



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: Saptashrungi Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017, (Rajasthan)

Tel. No & Fax : 0141-2554270, 0141-4034062

Website: www.shrikalyan.com, E-Mail: ashok594@hotmail.com

Dated: 23.04.2015

To,
The Manager,
Department of Corporate Services,
BSE Limited,
1ST Floor, P.J. Tower,
Dalal Street, Mumbai - 400001.

Dear Sir,
Subject: - Result of postal ballot.

Re: Shri Kalyan Holdings Limited, Scrip Code: 532083

This is to inform you that the Special Resolution for authorizing the Board of Directors:

1. To make inter corporate loans, investments, guarantees and securities in other bodies corporate u/s 186 of the Companies Act, 2013 upto a sum of Rs. 100,00,00,000 (Rs. One Hundred Crores Only),
2. To borrow money u/s 180 (1) (c) of the Companies Act, 2013 upto a sum of Rs. 100,00,00,000 (Rs. One Hundred Crores only),
3. To sell/lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) and/or asset(s), present and future of the Company u/s 180 (1) (a) of the Companies Act, 2013 upto a sum of Rs. 100,00,00,000 (Rs. One Hundred Crores only),
4. To keep all the statutory registers and copies of annual return etc., at the corporate office of the Company situated at B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan) u/s 94 of the Companies Act, 2013.

We are enclosing a certified copy of the shareholder's resolution and a copy of results of postal ballot for your record.

Kindly take the same on record.

Thanking You,
Yours faithfully,

FOR SHRI KALYAN HOLDINGS LIMITED



Komal Gandhi

KOMAL GANDHI
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: 1. Certified copy of shareholder's resolution
2. Scrutinizer's Report

MANOJ MAHESHWARI

COMPANY SECRETARY

☎ 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR – 302001.

"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

23rd April, 2015

To,
Mr. Rajendra Kumar Jain
Chairman
Shri Kalyan Holdings Limited,
B-19, Lal Bahadur Nagar East,
Behind Kesar Kothi, J.L.N. Marg,
Jaipur-302017, (Rajasthan)

Dear Sir,

Sub: **Passing of Resolutions through Postal Ballot.**

Pursuant to the resolution passed by the Board of Directors of **SHRI KALYAN HOLDINGS LIMITED** (hereinafter referred to as "Company") on Saturday, 14th March, 2015, I have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated 14th March, 2015.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 April 17, 2014, listed companies listed on BSE Ltd (BSE), is required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the company has provided for the same.

The Company accordingly has made arrangements with the System Provider CDSL, Depository for providing a system of recording votes of the shareholders electronically through e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, Beetal Financial & Computer Services Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The Company through RTA has also uploaded the resolution together with the explanatory statement in which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated 14th March, 2015 sent to the shareholders by electronic means via e-mail and partly by courier. The Register of



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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 06th March, 2015.

Reference to the Companies Act, 2013	Type and description of the Special Resolutions
1) Special Resolution pursuant to Section 186 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force).	Special Resolution under Section 186 of the Companies Act, 2013 to make/give any loans/investments/advances and to give on behalf of the Company, any guarantee and/or provide any security in connection of any loan(s) made by any other person to, or to such other person(s) by, any other person(s)/ Companies/ Body Corporate(s) aggregating to a limit of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) .
2) Special Resolution pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force).	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to borrow from time to time which together with the monies already borrowed by the Company may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided however the total amount of such borrowing shall not exceed the sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) .
3) Special Resolution pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force).	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to sell, liquidate, dispose off or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, in respect of the borrowings within the overall limits aggregating to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) .
4) Special Resolution pursuant to Section 94 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force).	Special Resolution under Section 94 of the Companies Act, 2013 to keep all the statutory registers and copies of annual return etc., at the corporate office of the Company situated at B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan).



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I report that the Postal Notice dated 14th March, 2015 under section 110 of the Companies Act, 2013 read with the Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March, 27, 2014 (as amended) were dispatched to all the shareholders by means of courier services and electronic means via e-mail to 124 numbers along with the self-addressed prepaid Business Reply Envelope on or before 19th March, 2015. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5:00 p.m. on Saturday, 18th April, 2015 as the last date for receipt of Postal Ballots and for e-voting.

As confirmed by management, there were no such envelopes containing Postal Ballot forms which were returned undelivered and no such e-mails were bounced back.

As stated in sub rule 3 of Rule 20 under the chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 (as amended) an advertisement was published by the company on 20th March, 2015 in "The Free Press Journal, English Newspaper and on 21st March, 2015, in "Navshakti" vernacular language newspaper, informing about the completion of the dispatch of the postal ballot Notices, by means of courier services and electronic means via e-mail, to the shareholders along with other related matters mentioned therein. *However, advertisement was not published in vernacular language.*

I report that I have received the Postal Ballot Forms from the shareholders during the period starting from 20th March, 2015 till 18th April, 2015. All the Postal Ballot forms together with all the votes cast by e-voting through CDSL received up to 5.00 p.m., 18th April, 2015, being the last date fixed by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

The Postal Ballot forms received at the Company's corporate office address in the name of the Scrutinizer were opened and then taken up for the scrutiny by me. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Forms.

Since e-voting facility was provided by CDSL which commenced on 20.03.2015 at 10.00 a.m. and ended on 18.04.2015 at 6.00 p.m., the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by me. While the details of the e-voting was provided by the system provider namely CDSL, the compilation of the register, in respect of Postal Ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by me, which have been duly scrutinized.

On scrutiny, I report that out of 124 (One Hundred and Twenty Four) shareholders, Nil shareholders have exercised their votes through e-voting and 20 (Twenty) shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:



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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

Item No 1: Special Resolution pursuant to Section 186 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	124		
Total No. of Shares	99,74,500		
Receipt of postal Ballot Forms	From 20 th March, 2015 to 18 th April, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through e-voting	A	0	0
Total Votes cast through Postal Ballot forms received	B	20	56,52,100
Grand Total of e-voting /Postal Ballot Form (A+B)	C	20	56,52,100
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/Postal Ballot Forms (C-D)	E	20	56,52,100

NOTES:

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- There is no case where the shareholder has voted both through Postal Ballot and through e-voting.

SUMMARY OF POSTAL BALLOT

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	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	57,30,700	55,04,900	96.06	55,04,900	0	100.00	0.00
Public institutional holders	1,96,900	--	--	--	--	--	--
Public- others	40,46,900	1,47,200	3.64	1,25,700	21,500	85.39	14.61
Total	99,74,500	56,52,100	56.67	56,30,600	21,500	99.62	0.38

Percentage of Votes cast in favour: **99.62%** | Percentage of votes cast against: **0.38%**

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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.62%, I report that the Special Resolution under Section 186 of the Companies Act, 2013 as set out in the notice of postal ballot dated 14th March, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

Item No 2: Special Resolution pursuant to Section 180(1) (c) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	124		
Total No. of Shares	99,74,500		
Receipt of postal Ballot Forms	From 20 th March, 2015 to 18 th April, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through e-voting	A	0	0
Total Votes cast through Postal Ballot forms received	B	20	56,52,100
Grand Total of e-voting/Postal Ballot Form (A+B)	C	20	56,52,100
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/Postal Ballot Forms (C-D)	E	20	56,52,100

NOTES:

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- There is no case where the shareholder has voted both through Postal Ballot and through e-voting.

SUMMARY OF POSTAL BALLOT

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0	No. of votes in Favour (4)	No. of Votes again st(5)	% of votes in favour on votes polled (6)=[(4)/ (2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	57,30,700	55,04,900	96.06	55,04,900	0	100	0



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Promoter group							
Public institutional holders	1,96,900	--	--	--	--	--	--
Public-others	40,46,900	1,47,200	3.64	1,46,700	500	99.66	0.34
Total	99,74,500	56,52,100	56.67	56,51,600	500	99.99	0.01

Percentage of Votes cast in favour: **99.99%** | Percentage of votes cast against: **0.01%****RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the Special Resolution under Section 180(1) (c) of the Companies Act, 2013 as set out in the notice of postal ballot dated 14th March, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

Item No 3: Special Resolution pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force)

Total No. of Shareholders	124		
Total No. of Shares	99,74,500		
Receipt of postal Ballot Forms	From 20 th March, 2015 to 18 th April, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through e-voting	A	0	0
Total Votes cast through Postal Ballot forms received	B	20	56,52,100
Grand Total of e-voting/Postal Ballot Form (A+B)	C	20	56,52,100
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/Postal Ballot Forms (C-D)	E	20	56,52,100

NOTES:

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- There is no case where the shareholder has voted both through Postal Ballot and through e-voting.



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"USHA – KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR – 302019.

SUMMARY OF POSTAL BALLOT

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding 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	57,30,700	55,04,900	96.06	55,04,900	0	100	0
Public institutional holders	1,96,900	--	--	--	--	--	--
Public- others	40,46,900	1,47,200	3.64	1,21,700	25,500	82.68	17.32
Total	99,74,500	56,52,100	56.67	56,26,600	25,500	99.55	0.45

Percentage of Votes cast in favour: **99.55%** | Percentage of votes cast against: **0.45%****RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.55%, I report that the Special Resolution under Section 180(1) (a) of the Companies Act, 2013 as set out in the notice of postal ballot dated 14th March, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

Item No 4: Special Resolution pursuant to Section 94 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force).

Total No. of Shareholders	124		
Total No. of Shares	99,74,500		
Receipt of postal Ballot Forms	From 20 th March, 2015 to 18 th April, 2015		
		Number of Votes/Folio	Number of shares
Total votes cast through e-voting	A	0	0
Total Votes cast through Postal Ballot forms received	B	20	56,52,100
Grand Total of e-voting/Postal Ballot Form (A+B)	C	20	56,52,100
Less: Invalid e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option	D	0	0



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not indicated)			
Net e-voting/Postal Ballot Forms (C-D)	E	20	56,52,100

NOTES:

- Invalid Postal Ballot was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Postal Ballot or the number of shares mentioned in the Postal ballot whichever is less.
- There is no case where the shareholder has voted both through Postal Ballot and through e-voting.

SUMMARY OF POSTAL BALLOT

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding shares (3)=[(2)/(1)]*1 00	No. of votes in Favour (4)	No. of Votes against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*10 0	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	57,30,700	55,04,900	96.06	55,04,900	0	100	0
Public institution al holders	1,96,900	--	--	--	--	--	--
Public- others	40,46,900	1,47,200	3.64	1,17,200	30,000	79.62	20.38
Total	99,74,500	56,52,100	56.67	56,22,100	30,000	99.47	0.53

Percentage of Votes cast in favour: **99.47%** | Percentage of votes cast against: **0.53%**

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.47%, I report that the Special Resolution under Section 94 of the Companies Act, 2013 as set out in the notice of postal ballot dated 14th March, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated 14th March, 2015 and the Board Resolution dated 14th March, 2015, the Chairman may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred herein by 23rd April, 2015, as intimated to the Stock Exchanges. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.shrikalyan.com and on the website



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of CDSL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges.

I further report that the Company has duly complied with the provisions of Rule 22 of Companies (Management and Administration) Rules, 2014, *except publication of advertisement in vernacular language*. I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, Folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman of the Company after he approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You
Yours Faithfully,



CS Manoj Maheshwari,
Scrutinizer
FCS: 3355
C.P. No.: 1971



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: Saptashrungi Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017, (Rajasthan)

Tel. No & Fax. : 0141-2554270, 0141-4034062

Website: www.shrikalyan.com, E-Mail: ashok594@hotmail.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED BY SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 23.04.2015.

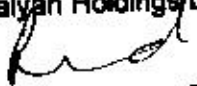
AUTHORISATION FOR LOANS AND INVESTMENTS BY THE COMPANY U/S 186 OF THE COMPANIES ACT, 2013.

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) or of any other law for the time being in force and subject to all other requisite approvals, permissions, sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to make/give from time to time any loans/investments/advances and to give on behalf of the Company, any guarantee and/or provide any security in connection of any loan(s) made by any other person to, or to such other person(s) by, any other person(s)/Companies/Body Corporate(s) on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government security closest to the tenor of the loan, aggregating to a limit of **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)**, notwithstanding that the aggregate of the Investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits as laid down u/s 186 of the Companies Act, 2013, provided that such providing of loans/investments/ advances/guarantees, shall be made for furthering the business interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things inter alia for execution of deeds, documents and for prescribing the limits of loans, investments, advances or guarantees, to be made or provided to the companies as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee / advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

FOR SHRI KALYAN HOLDINGS LIMITED

For Shri Kalyan Holdings Limited


RAJENDRA KUMAR JAIN
CHAIRMAN

DIN: 00168151



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: Saptashrungi Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsale (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

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Website: www.shrikalyan.com, E-Mail: ashok594@hotmail.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED BY SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 23.04.2015.

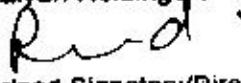
AUTHORISATION FOR BORROWING MONEY U/S 180 (1) (c) OF COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions (if any) (including any statutory modification or re-enactment thereof) and provisions of Articles of Association, and all other applicable rules, Laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to borrow from time to time which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in ordinary course of Business) may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided however the total amount of such borrowing shall not exceed the sum of **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Director of the Company be and are hereby authorized on behalf of the Company to execute the legal papers, deeds, documents, instruments etc. in this regard and to sign all papers, documents, writings and to do all such acts, deeds, matters, things and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

FOR SHRI KALYAN HOLDINGS LIMITED

For Shri Kalyan Holdings Limited


RAJENDRA KUMAR JAIN
Authorized Signatory/Director
CHAIRMAN
DIN: 00168151



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: Saptashrungi Apartment, Flat No -I Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017, (Rajasthan)

Tel. No & Fax. : 0141-2554270, 0141-4034062

Website: www.shrikalyan.com, E-Mail: ashok594@hotmail.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED BY SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 23.04.2015.

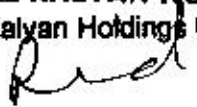
AUTHORISATION TO SELL, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY, BOTH PRESENT AND FUTURE U/S 180 (1) (a) OF COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions (if any) (including any statutory modification or re-enactment thereof) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to sell, liquidate, dispose off or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, In respect of the borrowings within the overall limits aggregating to **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)**.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

FOR SHRI KALYAN HOLDINGS LIMITED

For Shri Kalyan Holdings Limited


RAJENDRA KUMAR JAIN Director
CHAIRMAN
DIN: 00168151



SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: Saptashrunji Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsale (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017, (Rajasthan)

Tel. No & Fax. : 0141-2554270, 0141-4034062

Website: www.shrikalyan.com, E-Mail: ashok594@hotmail.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED BY SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 23.04.2015.

AUTHORISATION TO KEEP ALL THE STATUTORY REGISTERS AND COPIES OF ANNUAL RETURNS AT THE CORPORATE OFFICE OF THE COMPANY U/S 94 OF COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 2013, other applicable provisions (if any) (including any statutory modification(s) or re-enactment(s) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the board of directors to keep all the statutory registers and copies of annual return etc., at the corporate office of the Company situated at **B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan).**

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

FOR SHRI KALYAN HOLDINGS LIMITED

For Shri Kalyan Holdings Limited


Authorised Signatory/Director
RAJENDRA KUMAR JAIN
CHAIRMAN
DIN: 00168151