

Mangalam Ventures Limited

(Formerly Sonia Textiles Limited)

A Government Recognized Export House

RESULTS OF POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "Delisting Regulations"), the Postal Ballot Notice dated January 05, 2013 was sent to the Shareholders on January 10, 2013 for the purpose of obtaining the consent of the Shareholders by way of a Special Resolution for the voluntary delisting of the equity shares of Mangalam Ventures Limited ("Company") from the BSE Limited. The last date for receipt of postal ballot forms, duly completed by the Shareholders in the self-addressed, postage pre-paid envelop was February 09, 2013.

Mr. S.K. Jain, Practicing Company Secretary, appointed by the Company as the Scrutinizer, submitted his report, the results of which were declared by the Company on February 12, 2013. The summary of the results of the Postal Ballot are as under:

Sr. No.	Particulars	Numbers
1	Number of Postal Ballot received from the Members of the Company	47
2	Number of Postal Ballot received from the "Public Shareholders" of the Company as defined in Regulation 2(1)(v) of the Delisting Regulations	40
3	Number of Postal Ballot rejected	4
	Total number of Valid Postal Ballots	43

Analysis of Valid Votes

A. Votes cast by Members of the Company

	Number of Votes	Percentage (%)
Assent	28,61,056	100
Dissent	Nil	Nil
Total Votes	28,61,056	100

B. Votes cast by the Public Shareholders of the Company

	Number of Votes	Percentage (%)
Assent	5,41,056	100
Dissent	Nil	Nil
Total Votes	5,41,056	100

The Special Resolution as contained in the Postal Ballot Notice dated January 05, 2013 has been duly approved by the requisite majority under the Companies Act, 1956. Further the number of votes cast by the Public Shareholders in favour of the Special Resolution being greater than two times of the number of the votes cast by the Public Shareholders against the Special Resolution, the requirement of the proviso to Regulation 8(1)(b) of the Delisting Regulations is satisfied.

Consequently, in terms of the proviso to Regulation 8(1)(b) of the Delisting Regulations, the Special Resolution shall be acted upon / given effect to.

By the Order of the Board
For Mangalam Ventures Limited
FOR MANGALAM VENTURES LTD.

Director/Director/Auth. Signatory

Place: Mumbai
Date: February 12, 2013

SCRUTINIZER'S REPORT

To,

The Board of Directors

Mangalam Ventures Limited

94, Arcadia, Nariman Point,

Mumbai-400021

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors (the Board) of M/s Mangalam Ventures Limited (the Company) in its Meeting held on 05th January, 2013 submitted my Report as under:-

- a) The Company has sought approval of the Shareholders by way of Special Resolution through Postal Ballot in terms of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution through Postal Ballot) Rules 2011 and SEBI (Delisting of Equity Shares) Regulation, 2009.
- b) I had given my consent to act as Scrutinizer for the said Postal Ballot process vide my letter dated 04th January, 2013.
- c) The Company had dispatched through Ordinary Post in total 641 Postal Ballot Notice containing draft Resolution along with Explanatory Statement thereon, Postal Ballot Form and Business Reply Envelope with postal stamp affixed thereon to all the Members of the Company whose names were appearing on the Register of Members maintained by M/s RCMC Share Registry Pvt.

Ltd. and in the Statement of Beneficial Owners as appeared in the records of NSDL & CDSL as on 05th January, 2013.

- d) The dispatches were completed on 10th January, 2013 and a Public Notice to that effect was released in The Financial Express (English Newspaper) in Mumbai and Mumbai Lakshadweep (Regional Language) Newspaper in Mumbai on 11th January, 2013.
- e) The Company has submitted to me a Certificate dated 10-01-2013 received from Indian Post and Telegram Department in proof of dispatch of 641 Packets to the shareholders of the Company and postage @ Rs.5/- each affixed thereon. As per information available on record and explanations given to me, the Company has paid proper and due postage wherever required with reference to the above.
- f) In the Business Reply Envelope the address of my Office i.e. 13/16, Kapadia Chambers, Ground Floor, 599, J.S.S Road, Chira Bazaar, Mumbai- 400 002 was given and hence the same were delivered to me.
- g) The Company has not received any undelivered Postal Ballot Form dispatched to the Shareholders through Ordinary Post as mentioned above.
- h) I had received 47 (Forty Seven) numbers of Postal Ballot forms from the Shareholders. All the Postal Ballot Envelopes were opened in my presence. The particulars of all Postal Ballots received from the shareholders were entered in the Register in electronic form separately maintained for the purpose. For the purpose of my Report, the Postal Ballots received up to the close of working hours on 09th February, 2013 were scrutinized. The said 47 (Forty Seven) Postal Ballot received were scrutinized by me for the purpose of ascertaining assent, dissent of shareholders to the Special



Resolution and for ascertaining valid and invalid Postal Ballots. Out of 47 Ballot Forms 4 Ballot forms were found blank and hence were marked as invalid. The result of the scrutiny is as under:

Particulars	Special Resolution pursuant to Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 for Delisting of Equity Shares from BSE Limited		
	Category of Shareholders	Promoter and Promoter Groups	Public
Total No. of Postal Ballot sent	7	634	641
No. of Valid Postal Ballot Form received	7	36	43
No. of Invalid Postal Ballot Form received	0	4	4
No. of Shares held	2320000	786600	3106600
No. of valid votes polled	2320000	541056	2861056
No. of Votes in favour	2320000	541056	2861056

No. of Votes against	0	0	00
% of valid votes in favour resolution	100	100.00	100.00
% of valid votes against resolution	0.00	0.00	0.00

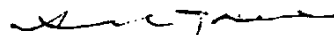
The Resolution has therefore been approved by the shareholders with the requisite majority.

Date: 12th February, 2013

Place: Mumbai

For S. K. Jain & Co.

Practicing Company Secretaries



S. K. Jain, Partner

Scrutinizer