



CIN : L99999MH1951PLC008485

Regd. Office : A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwada, Thane (West) 400 610, Maharashtra, India  
Tel : +91-22-67980888 , ● Fax : +91-22-67980899 , ● Email : [contact@dil.net](mailto:contact@dil.net) , ● Website: [www.dil.net](http://www.dil.net)

Ref: DIL:DIL/BSE/2018-19/F.No.:S-23/ DE05

July 26, 2018

**Corporate Relations**  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Fort,**  
**Mumbai – 400 001**

Sir,

**Sub : Declaration of Voting Results**

**Ref : Code No. 506414**

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the results of Postal Ballot (including electronic voting) on all resolutions set out in the Postal Ballot Notice dated June 18, 2018 along with the Report of Scrutinizer on the Postal Ballot (including electronic voting) dated July 26, 2018.

Please take the above on record.

Thanking you,

Yours faithfully,

**For DIL LIMITED**

**Srikant N. Sharma**  
**Company Secretary**  
CS Membership No: F3617  
A-1601, Thane One, DIL Complex, Ghodbunder Road, Majiwade, Thane (W) 400610

Encl: as above

# V. N. DEODHAR & CO.

Company Secretaries

## V. N. DEODHAR

B.Com (Hons), B.A.L.L.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,  
Shastri Hall, Grant Road (W),  
Mumbai - 400 007.  
Tel. : 2385 0364  
Fax : 2386 1708  
Email : vndeodhar@gmail.com

### REPORT OF SCRUTINIZER ON POSTAL BALLOT THROUGH E-VOTING AND PHYSICAL BALLOT PROCESS OF DIL LIMITED

To  
The Chairman,  
DIL Limited.  
A-1601, Thane One,  
DIL Complex,  
Ghodbunder Road,  
Majiwade,  
Thane (West),400610.

Corporate Identity Number (CIN): L99999MH1951PLC008485

I V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 was appointed as Scrutinizer for the purpose of scrutinizing the E-voting process and Physical Ballot Process in Postal Ballot in a fair and transparent manner for the resolutions to be passed by Postal Ballot of DIL Limited and ascertaining the requisite majority on E-voting as well as Physical Ballot in Postal Ballot carried out as per Sections 108, 110 & other application provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015. The Company sought approval of Members to the Resolutions via Postal Ballot through E- Voting and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on Tuesday, 26th June, 2018 and ended at 5.00 p.m. on Wednesday, 25th July, 2018. The E-voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. 22<sup>nd</sup> June, 2018.
3. The Shareholders holding shares as on the "Cut Off" date i.e. 22<sup>nd</sup> June, 2018 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the Postal Ballot.



4. After the E-voting was concluded the Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
5. After tabulating the votes cast through Physical Ballot Process, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and voting done through Physical Ballot Process, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot Process	Total Voting
Number of Members who cast their votes	40	80	120
Total number of shares held by them	39506	1710702	1750208
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		
Abstained Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		

**We Submit our Report as Under:**

The result of E- Voting and Postal Ballot for Resolution No.1 to 4 is as under:

**RESOLUTION No.1**

**1. Split/sub-division of Shares of the Company:**

Ordinary Resolution through Postal Ballot:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof, for the time being in force], the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents from appropriate authorities, the consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) to split/sub-divide the existing Authorised Share Capital of the Company from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each as per the following:



Authorised Share Capital	Existing			Revised		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Equity	49,20,000	10	4,92,00,000	98,40,000	5	4,92,00,000
Unclassified	80,000	10	8,00,000	1,60,000	5	8,00,000
Total Authorised	50,00,000	10	5,00,00,000	1,00,00,000	5	5,00,00,000

“RESOLVED FURTHER THAT pursuant to the split/sub-division of equity shares of the Company from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each, the existing fully Paid-up Equity Shares of the Company as on the Record Date as may be decided by the Board ('Record Date') shall stand sub-divided as per the following:

Paid up Share Capital	Existing			Revised		
	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Equity	22,93,198	10	2,29,31,980	45,86,396	5	2,29,31,980

“RESOLVED FURTHER THAT upon the split/sub-division of the face value of equity shares as aforesaid, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled with effect from the Record Date, and the Board be and is hereby authorised, without requiring to surrender the existing issued share certificate(s) by the members, to issue new shares certificates in lieu of the existing share certificate(s), with regard to split/sub- divided shares, and in case of the equity shares held in the dematerialized form, the number of split/sub-divided equity shares be credited to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the Company before split/sub-division.”

“RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary applications, declarations, and other documents with stock exchange, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the split/sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all



such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	39414	99.77	92	0.23	0
Total Votes through Physical Ballot Process	1710541	99.99	0	0	161
<b>Total</b>	<b>1749955</b>	<b>99.99</b>	<b>92</b>	<b>0.01</b>	<b>161</b>

**RESOLUTION No.2****2. Issue of Bonus Equity Shares:**

Ordinary Resolution through Postal Ballot:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and other applicable regulations issued by SEBI, the Reserve Bank of India (“RBI”) and other statutory authorities from time to time, the provisions of the Articles of Association of the Company and subject to such approvals and consents as may be necessary from statutory authorities, consent of the members of the Company be and is hereby accorded for capitalisation of a sum not exceeding Rs. 2,29,31,980 (Rupees Two Crore Twenty Nine Lakhs Thirty One Thousand Nine Hundred and Eighty only) from and out of the general reserve and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of Rs. 5/- (Rupees Five only) each, credited as fully paid to eligible members of the Company holding equity shares of Rs. 5/- (Rupees Five only) each of the Company whose names appear in the Register of Members on the Record Date as may be decided by the Board for this purpose ('Record Date'), in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each held by the members, and that such new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company,



“RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

“RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

“RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in case of members holding equity shares in physical certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched within the prescribed time limit;

“RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors are subject to the approval of RBI or any other regulatory authority, as may be necessary;

“RESOLVED FURTHER THAT the Board be and is hereby authorised to: (a) take necessary steps for listing of such bonus equity shares on BSE Limited as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines and (b) to settle any question or difficulty that may arise with regard to the issue and allotment of bonus equity shares as the Board in its absolute discretion may deem fit or desirable and its decision shall be final and binding;

“RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to execute all such documents, instruments and writings as may be required to give effect to the foregoing resolution and to do all such acts, deeds, matters and things as may be necessary in this regard.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	39506	100	0	0	0
Total Votes through Physical Ballot Process	1710531	99.99	10	0.01	161
Total	1750037	99.99	10	0.01	161



**RESOLUTION No.3**

**3. Alteration to the Capital Clause of the Memorandum of Association of the Company:**

Ordinary Resolution through Postal Ballot:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re- enactment thereof) ['Act'], consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

V. The share Capital of the Company is Rs. 5,00,00,000/- divided into 98,40,000 equity shares of Rs. 5/- each and 1,60,000 unclassified shares of Rs. 5/- each with power to the Company to increase or reduce the capital of the Company or any portion thereof or to issue any part of the capital, original or increased, with or without any preference, priority or special privilege as may be determined by or in accordance with the Company's Articles of Association and the legislative provisions for the time being in force in that behalf.

“RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	39496	99.97	10	0.03	0
Total Votes through Physical Ballot Process	1710313	99.99	0	0	171
Total	1749809	99.99	10	0.01	171



**RESOLUTION No.4**

**4. Alteration to the Objects Clause of the Memorandum of Association of the Company**

Special Resolution through Postal Ballot:

“RESOLVED THAT pursuant to provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) (the “Act”) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company (“MOA”) by inserting the following new object in the Objects Clause i.e. Clause 3A of MOA after the object no. 2 and, accordingly, to carry out necessary revisions in numbering of the objects of MOA:

2A. To engage in and to conduct the business of conceiving, designing, providing and manufacturing for sale and distribution of sustainable environmental solutions including but not limited to, solid waste management, waste water management, water management, lake and pond bioremediation and fly ash management, air pollution management, installation, operation and maintenance of Sewage Treatment Plants (STPs) either on its own or through collaboration and other related and incidental activities.

“RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary documents, forms and writings with statutory authority(ies) if any, and (b) do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	39496	99.97	10	0.03	0
Total Votes through Physical Ballot Process	1710313	99.99	0	0	171
<b>Total</b>	<b>1749809</b>	<b>99.99</b>	<b>10</b>	<b>0.01</b>	<b>171</b>





All the resolutions mentioned in the notice of Postal Ballot dated June 18, 2018 stand passed under Remote E-voting and voting by Physical Ballot Process with the requisite majority.

**For V.N. DEODHAR & Co.,  
COMPANY SECRETARIES**



**V. N. DEODHAR  
PROP**

**Place: Mumbai  
Dated: 26<sup>th</sup> July, 2018**

**Witnesses:**

*Hrushikesh V. Deodhar*

**(HRUSHIKESH V. DEODHAR)**

*A. V. Ukidwe*

**(AJIT UKIDWE)**

<b>General information about company</b>	
Scrip code	506414
NSE Symbol	
MSEI Symbol	
ISIN	
Name of the company	DIL Limited
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	26-07-2018
Start time of the meeting	
End time of the meeting	

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Vinayak Deodhar
Firms Name	V N Deodhar & Co
Qualification	CS
Membership Number	1880
Date of Board Meeting in which appointed	18-06-2018
Date of Issuance of Report to the company	26-07-2018

<b>Voting results</b>	
Record date	22-06-2018
Total number of shareholders on record date	4588
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Split/sub-division of Shares of the Company face value of Rs. 10 each to face value of Rs. 5 each				
Category	Mode of voting	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	E-Voting	1435320	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		1435320	100	1435320	0	100	0
	Total		1435320	1435320	100	1435320	0	100
Public- Institutions	E-Voting	362	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		362	0	0	0	0	0
Public- Non Institutions	E-Voting	857516	39506	4.607	39414	92	99.7671	0.2329
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		275221	32.0951	275221	0	100	0
	Total		857516	314727	36.7022	314635	92	99.9708
Total		2293198	1750047	76.3147	1749955	92	99.9947	0.0053
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	<p>The members may be aware that increased activities/operations of the Company during the last few years have generated considerable interest in the Company's equity shares. Consequently, the market price of the Company's equity shares has increased significantly. In order to improve the liquidity of the Company's equity shares vis a vis increased number of equity shares and to make equity shares more affordable for the small retail investors to invest in the Company's shares, the Board of Directors ('Board') at its meeting held on June 18, 2018, recommended the following for members' approval:</p> <p>(i) split/subdivision of face value of Company's shares from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each;</p> <p>(ii) issue of bonus equity shares of Rs. 5/- (Rupees Five only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each by capitalising a sum not exceeding Rs. 2,29,31,980 (Rupees Two Crore Twenty Nine Lakhs Thirty One Thousand Nine Hundred and Eighty only) out of general reserve and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.</p> <p>Article 80 of the Articles of Association of the Company ('AOA') permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid up bonus shares. Article 77 of AOA permits sub-division of shares.</p> <p>Consequent to aforesaid split/ sub-division of shares and issue of bonus equity shares, it is required to alter the existing Clause V of the Memorandum of Association of the Company. Presently, the Authorised Share Capital of the Company is 5,00,00,000/ (Rupees Five Crore only) consisting of 49,20,000 equity shares of Rs.10/- each and 80,000 unclassified shares of Rs. 10/- each and the same shall be altered in view of the aforesaid split/ subdivision of shares and issue of bonus equity shares.</p> <p>Members are therefore requested to accord their approval for (i) split/ sub-division of shares of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company in terms of Sections 13 and 61 of the Companies Act, 2013 and (ii) issue of bonus equity shares in terms of Section 63 of the Companies Act, 2013.</p> <p>The Board recommends Ordinary Resolutions set out in item nos. 1, 2 and 3 of this Postal Ballot Notice for approval by the members.</p> <p>None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, interested or concerned, in these resolutions except to the extent of their shareholding in the Company.</p>

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Bonus Equity Shares in the proportion of 1:1				
Category	Mode of voting	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	E-Voting	1435320	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		1435320	100	1435320	0	100	0
	Total		1435320	1435320	100	1435320	0	100
Public-Institutions	E-Voting	362	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		362	0	0	0	0	0
Public- Non Institutions	E-Voting	857516	39506	4.607	39506	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		275221	32.0951	275211	10	99.9964	0.0036
	Total		857516	314727	36.7022	314717	10	99.9968
Total		2293198	1750047	76.3147	1750037	10	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



<b>Text Block</b>	
Textual Information(1)	<p>The members may be aware that increased activities/operations of the Company during the last few years have generated considerable interest in the Company's equity shares. Consequently, the market price of the Company's equity shares has increased significantly. In order to improve the liquidity of the Company's equity shares vis a vis increased number of equity shares and to make equity shares more affordable for the small retail investors to invest in the Company's shares, the Board of Directors ('Board') at its meeting held on June 18, 2018, recommended the following for members' approval:</p> <p>(i) split/subdivision of face value of Company's shares from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each;</p> <p>(ii) issue of bonus equity shares of Rs. 5/- (Rupees Five only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each by capitalising a sum not exceeding Rs. 2,29,31,980 (Rupees Two Crore Twenty Nine Lakhs Thirty One Thousand Nine Hundred and Eighty only) out of general reserve and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.</p> <p>Article 80 of the Articles of Association of the Company ('AOA') permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid up bonus shares. Article 77 of AOA permits sub-division of shares.</p> <p>Consequent to aforesaid split/ sub-division of shares and issue of bonus equity shares, it is required to alter the existing Clause V of the Memorandum of Association of the Company. Presently, the Authorised Share Capital of the Company is 5,00,00,000/ (Rupees Five Crore only) consisting of 49,20,000 equity shares of Rs.10/- each and 80,000 unclassified shares of Rs. 10/- each and the same shall be altered in view of the aforesaid split/ subdivision of shares and issue of bonus equity shares.</p> <p>Members are therefore requested to accord their approval for (i) split/ sub-division of shares of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company in terms of Sections 13 and 61 of the Companies Act, 2013 and (ii) issue of bonus equity shares in terms of Section 63 of the Companies Act, 2013.</p> <p>The Board recommends Ordinary Resolutions set out in item nos. 1, 2 and 3 of this Postal Ballot Notice for approval by the members.</p> <p>None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, interested or concerned, in these resolutions except to the extent of their shareholding in the Company.</p>

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration to the Capital Clause of the Memorandum of Association of the Company				
Category	Mode of voting	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	E-Voting	1435320	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		1435320	100	1435320	0	100	0
	Total		1435320	1435320	100	1435320	0	100
Public-Institutions	E-Voting	362	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		362	0	0	0	0	0
Public- Non Institutions	E-Voting	857516	39506	4.607	39496	10	99.9747	0.0253
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		274993	32.0686	274993	0	100	0
	Total		857516	314499	36.6756	314489	10	99.9968
Total		2293198	1749819	76.3047	1749809	10	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	<p>The members may be aware that increased activities/operations of the Company during the last few years have generated considerable interest in the Company's equity shares. Consequently, the market price of the Company's equity shares has increased significantly. In order to improve the liquidity of the Company's equity shares vis a vis increased number of equity shares and to make equity shares more affordable for the small retail investors to invest in the Company's shares, the Board of Directors ('Board') at its meeting held on June 18, 2018, recommended the following for members' approval:</p> <p>(i) split/subdivision of face value of Company's shares from face value of Rs. 10 (Rupees Ten) each to face value of Rs. 5 (Rupees Five) each;</p> <p>(ii) issue of bonus equity shares of Rs. 5/- (Rupees Five only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 5/- (Rupees Five only) each for every 1 (One) existing fully paid-up equity share of Rs. 5/- (Rupees Five only) each by capitalising a sum not exceeding Rs. 2,29,31,980 (Rupees Two Crore Twenty Nine Lakhs Thirty One Thousand Nine Hundred and Eighty only) out of general reserve and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.</p> <p>Article 80 of the Articles of Association of the Company ('AOA') permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid up bonus shares. Article 77 of AOA permits sub-division of shares.</p> <p>Consequent to aforesaid split/ sub-division of shares and issue of bonus equity shares, it is required to alter the existing Clause V of the Memorandum of Association of the Company. Presently, the Authorised Share Capital of the Company is 5,00,00,000/ (Rupees Five Crore only) consisting of 49,20,000 equity shares of Rs.10/- each and 80,000 unclassified shares of Rs. 10/- each and the same shall be altered in view of the aforesaid split/ subdivision of shares and issue of bonus equity shares.</p> <p>Members are therefore requested to accord their approval for (i) split/ sub-division of shares of the Company and consequential alteration to Clause V of the Memorandum of Association of the Company in terms of Sections 13 and 61 of the Companies Act, 2013 and (ii) issue of bonus equity shares in terms of Section 63 of the Companies Act, 2013.</p> <p>The Board recommends Ordinary Resolutions set out in item nos. 1, 2 and 3 of this Postal Ballot Notice for approval by the members.</p> <p>None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, interested or concerned, in these resolutions except to the extent of their shareholding in the Company.</p>

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration to the Objects Clause of the Memorandum of Association of the Company				
Category	Mode of voting	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	E-Voting	1435320	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		1435320	100	1435320	0	100	0
	Total		1435320	1435320	100	1435320	0	100
Public-Institutions	E-Voting	362	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		362	0	0	0	0	0
Public- Non Institutions	E-Voting	857516	39506	4.607	39496	10	99.9747	0.0253
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		274993	32.0686	274993	0	100	0
	Total		857516	314499	36.6756	314489	10	99.9968
Total		2293198	1749819	76.3047	1749809	10	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	<p>Pursuant to the provisions of Section 13 of the Companies Act, 2013, a company may by a special resolution, alter the provisions of its memorandum in accordance with the terms specified therein.</p> <p>As a part of the Company's overall business restructuring exercise, the Board of Directors at its meeting held on June 18, 2018 proposed to add an object clause for enabling the Company to engage and carry out the activities pertaining to environmental solutions.</p> <p>Members are therefore requested to accord their approval for alteration of the objects clause of the Memorandum of Association of the Company as aforesaid i.e. by inserting new object pertaining to environmental solutions as mentioned in the proposed resolution.</p> <p>The Board recommends the Special Resolution set out in item no. 4 of this Postal Ballot Notice for approval by the members.</p> <p>None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way interested or concerned in this resolution.</p>

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



