



Date: 18.11.2017

To,  
The Department of Corporate Services,  
BSE Limited,  
PhirozeJeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**Re: Disclosure of voting results of 25<sup>th</sup> Annual General Meeting held on 16.11.2017 under Reg. 44 of SEBI (LODR) Regulations, 2015 along with Consolidated Scrutinizers Report thereto.**

**Ref: BSE Scrip Code – 519455**

Dear Sir,

With reference to the above cited subject, please find attached, the details of the Voting Results in “**Annexure-I**” of the Twenty Fifth Annual General Meeting of the members of the Company held on Thursday, 16<sup>th</sup> November, 2017 at 12:30 P.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001.


The Consolidated Scrutinizer’s Report on e-voting and voting through physical ballots is also enclosed, in compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

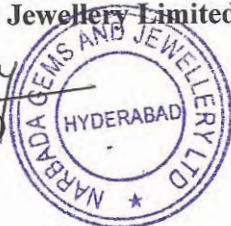
This is for your information and records in compliance with the Listing Regulations. Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Narbada Gems and Jewellery Limited**

  
(Sanjay Kumar Sanghi)  
Managing Director  
DIN: 00629693




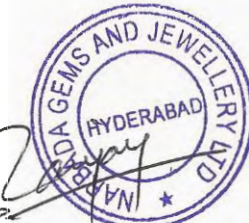
Encl: As above

**Registered Office**

3-6-290/18, 1st Floor, Sadana Building, Hyderguda, Hyderabad - 500 029, T. S. India,  
Ph: +91-40-31928411. comsec@narbadajewellery.com, www.narbadajewellery.com

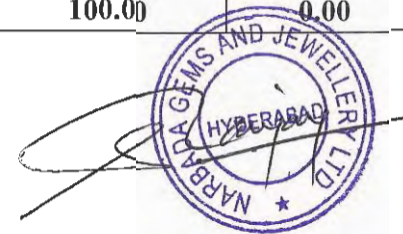
**Annexure - I**  
**VOTING RESULTS**

<b>Date of the AGM</b>	16.11.2017
<b>Total number of shareholders on record date</b>	5682
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	2
Public:	41
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	Nil
Public	Nil

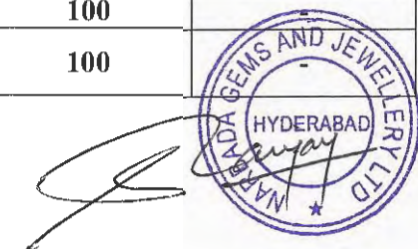
**Resolution No. 1:** To receive, consider and adopt the Audited Financial Statements, for the year ended on 31st March 2017 together with the Reports of Directors and Auditors thereon.

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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	14,34,481	14,34,481	100	14,34,481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>14,34,481</b>	<b>14,34,481</b>	<b>100</b>	<b>14,34,481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2,168	-	2,153	15	99.30	0.70
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>-</b>	<b>6040</b>	<b>15</b>	<b>99.75</b>	<b>0.25</b>
<b>TOTAL</b>	<b>1440536</b>	<b>1440536</b>		<b>1440521</b>	<b>15</b>	<b>100.00</b>	<b>0.00</b>	



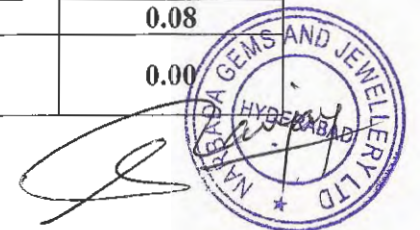
**Resolution No. 2:** To appoint Director in place of Mrs. Bhavna Sanghi, Director, who retires by rotation and being eligible offers herself for re-appointment.

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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2168	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6055</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440536</b>	<b>-</b>	<b>100</b>	<b>-</b>



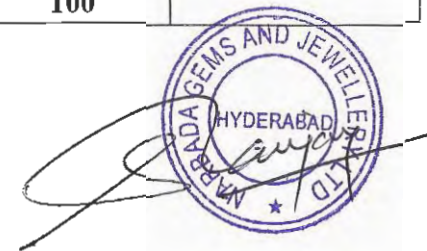
**Resolution No. 3:** To appoint M/s D.V Aditya & Co., Chartered Accountants, as the Statutory Auditors of the Company

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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2163	05	99.78	0.22
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6050</b>	<b>05</b>	<b>99.92</b>	<b>0.08</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440531</b>	<b>05</b>	<b>100</b>	<b>0.00</b>



**Resolution No. 4:** To reappoint Mr. Sanjay Kumar Sanghi as the Managing Director of the Company

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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2168	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6055</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440536</b>	<b>-</b>	<b>100</b>	<b>-</b>



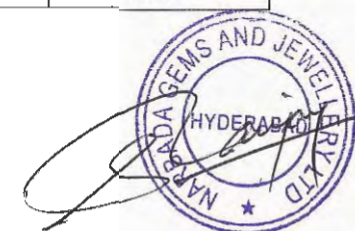
**Resolution No. 5:** Increase in Authorized Share Capital of the Company

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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2163	05	99.78	0.22
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6050</b>	<b>05</b>	<b>99.92</b>	<b>0.08</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440531</b>	<b>05</b>	<b>100</b>	<b>0.00</b>

NARBADA GEMS AND JEWELLERY LTD.  
HYDERABAD

**Resolution No. 6:** Alteration of Capital Clause of the Memorandum of Association of the Company

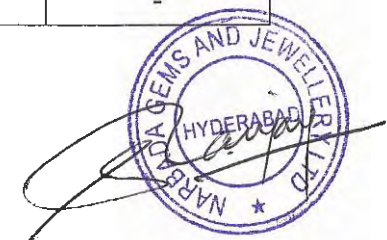
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2158	10	99.54	0.46
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6045</b>	<b>10</b>	<b>99.83</b>	<b>0.17</b>
<b>TOTAL</b>		<b>1,02,51,537</b>	<b>1,02,51,537</b>	<b>100</b>	<b>1,02,51,517</b>	<b>20</b>	<b>99.99</b>	<b>0.01</b>





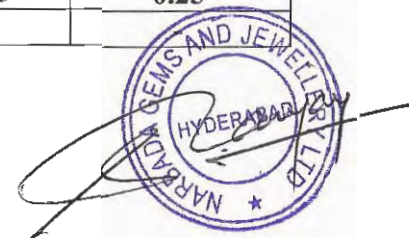
**Resolution No. 7:** Adoption of new set of Memorandum of Association as per Table A, Schedule I of the Companies Act, 2013

Resolution required: (Ordinary/ Special)			Special 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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2153	15	99.30	0.70
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6040</b>	<b>15</b>	<b>99.75</b>	<b>0.25</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440521</b>	<b>15</b>	<b>100</b>	<b>-</b>



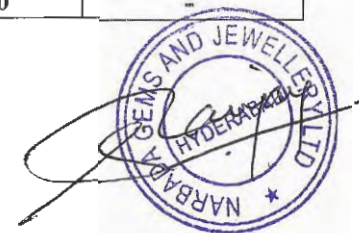
**Resolution No. 8:** Adoption of new set of Articles of Association as per Table F, Schedule I of the Companies Act, 2013

Resolution required: (Ordinary/ Special)			Special 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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2153	15	99.30	0.70
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6040</b>	<b>15</b>	<b>99.75</b>	<b>0.25</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440521</b>	<b>15</b>	<b>100</b>	



**Resolution No. 9:** Preferential Allotment of Equity Warrants of the Company to Promoters/ Promoter Group/ Resident Individuals convertible into equity shares in one or more tranches:

Resolution required: (Ordinary/ Special)			Special 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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2163	05	99.78	0.22
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6050</b>	<b>05</b>	<b>99.92</b>	<b>0.08</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440531</b>	<b>05</b>	<b>100</b>	<b>-</b>



**Resolution No. 10:** Preferential Issue of Equity Warrants of the Company to Business Associates/ non-promoter/ public group:

Resolution required: (Ordinary/ Special)		Special 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 favor (4)	No. of Votes – against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-voting	1434481	1434481	100	1434481	-	100	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>1434481</b>	<b>1434481</b>	<b>100</b>	<b>1434481</b>	<b>-</b>	<b>100</b>	<b>-</b>
<b>Public-Institutions</b>	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Public- Non Institutions</b>	E-voting	3887	3887	100	3887	-	100	-
	Poll	2168	2168	100	2163	05	99.78	0.22
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>6055</b>	<b>6055</b>	<b>100</b>	<b>6050</b>	<b>05</b>	<b>99.92</b>	<b>0.08</b>
<b>TOTAL</b>		<b>1440536</b>	<b>1440536</b>	<b>100</b>	<b>1440531</b>	<b>05</b>	<b>100</b>	

For Narbada gems and Jewellery Limited

(Sanjay Kumar Sanghi)  
Managing Director  
DIN: 00629693



**CONSOLIDATED SCRUTIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies  
(Management and Administration) Rules, 2014]*

To,  
**Shri Sanjay Kumar Sanghi**  
**The Chairman of Annual General Meeting of the Members,**  
**Narbada Gems and Jewellery Limited**  
**Regd off: 3-6-290/18, 1st Floor Sadana Building,**  
**Hyderguda, Hyderabad -500029**

**Sub:** Consolidated Report of Scrutinizer on the results of voting by way of remote e-voting and poll conducted at the 25<sup>th</sup> Annual General meeting of **Narbada Gems and Jewellery Limited** held on 16.11.2017.

I, **Ajay Suman Shrivastava**, Company Secretary in Practice was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process and ballot voting through poll carried out by the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 for passing of the resolutions as mentioned in the Notice of 25<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on Thursday, the 16<sup>th</sup> Day of November, 2017.

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and polling papers on the resolutions contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and voting through ballot process-poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by the CDSL, the agency engaged by the Company to provide remote e-voting facility and poll conducted in the AGM.
2. The Notice along with statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through Professional courier on 21.10.2017 and through e-mail to the shareholders whose email IDs were registered with the Company / Depository Participant on 26.10.2017. The said Notice was dispatched on the basis of the Register of Members made available by the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) as on 20.10.2017.



3. As per the provisions of Rule 20 & 22 of Companies (Management and Administration) Rules, 2014, the Company has published advertisement in “**Business Standard**” and “**Nava Telangana**”, on 26.10.2017, about having sent the notice both by registered post and electronically, along with other information as specified in rules.
4. In terms of the aforesaid notice, voting through electronic means was kept open from Monday, the 13<sup>th</sup> day of November, 2017 (9:00 AM) and ended on Wednesday, the 15<sup>th</sup> day of November, 2017 (5:00 PM).
5. The Members’ details such as their names folio, number of shares held who cast their votes through e-voting were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com/>) in order to ensure that such members did not vote again in the Annual General Meeting through poll.
6. The voting rights of members were considered in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 9<sup>th</sup> November, 2017.
7. Thereafter on completion of Poll, Ballot Box kept for polling were locked in my presence with due identification marks placed by me.
8. As required under the said rules, after the closure of the voting of the Annual General Meeting, the votes cast through poll were unlocked in the presence of Mr. Praful Chavda and Mr. M.V Seetharam Reddy, who are not in employment with the Company. They have signed as witness on the poll papers, in confirmation of the votes being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar of Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
9. Four poll papers were identified as invalid as having NIL shareholding.
10. Summary of the e-voting and poll are as follows-

**ORDINARY BUSINESS:**

**Item No. 1:** To receive consider and adopt the Audited Financial Statements for the year ended on 31st March 2017, together with the Reports of Directors and Auditors thereon.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2153	0.15
E-voting	13	14,38,368	99.84
<b>Total</b>	<b>51</b>	<b>1440521</b>	<b>99.999</b>



ii. Vote in <b>against</b> the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	2	15	0.0010
E-voting	-	-	-
<b>Total</b>	<b>2</b>	<b>15</b>	<b>0.0010</b>

iii. <b>Invalid</b> votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
<b>Total</b>	<b>4</b>	<b>Nil</b>

**Item No. 2:** To appoint a Director in place of Mrs. Bhavna Sanghi, (DIN: 02681438) who retires by rotation and being eligible offers herself for re-appointment.

i. Vote in <b>favour</b> of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	39	2168	0.15
E-voting	13	14,38,368	99.85
<b>Total</b>	<b>52</b>	<b>1440536</b>	<b>100</b>

ii. Vote in <b>against</b> the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

iii. <b>Invalid</b> votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
<b>Total</b>	<b>4</b>	<b>Nil</b>



**Item No. 3:** To appoint M/s D.V. Aditya & Co., Chartered Accountants, as the statutory Auditors of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.150
E-voting	13	14,38,368	99.8497
<b>Total</b>	<b>51</b>	<b>1440531</b>	<b>99.9997</b>

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
<b>Total</b>	<b>1</b>	<b>5</b>	<b>0.0003</b>

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
<b>Total</b>	<b>4</b>	<b>Nil</b>





**SPECIAL BUSINESS:**

**Item No. 4:** To re-appoint Mr. Sanjay Kumar Sanghi as Managing Director of the Company.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	39	2168	0.15
E-voting	13	14,38,368	99.85
<b>Total</b>	<b>52</b>	<b>1440536</b>	<b>100</b>

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	-	-	-
E-voting	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
<b>Total</b>	<b>4</b>	<b>Nil</b>

**Item No. 5:** To increase in Authorized Share Capital of the Company from Rs. 6,50,00000 to Rs. 13,50,00,000.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.150
E-voting	13	14,38,368	99.8497
<b>Total</b>	<b>51</b>	<b>1440531</b>	<b>99.9997</b>



ii. Vote in <b>against</b> the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
<b>Total</b>	<b>1</b>	<b>5</b>	<b>0.0003</b>

iii. <b>Invalid</b> votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
<b>Total</b>	<b>4</b>	<b>Nil</b>

**Item No. 6:** To alter the capital clause of the Memorandum of Association of the Company.

i. Vote in <b>favour</b> of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2158	0.15
E-voting	13	14,38,368	99.8494
<b>Total</b>	<b>51</b>	<b>1440526</b>	<b>99.9994</b>

ii. Vote in <b>against</b> the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	10	0.0006
E-voting	-	-	-
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.0006</b>

iii. <b>Invalid</b> votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
<b>Total</b>	<b>4</b>	<b>Nil</b>



**Item No. 7:** To adopt new set of Memorandum of Association as per table A, schedule I of Companies Act, 2013.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	37	2153	0.15
E-voting	13	14,38,368	99.849
<b>Total</b>	<b>50</b>	<b>1440521</b>	<b>99.999</b>

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	2	15	0.0010
E-voting	-	-	-
<b>Total</b>	<b>2</b>	<b>15</b>	<b>0.0010</b>

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
<b>Total</b>	<b>4</b>	<b>Nil</b>

**Item No. 8:** To adopt new set of Article of Association as per table F, schedule I of Companies Act, 2013.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	37	2153	0.15
E-voting	13	14,38,368	99.849
<b>Total</b>	<b>50</b>	<b>1440521</b>	<b>99.999</b>

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	2	15	0.0010
E-voting	-	-	-
<b>Total</b>	<b>2</b>	<b>15</b>	<b>0.0010</b>



iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

**Item No. 9** Preferential allotment of equity warrants of the Company to promoter/Promoters Group/ Non-Promoter resident individuals convertible into equity shares in one or more tranches.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.150
E-voting	13	14,38,368	99.8497
Total	51	1440531	99.9997

ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
Total	1	5	0.0003

iii Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

**Item No. 10:** Preferential allotment of equity warrants of the Company to Non Promoter Group convertible into equity shares in single tranche.

i. Vote in favour of the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	38	2163	0.15
E-voting	13	14,38,368	99.847




Total	51	1440531	99.9997
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ii. Vote in against the resolution			
Particulars	No. of Members voted	No. of votes cast by them	% of total number of valid votes cast
Poll at the AGM	1	5	0.0003
E-voting	-	-	-
Total	1	5	0.0003

iii. Invalid votes		
Particulars	Total number of members whose votes were declared as invalid	Total number of votes cast by them
Poll at the AGM	4	Nil
E-voting	-	-
Total	4	Nil

Yours Truly,

  
**Ajay Suman Shrivastava**  
**Practicing Company Secretary**  
**Membership No. : 3489**  
**C P No.: 3479**



**Place: Hyderabad**  
**Date: 17.11.2017**