limited)

PRS ASSOCIATES COMPANY SECRETARIES MUMBAI

3. The votes were unblocked on 8th August, 2018 at 12.58 P.M. in the presence of two witnesses, Mr. Sanjay Shringarpure (1902, 19th Floor, Woodbine, Everest World, Kolshet Road, Opp. Bayer India, Dhokali, Thane – 400607) and Ms. Krutika Rane (Bldg no 2 - Shramik, Room No 503, A wing, Tilak Nagar, Chembur, Mumbai 400089) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sanjay Shringarpure   Rane

Name:- Sanjay Shringarpure   Name :- Krutika Rane

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", were downloaded from the e-voting website of Central Depository Services(India) Limited (http://www.evoting.india.com/).

5. The result of the e-voting is as under:

(i) Resolution 1- Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2018 and the Reports of the Directors and Auditors.

Voted **in favour** of the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
64	11,55,096	99.99

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
2	121	0.01

Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

(ii) **Resolution 2 - Re-appointment of Mr. Chandrahas Thackersey as a Director liable to retire by rotation.**

Voted **in favour** of the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
64	11,55,096	99.99

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
2	121	0.01

Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

(iii) **Resolution 3- Ratification of appointment of M/s. M. A. Parikh & Co. as Auditors of the Company for the Financial Year 2018-19 and to fix their remuneration**

Voted **in favour** of the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
64	11,55,096	99.99

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
2	121	0.01

Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

(iv) **Resolution 4- Appointment of Mr. Rajiv Ranjan as Whole Time Director designated as Executive Director and CEO of the Company.**

Voted **in favour** of the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
64	11,55,096	99.99

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
2	121	0.01

Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

(v) **Resolution 5 -Appointment of Mr. Prem Malik as Non Independent Director.**

Voted **in favour** of the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
64	11,55,096	99.99

Voted **against** the resolution:

Number of members voted	**Number of votes cast by them**	**% of total number of valid votes cast**
2	121	0.01

Invalid votes:

Total number of members whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

(vi) **Resolution 6 - Enhancement of the prescribed limit of remuneration payable as Consultancy Charges to Mr. Prem Malik.**

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	11,55,096	99.99

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	121	0.01

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(vii) **Resolution 7- Remuneration of Cost Auditor, Mr. Pranav J Taralekar for the financial year ending March 31, 2019.**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
64	11,55,096	99.99

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	121	0.01

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Director authorised by the Board for safe keeping.

Thanking You.

Yours faithfully,

PRS Associates

Company Secretaries

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

Narayan Parekh

Narayan Parekh

Partner

Membership No. ACS – 8059

C. P. No. 6448

Place: Mumbai

Dated: 9th August, 2018

ASSOCIATES
COMPANY SECRETARIES

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

114th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 8th August, 2018 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Fort, Mumbai- 400 001

Dear Sir,

I, Narayan Parekh, Partner of M/s PRS Associates, Practicing Company Secretary having my office at C-4, Raja Bahadur Mansion, 2nd Floor, 20, Ambalal Doshi Marg, Fort, Mumbai 400 023 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 114th Annual General Meeting of the Equity Shareholders of Hindoostan Mills Limited held on 08th August, 2018 at 11.00 a.m. at Sir Vithaldas Chambers, 6th Floor, 16, Mumbai Samachar Marg, Mumbai – 400 001 submit my report as under:

1) 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.

2) The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3) I found Nil poll paper invalid

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

C-4, 2nd Floor, Raja Bahadur Mansion, 20 Ambalal Doshi Marg, Fort, Mumbai - 400 023.
Tel. : 91 (022) 6610 4951 - 6610 4952 - Fax : 91 (022) 4347 0069

4) The result of the Poll is as under:

(i) **Resolution 1- Adoption of the Audited Financial Statement of the Company for the year ended March 31, 2018 and the Reports of the Directors and Auditors.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
15	139	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

(ii) **Resolution 2- Re-appointment of Mr. Chandrahas Thackersey as a Director liable to retire by rotation.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
15	139	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

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MUMBAI
NSP

(iii) **Resolution 3- Ratification of appointment of M/s. M. A. Parikh & co. as Auditors of the Company for the Financial Year 2018-19 and to fix their remuneration**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
15	139	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

(iv) **Resolution 4- Appointment of Mr. Rajiv Ranjan as Whole Time Director designated as Executive Director and CEO of the Company..**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
15	139	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

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(v) **Resolution 5 – Appointment of Mr. Prem Malik as Non Independent Director.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	139	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(vi) **Resolution 6- Enhancement of the prescribed limit of remuneration payable as Consultancy Charges to Mr. Prem Malik.**

Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	139	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(vii) **Resolution 7- Remuneration of Cost Auditor, Mr. Pranav J Taralekar for the financial year ending March 31, 2019.**

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Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
15	139	100

Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	**Number of votes cast by them**	**% of total number of valid votes cast**
Nil	Nil	Nil

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	**Total number of votes cast by them**
Nil	Nil

5) A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6) The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking You.
Yours faithfully,
PRS Associates
Company Secretaries

Narayan Parekh
Partner
Membership No. ACS – 8059
C. P. No. 6448
Place: Mumbai

PRS ASSOCIATES, COMPANY SECRETARIES MUMBAI

Dated: - 9th August, 2018

Witnesses:-

Name: - 1. Mr. Sanjay Shringarpure

2. Ms. Krutika Rane