

28<sup>th</sup> March, 2015

The Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Attn: Corporate Relationship Dept  
Re: Result of Postal Ballot

Dear Sir/Madam,

#### DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek the consent of the members of the Company for the proposed ordinary/special resolutions to be passed through postal ballot as specified in the notice dated 20<sup>th</sup> February, 2015 ("the said notice") read with the explanatory statement attached thereto.

The company had appointed Shri Virendra Bhatt, Practicing Company Secretary as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The company had appointed Central Depository Services (India) Limited to provide e-voting facility to its members.

The last date for receipt of the Postal Ballot Form duly completed from the members/E- Voting was 27<sup>th</sup> March, 2015.

The Scrutinizer has submitted his report on the postal ballot on 28<sup>th</sup> March, 2015 ("the said Report") and based on the Scrutinizers report and pursuant to Clause 35A of the Listing Agreement the following result is hereby announced to the members on 28<sup>th</sup> March, 2015 at the registered office of the Company:

1	Date of declaration of postal ballot results	28 <sup>th</sup> March, 2015
2	Total Number of shareholders as on cut off date	5427
3	No of shareholders present in the meeting either in person or through proxy:	Not Applicable

CIN : L17110MH1935PLC002241

Regd. Off.: Shree Ram Mills Premises, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013  
Te.# : 22 - 6140 4900 / 2496 5701 / 2493 2728 Fax # : 91 - 22 - 2492 8617  
Website : www.shreeramurban.co.in



	Promoters and Promoter Group Public			
4	No of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable		
5	Detail of Agenda:	Resolution Required Ordinary/Special	Mode of voting: (Show of hands/Poll/Postal ballot/Evoting)	Result
(i)	Special Resolution for adopting new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.	Special	Postal ballot/Evoting	Passed
(ii)	Ordinary Resolution for appointment of Dr. O.P.Chawla as an independent director of the Company for the period of five years with effect from 20 <sup>th</sup> Febuary, 2015.	Ordinary	Postal ballot/Evoting	Passed
(iii)	Ordinary Resolution for appointment of Shri Lalit Mohan as an independent director of the Company for the period of five years with effect from 20 <sup>th</sup> Febuary, 2015.	Ordinary	Postal ballot/Evoting	Passed
(iv)	Ordinary Resolution for appointment of Dr. Poornima Advani as an independent director of the Company for the period of five years with effect from 20 <sup>th</sup> Febuary, 2015.	Ordinary	Postal ballot/Evoting	Passed

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(v)	Ordinary Resolution for appointment of Shri N.K.Sethi as an independent director of the Company for the period of five years with effect from 20 <sup>th</sup> February, 2015.	Ordinary	Postal ballot/Evoting	Passed
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#### In case of Postal Ballot/E Voting

**Resolution No. 1** Special Resolution for adopting new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Promoter/Pu blic	No. Of shares held	No. of Votes Polled	% of Votes polled on outstan ding shares	No. of Votes- in favour	No. of Votes- again st	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/ (1)]*10 0	(4)	(5)	(6)= [(4)/ (2)]*100	(7)= [(5)/ (2)]*10 0
Promoter and Promoter Group	29069925	29069925	100%	29069925	0	100%	0
Public Institutional holders	2108696	0	0	0	0	0	0
Public-others	9955919	5851433	58.77%	5851433	0	100%	0
<b>Total</b>	<b>41134540</b>	<b>34921358</b>	<b>84.90%</b>	<b>34921358</b>	<b>0</b>	<b>100%</b>	<b>0</b>



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**Resolution No. 2** Ordinary Resolution for appointment of Dr. O.P.Chawla as an independent director of the Company for the period of five years with effect from 20<sup>th</sup> February, 2015.

Promoter/Pu blic	No. Of shares held	No. of Votes Polled	% of Votes polled on outstan ding shares	No. of Votes- in favour	No. of Votes- again st	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/ (1)]*10 0	(4)	(5)	(6)= [(4)/ (2)]*100	(7)= [(5)/ (2)]*10 0
Promoter and Promoter Group	29069925	29069925	100%	29069925	0	100%	0
Public Institutional holders	2108696	0	0	0	0	0	0
Public-others	9955919	5851373	58.77%	5851372	1	100%	0
<b>Total</b>	<b>41134540</b>	<b>34921298</b>	<b>84.90%</b>	<b>34921297</b>	<b>1</b>	<b>100%</b>	<b>0</b>

**Resolution No. 3** Ordinary Resolution for appointment of Shri Lalit Mohan as an independent director of the Company for the period of five years with effect from 20<sup>th</sup> February, 2015.

Promoter/Pu blic	No. Of shares held	No. of Votes Polled	% of Votes polled on outstan ding shares	No. of Votes- in favour	No. of Votes- again st	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/ (1)]*10 0	(4)	(5)	(6)= [(4)/ (2)]*100	(7)= [(5)/ (2)]*10 0
Promoter and Promoter Group	29069925	29069925	100%	29069925	0	100%	0
Public	2108696	0	0	0	0	0	0

CIN : L17110MH1935PLC002241

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Institutional holders							
Public-others	9955919	5851373	58.77%	5851373	0	100%	0
<b>Total</b>	<b>41134540</b>	<b>34921298</b>	<b>84.90%</b>	<b>34921298</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution No. 4** Ordinary Resolution for appointment of Dr. Poornima Advani as an independent director of the Company for the period of five years with effect from 20<sup>th</sup> Febuary, 2015.

Promoter/Pu blic	No. Of shares held	No. of Votes Polled	% of Votes polled on outstan ding 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)]*10 0	(4)	(5)	(6)= [(4)/ (2)]*100	(7)= [(5)/ (2)]*10 0
Promoter and Promoter Group	29069925	29069925	100%	29069925	0	100%	0
Public Institutional holders	2108696	0	0	0	0	0	0
Public-others	9955919	5851373	58.77%	5851373	0	100%	0
<b>Total</b>	<b>41134540</b>	<b>34921298</b>	<b>84.90%</b>	<b>34921298</b>	<b>0</b>	<b>100%</b>	<b>0</b>



CIN : L17110MH1935PLC002241

Regd. Off.: Shree Ram Mills Premises, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013  
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 Website : www.shreeramurban.co.in



**Resolution No. 5** Ordinary Resolution for appointment of Shri N.K.Sethi as an independent director of the Company for the period of five years with effect from 20<sup>th</sup> February, 2015.

Promoter/Pu blic	No. Of shares held	No. of Votes Polled	% of Votes polled on outstan ding shares	No. of Votes- in favour	No. of Votes- again st	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/ (1)]*10 0	(4)	(5)	(6)= [(4)/ (2)]*100	(7)= [(5)/ (2)]*10 0
Promoter and Promoter Group	29069925	29069925	100%	29069925	0	100%	0
Public Institutional holders	2108696	0	0	0	0	0	0
Public-others	9955919	5851373	58.77%	5851373	0	100%	0
<b>Total</b>	<b>41134540</b>	<b>34921298</b>	<b>84.90%</b>	<b>34921298</b>	<b>0</b>	<b>100%</b>	<b>0</b>

Accordingly, the Ordinary/Special Resolutions as mentioned in the notice of Postal Ballot dated 20<sup>th</sup> February, 2015 have been passed by the requisite majority.

Please find enclosed herewith copy of the Scrutinizer's Report.

Kindly acknowledge the receipt of the same and take this on your record.

Thanking you,

Yours faithfully,  
 For Shree Ram Urban Infrastructure Limited

*Yatin Sangani*

Yatin Sangani  
 Company Secretary



# Virendra Bhatt

Company Secretary

Office :  
602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.  
Tel. : 2351 4867 / 2351 2412  
Mobile : 98200 48670  
e-mail : bhattivirendra1945@yahoo.co.in

Date: 28<sup>th</sup> March, 2015

To,  
The Chairman,  
**SHREE RAM URBAN INFRASTRUCTURE LIMITED**  
Shree Ram Mills Premises,  
Ganpatrao Kadam Marg,  
Lower Parel,  
Mumbai – 400 013

Dear Sir,

I have scrutinized the Postal Ballot (including Electronic Voting (“E-voting”/ “E-Votes”) Voting Process of **SHREE RAM URBAN INFRASTRUCTURE LIMITED** at the Registered Office of the Company situated at Shree Ram Mills Premises, Ganpatrao Kadam Marg, Lower Parel Mumbai – 400 013 with respect to passing of the Resolutions regarding Approval for Adopting new set of Articles of Association of the Company in conformity with the Companies Act, 2013 under section 14 of Companies Act, 2013, Approval for appointing Independent and Non-Executive Directors under section 149 & 152 of Companies Act, 2013.

Approval of the shareholders needs to be obtained by way of Special/Ordinary Resolution.

## RESOLUTION-1

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modifications(s).

### **Resolution Required: Special**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Article of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Articles of Association of the Company.”



**TOTAL VALID VOTES:-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	54	34921533	3	113	57	34921646
INVALID	5	288	0	0	5	288
TOTAL VALID VOTES	49	34921245	3	113	52	34921358

**Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	52	34921358	100%
Dissent	0	0	0%
Not Voted	0	0	0%
Total	52	34921358	100%

**Table showing Bifurcations OF PROMOTERS AND PUBLIC INSTITUTIONS:-**

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
Promoter & Promoter Group	29069925	29069925	100%	29069925	0	100%	0%
Public Institutional Holders	2108696	0	0%	0	0	0%	0%
Public- Others	9955919	5851433	58.77%	5851433	0	100%	0%
TOTAL	41134540	-	-	-	-	-	-

I have to report that for resolution no.1, votes cast in favour were **5851433** representing 100% of the total votes cast and Dissent were 0 representing 0% of the total votes cast.

**The votes cast in favour are more than the votes cast against the resolution.**





## **RESOLUTION-2**

To consider and if thought fit, to pass with or without modification(s)

### **Resolution Required: Ordinary**

“RESOLVE THAT pursuant to the provision of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. O.P. Chawla ( DIN 00026712 ), who was appointed as independent and non executive director w.e.f. 25<sup>th</sup> August 2005 and is continuing as an independent director, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 20<sup>th</sup> February, 2015 to 19<sup>th</sup> February, 2020, not liable to retire by rotation.”

### **TOTAL VALID VOTES:-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	54	34921533	3	113	57	34921646
INVALID	5	288	0	0	5	288
TOTAL VALID VOTES	49	34921245	3	113	52	34921358

### **Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	50	34921297	99.99%
Dissent	1	1	0%
Not Voted	1	60	0.01%
Total	52	34921358	100%



**Table showing Bifurcations OF PROMOTERS AND PUBLIC INSTITUTIONS:-**

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
Promoter & Promoter Group	29069925	29069925	100%	29069925	0	100%	0%
Public Institutional Holders	2108696	0	%	0	0	%	%
Public- Others	9955919	5851373	58.77%	5851372	1	100%	0%
<b>TOTAL</b>	<b>41134540</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

I have to report that for resolution no. 2, votes cast in favour were **5851372** representing 99.99% of the total votes cast and Dissent **1** were representing 0% of the total votes cast.

**The votes cast in favour are more than the votes cast against the resolution.**

**RESOLUTION-3**

To consider and if thought fit, to pass with or without modification(s).

**Resolution Required: Ordinary**

“**RESOLVE THAT** pursuant to the provision of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Lalit Mohan ( DIN 00625540), who was appointed as independent and non executive director w.e.f. 25<sup>th</sup> August 2005 and is continuing as an independent director, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 20<sup>th</sup> February, 2015 to 19<sup>th</sup> February, 2020, not liable to retire by rotation.”



**TOTAL VALID VOTES:-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
<b>TOTAL NO. OF SHARES</b>	54	34921533	3	113	57	34921646
<b>INVALID</b>	5	288	0	0	5	288
<b>TOTAL VALID VOTES</b>	49	34921245	3	113	52	34921358

**Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	51	34921298	99.99%
Dissent	0	0	0%
Not Voted	1	60	0.01%
<b>Total</b>	52	34921358	100%

**Table showing Bifurcations OF PROMOTERS AND PUBLIC INSTITUTIONS:-**

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
<b>Promoter &amp; Promoter Group</b>	29069925	29069925	100%	29069925	0	100%	0%
<b>Public Institutional Holders</b>	2108696	0	0%	0	0	0%	0%
<b>Public-Others</b>	9955919	5851373	58.77%	5851373	0	100%	0%
<b>TOTAL</b>	41134540	-	-	-	-	-	-

I have to report that for resolution no. 3, votes cast in favour were **5851373** representing 100% of the total votes cast and Dissent were 0 representing 0% of the total votes cast.

**The votes cast in favour are more than the votes cast against the resolution**





#### **RESOLUTION-4**

To consider and if thought fit, to pass with or without modification(s).

#### **Resolution Required: Ordinary**

“RESOLVE THAT pursuant to the provision of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Poornima Advani( DIN 02626450), ), who was appointed as independent and non executive director w.e.f. 18<sup>th</sup> March 2009 and is continuing as an independent director, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 20<sup>th</sup> February, 2015 to 19<sup>th</sup> February, 2020, not liable to retire by rotation.”

#### **TOTAL VALID VOTES:-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	54	34921533	3	113	57	34921646
INVALID/NOT VOTED	5	288	0	0	5	288
TOTAL VALID VOTES	49	34921245	3	113	52	34921358

#### **Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	51	34921298	99.99%
Dissent	0	0	0%
Not Voted	1	60	0.01%
Total	52	34921358	100%



**Table showing Bifurcations OF PROMOTERS AND PUBLIC INSTITUTIONS:-**

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
<b>Promoter &amp; Promoter Group</b>	29069925	29069925	100%	29069925	0	100%	0%
<b>Public Institutional Holders</b>	2108696	0	0%	0	0	0%	0%
<b>Public- Others</b>	9955919	5851373	58.77%	5851373	0	100%	0%
<b>TOTAL</b>	41134540	-	-	-	-	-	-

I have to report that for resolution no. 4, votes cast in favour were **5851373** representing 100% of the total votes cast and Dissent were 0 representing 0% of the total votes cast.

**The votes cast in favour are more than the votes cast against the resolution.**

#### **RESOLUTION-5**

To consider and if thought fit, to pass with or without modification(s).

#### **Resolution Required: Ordinary**

“RESOLVE THAT pursuant to the provision of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri N.K.Sethi ( DIN 03554868), who was appointed as independent and non executive director w.e.f. 14<sup>th</sup> May 2011 and is continuing as an independent director, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 20<sup>th</sup> February, 2015 to 19<sup>th</sup> February, 2020, not liable to retire by rotation.”



**TOTAL VALID VOTES:-**

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	54	34921533	3	113	57	34921646
INVALID/NOT VOTED	5	288	0	0	5	288
TOTAL VALID VOTES	49	34921245	3	113	52	34921358

**Table showing percentage of the votes :-**

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	51	34921298	99.99%
Dissent	0	0	0%
Not Voted	1	60	0.01%
Total	52	34921358	100%

**Table showing Bifurcations OF PROMOTERS AND PUBLIC INSTITUTIONS:-**

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
Promoter & Promoter Group	29069925	29069925	100%	29069925	0	100%	0%
Public Institutional Holders	2108696	0	0%	0	0	0%	0%
Public-Others	9955919	5851373	58.77%	5851373	0	100%	0%
TOTAL	41134540	-	-	-	-	-	-

I have to report that for resolution no. 5, votes cast in favour were 5851373 representing 100% of the total votes cast and Dissent were 0 representing 0% of the total votes cast.

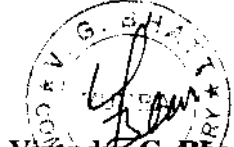
**The votes cast in favour are more than the votes cast against the resolution.**





I have to further report that total numbers of shareholders were **57** representing **34921646** votes entitled on **34921646** shares. The Company has dispatched postal ballots under courier as well as through electronic media on **27<sup>th</sup> March, 2015** out of which **57** ballot papers (including E-Votes) were received.

The Postal Ballots Register as per relevant documents for the same is available for inspection to the members of the company at the Registered Office of the Company. The Register along with all the records will be handed over to you at your office as per the said rules.



**Virendra G. Bhatt**  
**Practising Company Secretary**  
**A. C. S. No: 1157**  
**C. P. No: 124**