



SARDA PAPERS LIMITED

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CIN: L51010MH1991PCL061164

Special Resolution passed by Postal Ballot on 28th March, 2015

Pursuant to Section 110 of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), read with the rule 22 and any other applicable rules of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 the company vide the Notice of the Postal Ballot dated 16th February, 2015, along with explanatory statement thereto, sought the approval of the shareholder for the following

Special Resolution

Resolved that, pursuant to Section 180 (1) (a), 188 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, and in compliance with the regulations 25(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to create charge/ mortgage/ encumbrance and/or hypothecate, sell, transfer, assign or otherwise dispose of the factory, land and building situated at A/70 MIDC, Sinnar, Nasik - 422103 (including rights and properties related thereto) of the Company to Nobel Hygiene Private Limited, for an consideration of up to Rs.9,00,00,000/- to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Nobel Hygiene Private Limited .

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution

1. Shri. Jigarkumar Gandhi, Proprietor of JNG & Co., Company Secretaries, Mumbai was appointed as the Scrutinizer for the conducting the Postal Ballot voting process (including electronic voting) in fair and transparent manner and for submitting his Report thereon to the Chairman or any Director of the Company, after completion of the scrutiny of the Postal Ballots and electronic voting.
2. The Notice of the Postal Ballot dated 16th February, 2015, along with the Special Resolution, Explanatory Statement and Postal Ballot Form, was dispatched to the Members on 24th February, 2015. A Notice regarding the posting of the Postal Ballot Forms and Notice was published in the 'Business Standard' (English) and 'Punya Nagari – Nasik' (Marathi). The last date for receipt of the postal ballot forms, duly completed by the shareholders, fixed as the closing of the working hours (6.00 P.M. on Friday, 27th March, 2015 and the result to be announced on Saturday, 28th March, 2015 at 6.00 P.M.



3. The Scrutinizer, Shri. Jigarkumar Gandhi, Proprietor of JNG & Co., Company Secretaries, Mumbai, has submitted his Report on 28th March, 2015.
4. The details of the Special Resolution passed by the Members by means of the Postal Ballot, based on the Report received from Shri. Jigarkumar Gandhi, are given below:

Sr. No.	Particulars	No of Postal Ballot Forms	E-Voting	No. of shares (Votes) through Postal Ballot	No. of Shares (Votes) through E-voting	Total No. of Shares (Vote)	% of total paid up Equity Capital
1	Postal Ballot Forms & e-voting Received	13	8	3080	2405630	2408710	77.23
2	Less: **Invalid Postal Ballot Forms & Votes	2	4	500	1742181	1742681	55.87
3	Net Valid Postal Ballots & Votes	11	4	2580	663449	666029	21.36
A	Postal Ballot Form & Votes with assent for the Resolution	11	1	2580	577873	580453	18.61
	% to Assent					87.15	
B	Postal Ballot Form & Votes with dissent for the Resolution	0	3	0	85576	85576	2.73
	% of Dissent					12.85	

5. The Number of votes cast in favor of the Resolution was 87.15 % compare to cast against the Resolution was 12.85 % and hence the Special Resolution under Section 180(1)(a) and 188 of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been approved by the shareholders with the requisite majority.



6. The detail of Voting Results with regard to the Special Resolution, as tabulated in the manner required under Clause 35A of the Listing Agreement with Stock Exchange, are as under:

Promoter/Public	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	2312298	577873	24.99	577873	0	100	0
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	806602	88156	10.93	2580	85576	2.93	97.07
Total	3118900	666029	21.35	580453	85576	87.15	12.85

7. The above declared result of the Postal Ballot is displayed at the Registered Office of the Company and on its website viz www.sardapapers.com besides communication of the same to the Stock Exchange on which Company's share are listed viz., BSE Ltd (viz., Bombay Stock Exchange).

For **SARDA PAPERS LIMITED**



Manish D. Ladage
(Director)
DIN 00082178



Place: Mumbai
Date : 30th March, 2015