



ARNAV SPORTS ACADEMY LIMITED

Registered office: M-161/B, Ground Floor, Kalka Bhawan, Commercial Centre, Gautam Nagar Road, Yusuf Sarai, New Delhi-110049. CIN: U74900DL2009PLC187574

Email Id: parnavsports@yahoo.com Website: www.parnavsports.com

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MINUTES OF PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF PARNAVSPORTS ACADEMY LIMITED ON SATURDAY, 25th APRIL, 2015 AT THE REGISTERED OFFICE OF THE COMPANY

PRESENT:

- | | | |
|----------------------------|---|---------------------|
| 1. Mr. RANJEET KUMAR | : | Director |
| 2. Mr. DEEPAK TIWARI KUMAR | : | Director |
| 3. Mr. ANKIT AGRAWAL | : | Whole-Time Director |
| 4. Ms. Aarti | : | Additional Director |
| 5. Ms. Neelam Bansal | : | Scrutinizer |

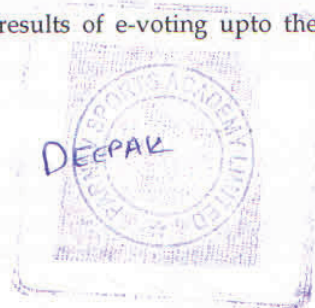
Mr. Deepak Tiwari Kumar, Director, and Chairman informed that, pursuant to Section 110 and other applicable provisions of Companies Act, 2013 ("the Act"), read with Companies (Management and Administration) Rules, 2014, a postal Ballot Notice dated 12.03.2015 (with postal ballot form and prepaid business reply envelope), containing Five draft special resolutions was sent to the shareholders of the company for their assent or dissent on the following items:

1. AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.
2. TO INCREASE THE BORROWING POWERS OF THE COMPANY.
3. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS
4. GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES.
5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

The Board of Directors of the Company in their meeting held on 12.03.2015 had approved the said Notice and also appointed Ms. Neelam Bansal of M/s Neelam Bansal & Associates, Companies Secretaries In whole time Practice, Delhi as Scrutinizer for conducting the postal Ballot process in a fair and transparent manner.

As per the provisions of Companies Act, 2013 read with rules thereunder, Company provided e-voting facility to its members to exercise their votes electronically. The E- Voting portal of NSDL for voting purpose was remained open from 24.03.2015 at 9:30 AM upto 5:30 PM on 22.04.2015. Thereafter the same was disabled.

The Scrutinizer after carrying out the scrutiny of results of e-voting upto the 5:30 PM on 22.04.2015 submitted a Report on 25.04.2015 as under:



1. SPECIAL RESOLUTION FOR AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

Resolution Required:	Special Resolution
Mode of Voting:	E-Voting and Postal Ballot
Votes Cast in Favor of Resolution:	4162024
Votes Cast against Resolution:	0
Total No. of shares for which votes received:	4162024

Item No. -1: AMENDMENT TO MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION										
Resolution Required : Special , Type of Business : Special										
Mode of Voting : E-Voting and Postal Ballot										
Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) = (B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares (D) = [B / A] * 100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G) = (E/B) * 100	As a percentage of Vote in Against (H) = (F/B) * 100
Promoter and Promoter Group	3412324	0	3412324	3412324	2	100	3412324	0	100	
Public	9615000	145000	604700	749700	9	7.80	749700	0	100	
Total	13027324	145000	4017024	4162024	11	31.95	4162024	0	100	

Result: Resolution passed as Special Resolution.

ITEM NO.1

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Object Clause of Memorandum of Association of the Company be altered and amended by inserting following new sub-clause (6),(7), (8), (9) & (10) after the existing sub-clause (5) under Clause IIIA of the Memorandum of Association of the Company:

(6) To carry on the activities of nursery, plantation, agriculture, horticulture and farming on any land or property of the company or upon any other property or land whether belonging to the company or not and to act as consultant in the field of nursery, plantation, agriculture, horticulture and farming and to import and export plants and other produce and products relating to the activities of nursery, plantation, agriculture, horticulture and farming.

(7) To carry on in India or elsewhere the business as manufacture, fabrication, processors, importers, exporters, commission agents, brokers, showroom owner, retailers, distributors, exchangers, traders, buyers, sellers, job workers, stock lists and market, promote, organize, agriculture, food, grains and allied products and agriculture and farming in an advanced and technical manner including incidental or otherwise.

(8) To carry on in India or elsewhere the business as manufacturer, processors, importers, exports, agents, brokers, retailers, distributors, exchangers, traders, buyers, sellers, jobworkers, stockists and market, promote, organize, design, develop, cut sort & grade or otherwise to deal in all shapes, sizes, varieties, specifications, descriptions, applications, modalities fashions and uses of garments of man, women, infant & children including sportswear, activowears, daily-wears, fashionwears, partywears, wearing apparels, underwear, purses, lingerie, mercerized cotton, belts, wallets and other allied goods made from cotton, silk, synthetic, jute, velvet, woolen, leather, raxin or with any combination thereof and to participate in local; national and international trade fairs, sales exhibitions, seminars and fashions shows or an other sales promotion scheme including incidental or otherwise.

(9) To carry on in India or elsewhere the business as manufacturer, processors, importers, exports, agents, brokers, retailers, distributors, exchangers, traders, buyers, sellers, jobworkers, stockists and market, promote, organize, design, develop, cut sort & grade or otherwise to deal in all shapes, sizes, varieties, specifications, descriptions, applications, modalities fashions and uses of garments of man,

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women, infant & children including sportswear, activowears, daily-wears, fashionwears, partywears, wearing apparels, underwear, purses, lingerie, mercerized cotton, belts, wallets and other allied goods made from cotton, silk, synthetic, jute, velvet, woolen, leather, raxin or with any combination thereof and to participate in local; national and international trade fairs, sales exhibitions, seminars and fashions shows or an other sales promotion scheme including incidental or otherwise.

(10) To carry on trading business in any type of commodity and commodity derivatives, and / or to act as service providers for commodities or otherwise and /or to carry on business by way of acquiring, dealing, exchange & transfer, trading in shares, securities, currency including their derivatives and F&O. and to carry on business as importers, exporters, traders, distributors, stockiest, buyers, sellers, agents or merchants in all kinds of electronic goods, general goods and construction material goods with or without delivery.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and thing as it may, in its absolute discretion, deem necessary or expedient.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

2. SPECIAL RESOLUTION FOR INCREASE THE BORROWING POWERS OF THE COMPANY

Resolution Required:	Special Resolution
Mode of Voting:	E-Voting and Postal Ballot
Votes Cast in Favor of Resolution:	4162024
Votes Cast against Resolution:	0
Total No. of shares for which votes received:	4162024

Item No. -2: TO INCREASE THE BORROWING POWERS OF THE COMPANY										
Resolution Required : Special , Type of Business : Special										
Mode of Voting : E-Voting and Postal Ballot										
Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) = (B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares(D)=[B /A]*100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G)=(E/B)*100	As a percentage of Vote in Against (H)=F/B *100
Promoter and Promoter Group	3412324	0	3412324	3412324	2	100	3412324	0	100	0
Public	9615000	145000	604700	749700	9	7.80	749700	0	100	0
Total	13027324	145000	4017024	4162024	11	31.95	4162024	0	100	0

Result: Resolution passed as Special Resolution.

ITEM NO.2

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act,2013(including any statutory modifications or re-enactments thereof) and rules made thereunder as may be amended, from time to time and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company, to borrow, for the purposes of the Company's business, any sum or sums of money from time to time at its discretion in accordance with the Memorandum and Articles of Association of the Company notwithstanding that such sum or sums of money together with the moneys already borrowed by the Company(apart from temporary loans obtained or to be obtained from time to time from the Company's bankers in the ordinary course of Business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to

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say, reserves not set apart for any specific purpose, provided the aggregate of all sums borrowed by the Board from time to time and remaining outstanding shall not exceed, at any point of time, Rs. 25 Crores (Rupees Twenty Five Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

3. SPECIAL RESOLUTION FOR CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

Resolution Required:	Special Resolution
Mode of Voting:	E-Voting and Postal Ballot
Votes Cast in Favor of Resolution:	4162024
Votes Cast against Resolution:	0
Total No. of shares for which votes received:	4162024

Item No. -3: CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS.										
Resolution Required : Special , Type of Business : Special										
Mode of Voting : E-Voting and Postal Ballot										
Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) = (B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares (D) = [B / A] * 100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G) = (E/B) * 100	As a percentage of Vote in Against (H) = (F/B) * 100
Promoter and Promoter Group	3412324	0	3412324	3412324	2	100	3412324	0	100	0
Public	9615000	145000	604700	749700	9	7.80	749700	0	100	0
Total	13027324	145000	4017024	4162024	11	31.95	4162024	0	100	0

Result: Resolution passed as Special Resolution.

ITEM NO.3

CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS.

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute

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all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Wholtime Director or Director or any other officer of the Company or any other person.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/ party(ies) etc."

4. SPECIAL RESOLUTION FOR GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES

Resolution Required:	Special Resolution
Mode of Voting:	E-Voting and Postal Ballot
Votes Cast in Favor of Resolution:	4162024
Votes Cast against Resolution:	0
Total No. of shares for which votes received:	4162024

Item No. -4: GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES, Resolution Required : Special , Type of Business : Special Mode of Voting : E-Voting and Postal Ballot.										
Promoter& Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) =(B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares(D)=[B /A]*100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G)=(E/B)*100	As a percentage of Vote in Against (H)=F/B*100
Promoter and Promoter Group	3412324	0	3412324	3412324	2	100	3412324	0	100	0
Public	9615000	145000	604700	749700	9	7.80	749700	0	100	0
Total	13027324	145000	4017024	4162024	11	31.95	4162024	0	100	0

Result: Resolution passed as Special Resolution.

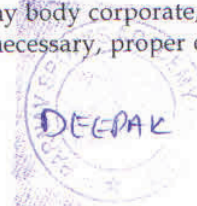
ITEM NO.4

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 25 crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question,



difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Wholetime Director or Director or officer of the Company or any other person.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

5. SPECIAL RESOLUTION FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

Resolution Required:	Special Resolution
Mode of Voting:	E-Voting and Postal Ballot
Votes Cast in Favor of Resolution:	4162024
Votes Cast against Resolution:	0
Total No. of shares for which votes received:	4162024

Item No. -5: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION. Resolution Required : Special , Type of Business : Special Mode of Voting : E-Voting and Postal Ballot.										
Promoter& Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) =(B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares(D)=[B /A]*100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G)=(E/B)*100	As a percentage of Vote in Against (H)=F/B*100
Promoter and Promoter Group	3412324	0	3412324	3412324	2	100	3412324	0	100	
Public	9615000	145000	604700	749700	9	7.80	749700	0	100	
Total	13027324	145000	4017024	4162024	11	31.95	4162024	0	100	

Result: Resolution passed as Special Resolution.

ITEM NO.5

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

THANKING YOU,

FOR PARNAV SPORTS ACADEMY LIMITED

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DEEPAK TIWARI KUMAR
DIRECTOR

Place: 25.04.2015
Place: New Delhi