



June 17, 2015

The General Manager  
BSE Limited  
1st Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001  
Fax: 2272 3121, 2037, 2039, 2041  
Email: corp.relations@bseindia.com

**Scrip Code: 517080**

Dear Sir / Madam,

Please find enclosed below mentioned documents for your records

- 1.) Scrutinizer Report from Practicing Company Secretary
- 2.) Results of Postal Ballot declared on June 15, 2015 for Sub – Division of the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each
- 3.) Minutes of Postal Ballot duly signed by the Chairman

Request you to kindly take this letter on record and acknowledge the receipt.

Thank you.

Yours faithfully,

For High Ground Enterprises Limited

  
Chintan Kapadia  
Whole Time Director  
(DIN -01639589)





*Amit R. Dadheech & Associates*  
Company Secretaries

FORM No. MGT-13  
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

June 15, 2015

To,  
Board of Directors  
High Ground Enterprise Limited  
Office No. 2, Om Heera Panna Mall, 2nd Floor,  
Oshiwara, Andheri (West)  
Mumbai-400053  
Maharashtra

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

I, Amit R. Dadheech, Practicing Company Secretary, Mumbai have been appointed as Scrutinizer by the Board of Directors of High Ground Enterprise Limited (the Company) for the purpose of e-voting and physical postal ballot forms in terms of the Resolution approved by the Board of Directors of the Company at their meeting held on May 11, 2015 for seeking approval of the Shareholders of the Company in respect of the Special Resolution to be passed through postal ballot.

In terms of the provision of the Companies Act, 2013, the Company has provided e-voting facility to all its shareholders, along with an option to vote physically on the physical postal ballot form provided with the notice dated May 11, 2015

All the Physical postal ballot forms received by the Company up to the close of working hours 6.00 p.m. on June 13, 2015 being the last date and time fixed by the Company for receipt of the votes were considered for scrutiny and other were treated as invalid and the authenticity of the votes casted by the members have been matched / confirmed with the Register of Members / list of beneficiaries of the Company available on May 8, 2015 by the Registrar & Share Transfer Agent of the Company and by the management of the Company





None of the shareholders of the Company have opted for e-voting. However, the Company has received physical postal ballot forms as provided by the Company alongwith the copy of the notice of Postal Ballot.

The results of the voting passed through physical ballot form mode are as follows:

**Resolution No. 1: Sub – Division of the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each:**

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	5081588	5053588	99.45	5053588	0	100.00	0
Public – Institution holders	0	0	0	0	0	0	0
Public others	5055565	3488812	69.00	3488812	0	100.00	0
<b>Total</b>	<b>10137253</b>	<b>8542400</b>	<b>84.27</b>	<b>8542400</b>		<b>100.00</b>	<b>0</b>

A complete list of Shareholders who voted in favor and against the resolution is been attached as Annexure-I.

The physical ballot papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Based on the above mentioned voting details, the resolution no. 1 of the notice dated May 11, 2015 are passed with an absolute majority by way of voting by Physical postal ballot form

Thanking You.

For Amit R. Dadheech & Associates

Amit R. Dadheech  
ACS: 22889, CP: 8952



Encl: Annexure – 1

Annexure – 1

**Resolution no. 1: Sub – Division of the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each**

Sr. No.	Name of the Shareholder	Folio No. / Client ID / DP Id	No. of Shares Held	Voted in 'FAVOR'	Voted 'AGAINST'
1.	High Ground Production Pvt. Ltd	1202300001002707	3635503	YES	NO
2.	Picture Thoughts Pvt. Ltd	1202300001002726	1183388	YES	NO
3.	World Wide Picture Pvt. Ltd	IN30023914304587	402523	YES	NO
4.	Film Consultancy & Incentives Pvt Ltd	1204550000383053	634599	YES	NO
5.	Picture Thoughts production Pvt. Ltd	1204550000428581	251251	YES	NO
6.	Bright Hills InfraProjects Pvt. Ltd	1204550000462213	562126	YES	NO
7.	Abheek Properties Pvt. Ltd	1204550000405382	667921	YES	NO
8.	Winfotel Technologies Pvt Ltd	IN30023914304579	860092	YES	NO
9.	Mr. Sandeep R Arora	1202300001090398	204512	YES	NO
10.	Mrs. Sheenu Arora	1202300001091729	30185	YES	NO
11.	Chintan Kapadia	1204000000164467	100000	YES	NO
12.	Swaminath Jaiswar	1204720002229888	10000	YES	NO
13.	Pinafir Dave	D-050186	300	YES	NO
	<b>Total</b>		<b>85,42,400</b>		

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**Minutes of The Meeting of High Ground Enterprise Limited held on June 15, 2015 for the announcement of the result of postal ballot pursuant to Section 110 of the Companies Act, 2013 and Rules made there under.**

Date: June 15, 2015  
Time: 11.00 A.M  
Venue: 2, 2nd Floor, Om Heera Panna Mall, Oshiwara, Andheri West, Mumbai 400 053  
Present: Sandeep R Arora, Managing Director  
Chintan Kapadia, Whole Time Director

Following members are present in person:

The Chairman informed the Members that the Board of Directors had, at its meeting held on June 15, 2015 given its approval to the following businesses subject to the approval of shareholders

**Special Resolution:**

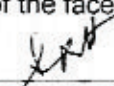
**Sub – Division of the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each.**

The Chairman further informed that the shareholders approval for the proposed resolutions was sought under the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to Article 55 of the Articles of Association of the Company.

Accordingly, vide postal ballot notice dated May 11, 2015, the draft Resolutions and Explanatory Statement thereto were sent to the shareholders along with a Postal Ballot Form for their consideration. Mr. Amit R. Dadheech, Practicing Company Secretary was appointed as scrutiner for conducting the postal ballot in a fair and transparent manner. The last date for receipt of the postal ballot form duly completed was fixed as June 13, 2015.

The Chairman then informed the Members that Mr. Amit Dadheech had submitted his report on the Postal Ballot. A summary of the said report is as under:

In all 13 ballot papers representing 8542400 equity shares of the face value of Rs.10/- each were received from the shareholders.

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

## Results of Special Resolution

**Sub – Division of the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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	5081588	5053588	99.45	5053588	0	100.00	0
Public – Instituti onal holders	0	0	0	0	0	0	0
Public- Others	5055565	3488812	69.00	3488812	0	100.00	0
<b>Total</b>	<b>10137253</b>	<b>8542400</b>	<b>84.27</b>	<b>8542400</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

The votes cast "FOR" the Special Resolution out of the total ballots received is 100%.

The special resolutions as approved by the Shareholders vide the Postal Ballot process are as follows:-

**Sub – Division of the Face Value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten) each to Re. 1/- (Rupee One) each**

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to Article 55 of the Articles of Association of the Company, consent of the Members be and is hereby accorded for sub-division of the Equity Shares of the Company including the paid up shares such that existing 1 Equity Share of the Company of the face value of ₹ 10/-

(Rupees Ten) each be sub-divided into (10) Ten Equity Shares of the face value of ₹ 1/- (Rupee One) each and that consequent to the sub-division of the Equity Shares of the Company becoming effective, present Authorized Share Capital of the Company being ₹ 11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each now would comprise of ₹ 11,00,00,000/- (Rupees Eleven Crores) divided into 11,00,00,000 (Eleven Crores)

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

Equity shares of Re. 1/- (Rupee One) each and the existing clause V of Memorandum of Association of the Company be substituted by new clause as follows:

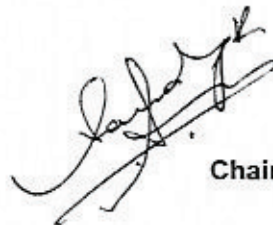
V. "The Authorized Share Capital of the Company is ₹ 11,00,00,000/- (Rupees Eleven Crores) divided into 11,00,00,000 (Eleven Crores) Equity shares of Re. 1/- (Rupee One) each, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto such preferential, deferred, qualified, guaranteed or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or the Articles of the Company for the time being."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include a Committee thereof) and/or the Company Secretary / Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above resolution including but not limited to filing of necessary forms with Ministry of Corporate Affairs and other deeds/documents/writings as may be required by Depositories/Stock Exchanges, issue of new Share Certificates representing the sub-divided Equity Shares with new distinctive numbers and/or crediting the Members' Dematerialization Accounts maintained by them with their respective Depositories and for any other outstanding convertible securities pending for allotment, subject to the provisions laid down under the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and to delegate all or any of the powers herein vested to the officials of the Company, for giving effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board and/or the Company Secretary / Compliance Officer of the Company be and are hereby authorized on behalf of the Company, to take all necessary actions which in its absolute discretion deem necessary, to resolve and settle all questions and difficulties that may arise in the sub-division of Equity Shares, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

The meeting then concluded with a vote of thanks to the Chair.

June 15, 2015, Mumbai



Chairman

CHAIRMAN'S INITIALS