

Results of the Postal Ballot conducted in terms of the Notice dated 13-11-2014

**Resolution No.1:** Ordinary Resolution: to consider appointment of Mrs. Vandana Sonwaney (DIN: 06955363) as Independent Director as per Section 149 of Companies Act, 2013

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes polled on Outstanding shares	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled	% of Votes in Against on Votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and							
Promoter Group	14233807	13684084	96.14	13684084	0	100	0
Institutional holders	280	0	0.00	0	0	0	0
Public	6797524	1907081	28.06	1470110	436971	77.09	22.91
<b>Total</b>	<b>21031611</b>	<b>15591165</b>	<b>74.13</b>	<b>15154194</b>	<b>436971</b>	<b>97.20</b>	<b>2.80</b>

**Resolution No.2:** Special Resolution: To enter into related party transaction with M/s. K R Bedmutha Techno Associates Pvt. Ltd. upto a limit of Rs. 25 crores

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes polled on Outstanding shares	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled	% of Votes in Against on Votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and							
Promoter Group	14233807	0	0.00	0	0	0	0
Institutional holders	280	0	0.00	0	0	0	0
Public	6797524	1907081	28.06	1470110	436971	77.09	22.91
<b>Total</b>	<b>21031611</b>	<b>1907081</b>	<b>9.07</b>	<b>1470110</b>	<b>436971</b>	<b>77.09</b>	<b>22.91</b>

**Resolution No.3:** Special Resolution: To enter into related party transaction with M/s. Kamalasha Infrastructure and Engineering Services Pvt. Ltd. upto a limit of Rs. 1000 crores

Promoter/Public	No. of shares held	No. of votes Polled	% of Votes polled on Outstanding shares	No. of Votes in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled	% of Votes in Against on Votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and							
Promoter Group	14233807	0	0.00	0	0	0	0
Institutional holders	280	0	0.00	0	0	0	0
Public	6797524	1907081	28.06	1470110	436971	77.09	22.91
<b>Total</b>	<b>21031611</b>	<b>1907081</b>	<b>9.07</b>	<b>1470110</b>	<b>436971</b>	<b>77.09</b>	<b>22.91</b>



*Handwritten signature/initials*

Partners

Mrs. Ragini Chokshi  
Mr. Makarand Patwardhan  
Mr. Umashankar Hegde  
Mr. Girish Desai

# **Ragini Chokshi & Co.** Company Secretaries

Tel. 022-22831120  
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.  
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 30-12-2014

## SCRUTINIZER'S REPORT

The Chairman  
Bedmutha Industries Limited  
A 32, STICE,  
Musalgaon, Sinnar  
Nashik  
Maharashtra – 422 103

Dear Sir,

1. I, Ragini Kamal Chokshi, Partner of Ragini Chokshi & Co., Practicing Company Secretaries, Mumbai have been appointed by the Board of Directors of **Bedmutha Industries Limited** at their meeting held on 13-11-2014 as the Scrutinizer for conducting Postal Ballot (which includes e-voting also) and we have given our consent to act as a Scrutinizer vide letter dated 13-11-2014 for passing of the following Special Resolutions by Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
2. We submit our report as under:
  - 2.1 The E-Voting / Postal Ballot Process remained open from 30-11-2014 to 29-12-2014.
  - 2.2 The Company completed the dispatch of notice along with postal ballot forms along with postage pre-paid business reply envelope by courier (including by e-mail to all those members who have registered their e-mail IDs with the Company or Depository Participant) on 28-11-2014 to all Members whose names appear on the Register of Members as on "Cut Off" date i.e. 21-11-2014.
  - 2.3 Particulars of all the Postal Ballot forms received / E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose.



- 2.4 The Postal Ballot forms were kept under our safe custody in a sealed and tamper proof ballot boxes before commencing the scrutiny of postal ballot forms.
- 2.5 The ballots were opened on 30-12-2014 in our presence.
- 2.6 The Postal ballot forms were duly opened in our presence and scrutinized and the Shareholding was confirmed with the Register of Members of the Company as on cut-off date i.e. 21-11-2014.
- 2.7 All Postal Ballot forms / E-voting confirmations received up to the close of working hours on 29-12-2014 i.e. the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- 2.8 Envelopes containing postal ballot forms / E-Voting confirmations received after closing hours of 29-12-2014 were not considered for our scrutiny.
- 2.9 Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
- 2.10 At the end of the voting period on 29-12-2014, the votes cast through e-voting facility were unblocked in the presence of Mr. Sudhir R. Singh and Mr. Sumit Sharma who are not in the employment of the Company.
- 2.11 The Company has extended the e-voting facility to all the members to enable them to cast their e-vote electronically. The e-voting facility was made available using the Central Depository Services (India) Limited platform.
- 2.12 We have not found any defaced or mutilated ballot paper.

We have also received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL), the agency for providing and supervising electronic platform on 29-12-2014 which was closed by CDSL on 29-12-2014 at 17:30 hours.



3. **Resolution No. 1 –**

To consider appointment of Mrs. Vandana P. Sonwaney as an Independent Director of the Company

A. **Votes cast through Postal Ballot:**

Particulars	No of postal ballot forms	No. of Shares	% to the total shares representing valid votes
Total postal ballot forms received	93	15140936	100.00
Less: Invalid postal ballot forms	0	0	0
Net valid postal ballot forms	93	15140936	100.00
Postal ballot forms with assent to the Resolution	89	15140261	99.99
Postal ballot forms with dissent to the Resolution	4	675	00.01

B. **Votes cast through e-voting:**

Particulars	No of postal ballot forms	No. of Shares	% to the total shares representing valid votes
Total votes received by electronic mode	5	450229	100.00
Less: Total no. of invalid Votes	0	0	0
Net valid votes	5	450229	100.00



Votes with assent to the Resolution	4	13933	03.09
Votes with dissent to the Resolution	1	436296	96.91

**C. Combined result of Postal Ballot and E-voting (A+B):**

Particulars	No. of Shares	% to the total shares representing valid votes
Total valid votes cast	15591165	100.00
Votes with assent to the Resolution	15154194	97.20
Votes with dissent to the Resolution	436971	02.80

**4. Resolution No. 2:**

To enter into related party transaction with M/s K. R. Bedmutha Techno Associates Pvt. Ltd. upto a limit of Rs. 25 crores

**A. Votes cast through Postal Ballot:**

Particulars	No of postal ballot forms	No. of Shares	% to the total shares representing valid votes
Total postal ballot forms received	76	1456852	100.00
Less: Invalid postal ballot forms	0	0	0
Net valid postal ballot forms	76	1456852	100.00
Postal ballot forms with	72	1456177	99.95



assent to the Resolution			
Postal ballot forms with dissent to the Resolution	4	675	00.05

**B. Votes cast through e-voting:**

Particulars	No of postal ballot forms	No. of Shares	% to the total shares representing valid votes
Total votes received by electronic mode	5	450229	100.00
Less: Total no. of invalid Votes	0	0	0
Net valid votes	5	450229	100.00
Votes with assent to the Resolution	4	13933	03.09
Votes with dissent to the Resolution	1	436296	96.91

**C. Combined result of Postal Ballot and E-voting (A+B):**

Particulars	No. of Shares	% to the total shares representing valid votes
Total valid votes cast	1907081	100.00
Votes with assent to the Resolution	1470110	77.09
Votes with dissent to the Resolution	436971	22.91

5. **Resolution No. 3:**

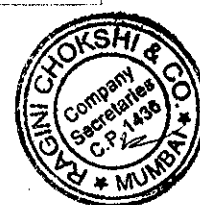
To enter into related party transaction with M/s Kamalasha Infrastructure and Engineering Services Pvt. Ltd. upto a limit of Rs. 1000 crores

A. **Votes cast through Postal Ballot:**

Particulars	No of postal ballot forms	No. of Shares	% to the total shares representing valid votes
Total postal ballot forms received	76	1456852	100.00
Less: Invalid postal ballot forms	0	0	0
Net valid postal ballot forms	76	1456852	100.00
Postal ballot forms with assent to the Resolution	72	1456177	99.95
Postal ballot forms with dissent to the Resolution	4	675	00.05

B. **Votes cast through e-voting:**

Particulars	No of postal ballot forms	No. of Shares	% to the total shares representing valid votes
Total votes received by electronic mode	5	450229	100.00
Less: Total no. of invalid Votes	0	0	0
Net valid votes	5	450229	100.00



Votes with assent to the Resolution	4	13933	03.09
Votes with dissent to the Resolution	1	436296	96.91

**C. Combined result of Postal Ballot and E-voting (A+B):**

Particulars	No. of Shares	% to the total shares representing valid votes
Total valid votes received	1907081	100.00
Votes with assent to the Resolution	1470110	77.09
Votes with dissent to the Resolution	436971	22.91

6. The Postal Ballot forms and other related papers / registers and records shall be delivered for safe custody to the Company Secretary, Ms. Aditi G Bhavsar who is authorized by the Board to supervise the postal ballot and e-voting process.
7. You may accordingly declare the result of the Voting by Postal Ballot/E voting.

For RAGINI CHOKSHI & CO.

*R. K. Chokshi*

Ragini Chokshi

(Partner)

Membership No. 2390

C.P. No. 1436



Place :Nashik

Date : 30-12-2014