



**SAHARA**  
INDIA PARIWAR

**MASTER CHEMICALS LIMITED**

**CIN: L99999MH1980PLC022653**

**REGISTERED OFFICE:** Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104. **Tel:** 022 42931800 **Fax:** 022 42931870

**E-mail:** [statutorymcl@rediffmail.com](mailto:statutorymcl@rediffmail.com) **site:** [www.masterchemicals.in](http://www.masterchemicals.in)

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Date: 29<sup>th</sup> September, 2017**

**Sub: Disclosure of Voting Results of the 37<sup>th</sup> Annual General Meeting for the Financial Year 2016-17 of the Company held on 28.09.2017**

**Dear Sir / Madam,**

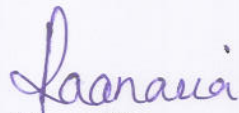
This is further to our letter dated 28<sup>th</sup> September, 2017 on proceedings of the Annual General Meeting ("AGM") and pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results of the 37<sup>th</sup> AGM for the Financial Year 2016-17 of the Company as Annexure A and a report by the Scrutinizer on E-voting and voting by poll on the day of the AGM i.e. 28.09.2017, is enclosed.

You are requested to take the same on your records and oblige.

Thanking you,

Yours Faithfully,

**For Master Chemicals Limited**



**Rana Zia**  
**(Director)**  
**DIN: 07083262**  
Encl: as above.





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This is further to our letter dated 28<sup>th</sup> September, 2017 on proceedings of the Annual General Meeting ("AGM") and pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results of the 37<sup>th</sup> AGM for the Financial Year 2016-17 of the Company as Annexure A and a report by the Scrutinizer on E-voting and voting by poll on the day of the AGM i.e. 28.09.2017, is enclosed.

You are requested to take the same on your records and oblige.

Thanking you,

Yours Faithfully,

**For Master Chemicals Limited**



**Rana Zia**  
**(Director)**  
**DIN: 07083262**  
Encl: as above.





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**Annexure A**

**Format for Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

Date of Annual General Meeting of Equity Shareholders	28 <sup>th</sup> September, 2017
Total No of Shareholders on Record Date	30
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	3
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil







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Resolution Required: (Ordinary/Special)		<b>Resolution No.1:</b> Adoption of Audited Financial Statements as on 31.03.2017 (Ordinary Resolution)							
Whether Promoter or Promoter Group is interested in the Agenda/Resolution?		None of the Directors, Key Managerial Personnel and their relative s is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms and / or institutions of which they are directors, partners or members and who may hold share in the Company.							
Category	Mode of Voting	No of Shares (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]	Votes Invalid
Promoter and Promoter Group	E-Voting	171800	171800	100	171800	0	100	0	0
	Poll		0	0	0	0	0	0	0
	<b>Total</b>		<b>171800</b>	<b>100</b>	<b>171800</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public – Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – NonInstitutions	E-Voting	73200	0	0	0	0	0	0.000	0
	Poll		1050	1.43	1050	0	100	0.000	0
	<b>Total</b>		<b>1050</b>	<b>1.43</b>	<b>1050</b>	<b>0</b>	<b>100</b>	<b>0.000</b>	<b>0</b>
<b>Total</b>		<b>245000</b>	<b>172850</b>	<b>70.55</b>	<b>172850</b>	<b>0</b>	<b>100</b>	<b>0.000</b>	<b>0</b>







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Resolution Required: (Ordinary/Special)		<b>Resolution No.2:</b> Appointment of Shri Somesh Bose as Director who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)							
Whether Promoter or Promoter Group is interested in the Agenda/Resolution?		None of the Directors, Key Managerial Personnel and their relative s is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms and / or institutions of which they are directors, partners or members and who may hold share in the Company. <b>NOTE: This agenda item could not be taken up in the meeting for the reason that Shri Somesh Bose has been disqualified to be re-appointed as director pursuant to the public notice of ROC dated 6<sup>th</sup> September, 2017.</b>							
Category	Mode of Voting	No of Shares (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]	Votes Invalid
Promoter and Promoter Group	E-Voting	171800	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-	-
Public – Institutions	E-Voting	0	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-	-
Public – NonInstitutions	E-Voting	73200	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-	-
<b>Total</b>		<b>245000</b>	-	-	-	-	-	-	-





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Resolution Required: (Ordinary/Special)		<b>Resolution No.3:</b> To appoint M/s Gupta Rustagi & Co., Chartered Accountants, Mumbai, (Firm Registration No. 128701W) as Statutory Auditors of the Company. (Ordinary Resolution)							
Whether Promoter or Promoter Group is interested in the Agenda/Resolution?		None of the Directors, Key Managerial Personnel and their relative s is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms and / or institutions of which they are directors, partners or members and who may hold share in the Company.							
Category	Mode of Voting	No of Shares (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]	Votes Invalid
Promoter and Promoter Group	E-Voting	171800	171800	100	171800	0	100	0	0
	Poll		0	0	0	0	0	0	0
	<b>Total</b>		<b>171800</b>	<b>100</b>	<b>171800</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public – Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public – NonInstitutions	E-Voting	73200	0	0	0	0	0	0.000	0
	Poll		1050	1.43	1050	0	100	0.000	0
	<b>Total</b>		<b>1050</b>	<b>1.43</b>	<b>1050</b>	<b>0</b>	<b>100</b>	<b>0.000</b>	<b>0</b>
<b>Total</b>		<b>245000</b>	<b>172850</b>	<b>70.55</b>	<b>172850</b>	<b>0</b>	<b>100</b>	<b>0.000</b>	<b>0</b>





# **REPORT OF SCRUTINIZER**

**REMOTE E-VOTING AND POLL**

**MASTER CHEMICALS LIMITED**

**37<sup>TH</sup> ANNUAL GENERAL MEETING**

**28<sup>TH</sup> SEPTEMBER, 2017**

**CS AMARENDRA KUMAR RAI**

Amarendra Rai & Associates

Company Secretaries

B-200, Basement, Sector-50, Noida-201301

Tel. No.: 0120-4208078, Mob. No. +919654157016

E-mail: akrai-cs@hotmail.com





# *Amarendra Rai & Associates*

Company Secretaries

## COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR MASTER CHEMICALS LIMITED

To,  
The Chairman  
Master Chemicals Limited  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West), Mumbai-400104

**Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 37<sup>th</sup> Annual General Meeting of Master Chemicals Limited (the Company) held on 28<sup>th</sup> September, 2017.**

Dear Sir,

The Board of the Company had appointed me as Scrutinizer on 11<sup>th</sup> August, 2017, at their duly convened meeting for the Remote E-Voting process, commenced from 24<sup>th</sup> September, 2017 at 10.00 A.M. to 27<sup>th</sup> September, 2017 at 5.00 P.M. and the Chairman of the 37<sup>th</sup> Annual General Meeting (AGM) has appointed me as Scrutinizer for the Poll conducted on the resolution(s) contained in the Notice of the 37<sup>th</sup> AGM of the Company held on Friday, 28<sup>th</sup> day of September, 2017 at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400104 at 11.00 A.M.

The Company had appointed **Central Depository Services (India) Limited (CDSL)** as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Sunday, 24<sup>th</sup> September, 2017 at 10.00 A.M. to Wednesday, 27<sup>th</sup> September, 2017 at 5.00 P.M. **M/s Link Intime India Private Limited** as the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me in compliance of the provisions of rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, on 29<sup>th</sup> September, 2017 in the presence of two witnesses viz Mr. Varun Kumar and Ms. Sweta who are not in the employment of the Company. The Shareholder holding shares on the "Cut-off date" (record date) i.e. Thursday, 21<sup>st</sup> September, 2017 was entitled to vote on the proposed resolutions stated in the Notice of the Company. For Further details kindly refer my Scrutinizer's Report for remote e-voting dated 29<sup>th</sup> September, 2017 attached herewith.





At the 37<sup>th</sup> AGM of the Company held on 28<sup>th</sup> September, 2017 at 11.00 A.M. the Company has also provided facility for voting by Ballot or polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The Chairman of the AGM had appointed me as scrutinizer for the same. For further details kindly refer my scrutinizer's report in Form MGT-13 dated 29<sup>th</sup> September, 2017.

My responsibility as a scrutinizer for the e-voting process i.e. remote e-voting and poll is restricted to make a scrutinizer's report of the votes cast in favour or against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by Central Depository Services (India) Limited (CDSL) and poll conducted at 37<sup>th</sup> AGM of the Company.

The Result of the E-voting together with that of the Poll is under:

Item of Notice Particulars of Business	Type of Votes	Votings in Favour of Resolution		Votings against the Resolution		Invalid Votes	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Item No. 1 of the Notice <b>Ordinary resolution</b> (Adoption of Audited Fiancial Statement etc. 31.03.2017)	E-Voting	171800	99.40	NIL	NIL	NIL	NIL
	Poll	1050	0.60	NIL	NIL	NIL	NIL
	Total	172850	100	NIL	NIL	NIL	NIL
Item No. 2 of the Notice <b>Ordinary resolution</b> (Re-appointment of Shri. Somesh Bose as a Director) <u>Note:</u> This agenda could not be taken up in the meeting for the reason that Shri. Somesh Bose has been disqualified to	E-Voting	-	-	-	-	-	-
	Poll	-	-	-	-	-	-
	Total	-	-	-	-	-	-



be reappointed as director pursuant to the public notice of ROC dated 6 <sup>th</sup> September, 2017							
Item No. 3 of the Notice <b>Ordinary resolution</b> (Appointment of M/s. Gupta Rustagi & Co., Chartered Accountant, Mumbai (Firm Reg. No. 128701W) as Statutory Auditors)	E-Voting	171800	99.40	NIL	NIL	NIL	NIL
	Poll	1050	0.60	NIL	NIL	NIL	NIL
	Total	172850	100	NIL	NIL	NIL	NIL

All the Resolution stands passed under e-voting and poll with the requisite majority.

Thanking You,

For Amarendra Rai & Associates  
Company Secretaries

Amarendra Kumar Rai  
CP: 9373

Issued at Noida dated 29<sup>th</sup> September, 2017

Encl:

(1) Report on Remote E-Voting dated 29<sup>th</sup> September, 2017 and report on poll in Form MGT-13 dated 29<sup>th</sup> September, 2017.





# *Amarendra Rai & Associates*

Company Secretaries

To,  
The Chairman  
**Master Chemicals Limited**  
37<sup>th</sup> Annual General Meeting  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West) Mumbai-400104

**Sub: Passing of Resolution through E-Voting (Remote e-Voting) at the 37<sup>th</sup> Annual General Meeting of Master Chemicals Limited (the Company) held on 28<sup>th</sup> September, 2017.**

Dear Sir,

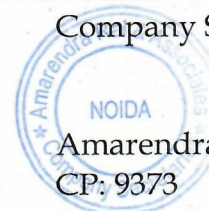
I refer to my appointment as scrutinizer made on 11<sup>th</sup> August, 2017, pursuant to the authority granted by the Board of Directors of **Master Chemicals Limited** (CIN: L99999MH1980PLC022653) to Scrutinize the e-voting process in a fair and transparent manner as per the provisions of Companies Act, 2013 and rules made there under including amended rules for the 37<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 28<sup>th</sup> September, 2017.

I have carried out the work as Scrutinizer from the close of Working hours on 27<sup>th</sup> September, 2017. I had scrutinized and reviewed the voting through electronic means and votes tendered therein.

My responsibility as a scrutinizer for the e-voting process i.e. remote e-voting is restricted to make a scrutinizer's report of the votes cast in favour or against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facility and engaged by the company.

I herewith submit the Scrutinizer's Report on the results of the e-voting along with the relevant details.

For Amarendra Rai & Associates  
Company Secretaries



Amarendra Kumar Rai  
CP: 9373



# REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013]  
[Rule 20 of the Companies (Management and Administration) Amendment Rules 2015]

To,  
The Chairman  
**Master Chemicals Limited**  
37<sup>th</sup> Annual General Meeting  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West) Mumbai-400104

Dear Sir,

I, Amarendra Kumar Rai, Proprietor of M/s. Amarendra Rai & Associates, Company Secretaries, appointed as scrutinizer for the purpose of scrutinizing the remote E-voting process of **Master Chemicals Limited** (CIN: L99999MH1980PLC022653) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 28<sup>th</sup> September, 2017 at 11.00 A.M. I submit the report as under:

- 1) The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
- 2) The E-voting period commenced from 24<sup>th</sup> September, 2017 at 10.00 A.M. and concludes on 27<sup>th</sup> September, 2017 at 5.00 P.M.
- 3) The Shareholder holding shares on the "Cut-off date" (record date) i.e. Thursday, 21<sup>st</sup> September, 2017 was entitled to vote on the proposed resolutions stated in the Notice of the Company.
- 4) The votes were unblocked on 29<sup>th</sup> September, 2017 in the presence of two witnesses Mr. Varun Kumar and Ms. Sweta, who are not in the employment of the Company.
- 5) The Results of e-voting along with the List of Shareholders who voted *FOR* and *AGAINST* the below resolutions were downloaded from the e-voting website of CDSL.





## RESULT OF E-VOTING

### Resolution: 1 (Ordinary Resolution)

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2017, Auditors' Report and Directors' Report thereon.

#### 1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
2	171800	100

#### 2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

#### 3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

### Resolution: 2 (Ordinary Resolution)

To appoint a Director in place of Shri. Somesh Bose, who retires by rotation and being eligible, offer herself for re-appointment.

#### 1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast





**2) Voted Against the Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast

**3) Invalid Votes:**

Total Number of members whose votes were invalid	Total Number of Votes cast by them

Since this agenda could not be taken up in the meeting for the reason that Shri. Somesh Bose has been disqualified to be reappointed as director pursuant to the public notice of ROC dated 6<sup>th</sup> September, 2017.

**Resolution: 3 (Ordinary Resolution)**

To appoint M/s Gupta Rustagi & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 5(Five) years subject to ratification at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company.

**1) Voted in Favour of Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
2	171800	100

**2) Voted Against the Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

**3) Invalid Votes:**

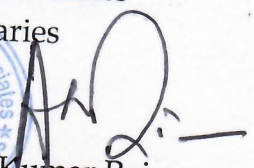
Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



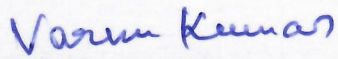
The relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the 37<sup>th</sup> Annual General Meeting (AGM) and shall thereafter be handed over to the authorized person for safe keeping.

Issued at Noida dated 29<sup>th</sup> September, 2017

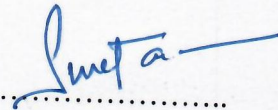
For Amarendra Rai & Associates  
Company Secretaries

  
Amarendra Kumar Rai  
CP: 9373

We, the undersigned witness that the votes were unblocked from e-voting website of Central Depository Services (India) Limited (CDSL) in our presence on 29<sup>th</sup> September, 2017 at 9.50 A.M.



.....  
Mr. Varun Kumar  
S/o Sh. Ashok Kumar  
R/o E-41, Sector-32  
Noida-201301, U.P.



.....  
Ms. Sweta  
D/o Sh. Kailash Nath  
R/o B-196, Sector-50,  
Noida-201301, U.P.



**FORM: MGT-13**

**Report of the Scrutinizer**

*[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  
**Master Chemicals Limited**  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West) Mumbai-400104

**37<sup>th</sup> Annual General Meeting of Equity Shareholders of Master Chemicals Limited held on Thursday, 28<sup>th</sup> September, 2017 at 11.00 A.M. at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400104.**

Dear Sir,

I, Amarendra Kumar Rai appointed as scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the 37<sup>th</sup> Annual General Meeting of Equity Shareholders of **Master Chemicals Limited**(CIN: L99999MH1980PLC022653) held on 28<sup>th</sup> September, 2017 at 11.00 A.M. at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400104, submit the report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were 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 Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll papers invalid.





4. The result of the Poll is as under:

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

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2017, Auditors' Report and Directors' Report thereon.

**i) Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
3	1050	100

**ii) Voted Against the Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**iii) 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

**Item No.: 2 (Ordinary Resolution)**

To appoint a Director in place of Shri Somesh Bose, who retires by rotation and being eligible, offer herself for re-appointment.

**i) Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast

**ii) Voted Against the Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast



iii) **Invalid Votes:**

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them

Since this agenda could not be taken up in the meeting for the reason that Shri. Somesh Bose has been disqualified to be reappointed as director pursuant to the public notice of ROC dated 6<sup>th</sup> September, 2017.

**Item No.: 3 (Ordinary Resolution)**

To appoint M/s Gupta Rustagi & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 5 (Five) years subject to ratification at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company.

**i) Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
3	1050	100

**ii) Voted Against the Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
NIL	NIL	NIL

**iii) 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 Disk (CD) containing a List of Equity Shareholder 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,

Place: Noida

Date: 29<sup>th</sup> September, 2017

For Amarendra Rai & Associates

Company Secretaries

Amarendra Kumar Rai

CP: 9373

