

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO. 198/1, 203/2, SAIJPUR-GOPALPUR, PIRANA ROAD, PIPELJ, AHMEDABAD – 382405 ON TUESDAY, 31ST MARCH, 2015 AT 2.00 P.M. FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT INCLUDING E-VOTING

PRESENT:

Shri Vedprakash Chiripal - Chairman
Shri Brijmohan Chiripal - Managing Director

IN ATTENDANCE:

Shri Sanjay Agrawal - Chief Financial Officer
Ms. Purvee Roy - Company Secretary

Shri Vedprakash Chiripal, Chairman of the Company, being present took the Chair.

Ms. Purvee Roy, Company Secretary informed that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated 3rd February, 2015 along with the Postal Ballot Form and the self – addressed business reply envelope were sent to the shareholders of the Company for obtaining their consent through Postal Ballot including E-voting for the following business:

- To create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis.

The Board of Directors in their meeting held on 3rd February, 2015 had approved the said Notice and also appointed Shri Ravi Kapoor, Proprietor of M/s. Ravi Kapoor and Associates and Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process (including E-voting) in a fair and transparent manner.

Ms. Purvee Roy further informed that as required under Rule 22 of the Companies (Management and Administration) Rules, 2014, the Notice of Postal Ballot dated 3rd February, 2015 along with the Postal Ballot forms were sent to all the shareholders on 26th February, 2015, whose name appear in the Register of Members / Record of Depositories as on 13th February, 2015 to obtain their assent or dissent in writing either through physical ballot or through E-Voting within a period of 30 days from 27th February, 2015 to 28th March, 2015. Company has also published newspaper advertisement for dispatch of notice along with postal ballot forms on 27th February, 2015 in Economic Times (both English and Gujarati language).

As per the provisions of the Companies Act, 2013 and the Rules made thereunder, the Company has also provided E-voting facility to its members to exercise their votes electronically. The E-voting portal of CDSL for voting purpose was remained open from 9.00 a.m. on Friday, 27th February, 2015 till 06.00 p.m. on Saturday, 28th March, 2015 and thereafter the same was disabled. The last date and time fixed for the receipt of physical Postal Ballot forms was 06.00 p.m. on Saturday, 28th March, 2015.



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The Scrutinizer after carrying out the scrutiny of the Postal Ballot forms received together with the results of E-voting upto 06.00 p.m. on Saturday, 28th March, 2015 submitted a consolidated Report on Voting (Postal Ballot and E-voting) on 31st March, 2015 and the said Report was taken on record.

Based on the Scrutinizers Report, Shri Vedprakash Chiripal, Chairman of the Company, announced the Results of the Voting by Postal Ballot and E-voting, as under:

ITEM NO. 1: SPECIAL RESOLUTION

TO CREATE, OFFER, ISSUE AND ALLOT UP TO 80,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

Resolution	To create, offer, issue and allot up to 80,00,000 warrants convertible into equity shares on preferential basis			
	Special Resolution			
Particulars	Postal Ballot Forms	E-votes	Total Votes cast	% to Total No. of Valid Votes cast
	Votes / Shares	Votes / Shares	Votes / Shares	
Total votes cast	6,259	1,68,24,641	1,68,30,900	-
Less: Invalid votes	3,860	0	3,860	-
Total valid votes	2,399	1,68,24,641	1,68,27,040	100.00
Votes favoring the resolution	2,059	1,68,24,351	1,68,26,410	100.00
Votes against the resolution	340	290	630	0.00

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 3rd February, 2015 was passed by Requisite Majority:

“RESOLVED THAT subject to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI ICDR Regulations”) as amended and any other guidelines and clarifications issued by the Securities and Exchange Board of India as also by any other statutory/regulatory authorities, the Listing Agreement entered into between the Company and BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) and in accordance with the provisions of the Articles of Association of the Company, and the Foreign Exchange Management Act, 1999 (the “FEMA”), and any other rules, regulations notified under FEMA and circulars issued under FEMA and subject to all necessary statutory or regulatory approvals, consents,


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permissions and / or sanctions as may be deemed necessary including without limitation approvals from the Government of India, Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI) and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and all other relevant third party consents and approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include duly authorized committee thereof constituted to exercise the powers conferred on the Board by this resolution) to create, offer, issue and allot from time to time in one or more tranches, upto 80,00,000 (Eighty Lacs Only) warrants of the Company in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion to the following allottees, provided that each such warrant shall entitle to the holder(s) thereof to subscribe for and be allotted one equity share of face value of Rs. 10/- of the Company ("Equity Share") at a minimum exercise price of Rs. 80/- (including premium of Rs. 70/-, which such premium amount could be revised upward if the price worked out on the basis of ICDR guidelines on the Relevant Date is more than Rs. 80/-) per equity share or such higher price as may be arrived at in accordance with the ICDR Regulations ("Issue Price").

Sr. No.	Name of Proposed Allottees	No. of Equity Shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Chiripal Industries Limited	21,00,000	Promoter	Company
2	Devkinandan Corporation LLP	29,00,000	Promoter	Limited Liability Partnership
3	Merit Credit Corporation Limited	10,00,000	Resident Body Corporate	Company
4	Rameswar Retailers Private Limited	10,00,000	Resident Body Corporate	Company
5	LGO Global Opportunities Limited	10,00,000	Foreign Institutional Investor	FII

RESOLVED FURTHER THAT the issue and allotment of the warrants to the above referred entity (the "Allottee(s)") shall be on the following terms and conditions:

- i) the Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned warrants shall be 27th February, 2015, being the date 30 days prior to the date of declaration of result of Postal Ballot (i.e. 31st March, 2015 at 2.00 p.m.).

- ii) The warrants by itself do not give to the warrants holder any rights of the shareholders of the Company.
- iii) the warrants shall be convertible into equity shares, in one or more tranches, within a period of 18 months from the date of their allotment;
- iv) The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised as per above clause (iii), the amount paid under this clause (iv) shall be forfeited by the Company.
- v) the number of shares that each warrant converts into and the price per share upon conversion of the warrants, shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues, stock split or any capital or corporate restructuring.
- vi) The allotment of warrants, allotment of equity shares pursuant to conversion of warrants, conditions of payment of consideration and other terms and conditions thereof shall be subject to any statutory amendment and modification, notification, rules, regulations under any applicable law as the case may be for the time being in force.

RESOLVED FURTHER THAT:

- i) the requisite number of equity shares against the warrants to be so allotted in favour of the Allottee(s) as aforesaid, be issued in favour of Allottee(s) upon receipt of the balance 75% of the conversion price from such Allottee(s), at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder;
- ii) the consideration price of the warrants, if paid in cash, shall be received from respective allottee's banks accounts;
- iii) the equity shares allotted pursuant to the conversion of the warrants shall rank pari passu with the then existing equity shares of the Company, from the date of their allotment. Such new equity shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations/ notifications/ clarifications issued by SEBI in this regard;
- iv) the Equity shares to be issued and allotted on conversion of the warrants shall be listed and traded on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- v) the equity shares allotted pursuant to exercise of options attached to the warrants issued on preferential basis to such persons, shall remain locked in as per the provisions of SEBI (ICDR) Regulations viz. for a period of three years for Promoter and Promoter Group and one year for Non Promoter Group, from the date of their trading approval (the date of trading approval shall mean the latest date when trading approval has been granted by recognized stock exchanges viz. BSE and NSE);
- vi) the Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the warrants or equity shares on conversion thereof,


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subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment and by way of further calls, if any, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of warrants and the shares proposed to be allotted pursuant to the conversion thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director or Directors or to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

The Chairman then directed the Company Secretary to:

- (i) Intimate the results to and file necessary reports with BSE Limited and National Stock Exchange of India Limited;
- (ii) File necessary e-forms with the Registrar of Companies (ROC); and
- (iii) Arrange to place the scrutinizer report and results of postal ballot on the Company's website.

Place: Ahmedabad
Date: 31st March, 2015


VEDPRAKASH CHIRIPAL
CHAIRMAN