

# ADI RASAYAN LIMITED

Regd Office : G/C, Ground Floor, Trupti Apartment, B/H. Old High Court,  
Navrangpura, Ahmedabad - 380009. Tel. No.: 079-27543650  
Email Id: adirasayan@gmail.com Website : www.adirasayan.in  
CIN No.: L24231GJ1992PLC018572

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31<sup>st</sup> March, 2016

To

**Bombay Stock Exchange Limited**

Department of Corporate Services

Corporate Relationship Dept

1<sup>st</sup> Floor, Rotunda Bldg

B.S. Marg, Fort

Mumbai – 400 001

**Sub: - Outcome of Postal Ballot**

**Script Code No.: 531592**


Dear Sir,

This is to inform you the Equity shareholders of the company have passed a special resolution through Postal Ballot, for Reduction of Equity share capital of the company under Section 100 to 104 and other applicable provisions if any of the Companies Act, 1956 on 31<sup>st</sup> March, 2016

As per the Requirement of the Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as “the listing Regulations, 2015”) please find enclosed a copy of the Voting results for your ready reference and record.

Kindly receive and acknowledge the same.

**For Adi Rasayan Limited**

  
Sanjiv Joshi  
(Director)



**Encl. As above.**

### **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 special resolution to be passed through Postal Ballot as specified in the Notice dated 13<sup>th</sup> February, 2016 (“the said Notice”) read with the Explanatory Statement attached thereto.

The Company had appointed Ms. Urmila Bohra, Proprietor of M/s Urmila Bohra & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting of postal ballot process in fair and transparent manner

The Scrutinizer has submitted her report on the Postal ballot on 30<sup>th</sup> March, 2016 (“the said Report”) and based on the Scrutinizer’s Report and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following result is hereby announced to the members on 31<sup>st</sup> March, 2016 at the Registered Office of the Company

#### **Details of Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of the AGM/EGM (The resolutions were passed through Postal ballot and E-voting)</b>	<b>31.03.2016 ( Date of declaration of Postal ballot voting and E-voting results)</b>
<b>Total Number of Shareholders on record date (cut of date) on 20.02.2016</b>	1977
<b>No of Shareholder Present in Meeting either in Person or through proxy: Promoters and Promoter Group: Public:</b>	<b>Not applicable</b>
<b>No of Shareholders attends the meeting through Video conferencing Promoters and Promoter Group: Public:</b>	<b>Not applicable</b>



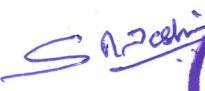

**Resolution 1:- Reduction of Share Capital**

Resolution required:			Special Resolution					
Whether promoter / promoter group are interested in the agenda/ resolution?			NO					
Category	Mode of Voting	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	E-Voting	0	0	0	0	0	0	0
	Poll	N.A.	N.A	N.A	N.A	N.A	N.A	N,A.
	Postal Ballot (if Applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	N.A.	N.A	N.A	N.A	N.A	N.A	N,A.
	Postal Ballot (if Applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutional	E-Voting	6,09,626	6,09,626	100	6,09,626	0	100	0
	Poll	N.A.	N.A	N.A	N.A	N.A	N.A	N,A.
	Postal Ballot (if Applicable)	10,39,585	10,39,585	100	10,39,585	0	100	0
	Total	16,49,211	16,49,211	100	16,49,211	0	100	0
Total		16,49,211	16,49,211	100	16,49,211	0	100	0



As per the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said report of the Scrutinizer dated 30<sup>th</sup> March, 2016, I hereby declare that aforesaid special resolutions are duly passed by requisite majority

**For Adi Rasayan Limited**

  
  
**Sanjiv Joshi**  
**(Director)**



# URMILA BOHRA & ASSOCIATES

## Company Secretaries

304/6B, Ess Bee Apartment, Opp. of Gurudwara, Sai Baba Nagar, Borivali (West) Mumbai - 400 092.  
Mob. No.: +91 9768626294. E-mail : urmila.bohra2@gmail.com / urmilabohraandassociates@gmail.com

### SCRUTINIZER'S REPORT ON E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman**  
**Adi Rasayan Limited**  
G/C, Ground Floor,  
Trupti Apartment, B/H. Old High Court,  
Navarangpura, Ahmedabad-380 009

Dear Sir,

1. I, Urmila Bohra, Proprietor of M/s Urmila Bohra & Associates, Mumbai Practicing Company Secretaries (Membership No: 33415) having office at 304, 6B ESS BEE Apartment, Opp of Gurudwara, Sai Baba Nagar, Borivali (west), Mumbai- 400 092, have been appointed as a Scrutinizer of Adi Rasayan Limited. ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 for the Postal Ballot conducted pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

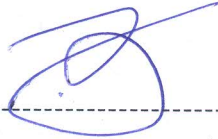
2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 related to e-voting on the resolution(s) contained in the Notice of Postal Ballot dated 13<sup>th</sup> February, 2016. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolutions as stated below, based on the Report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the Authorised Agency engaged by the Company to provide e-voting facilities .

3. I submit my report as under:

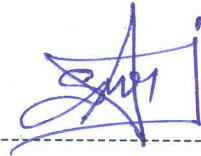
- a. The e-voting period remained open from Sunday, 28<sup>th</sup> February 2016 (9.00 a.m. IST) to Monday, 28<sup>th</sup> March 2016 (5.00 p.m. IST).



- b. The shareholders holding shares as on 20<sup>th</sup> February 2016 were entitled to vote on the proposed resolution (Reduction of Share Capital as set out in the Notice of the Postal Ballot of Adi Rasayan Limited).
- c. The members have casted their vote through e-voting facility provided by the National Securities Depository Limited ("NSDL") as the Authorized Agency to provide e-voting facilities.
- d. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.
- e. Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.
- f. The votes were unblocked on 30<sup>th</sup> March, 2016 at 02.05 PM at Mumbai in the presence of two witnesses Mr. Pratik Kalsariya and Mr. Suraj Upadhyay, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Pratik Kalsariya



Name: Suraj Upadhyay

- g. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", on the resolutions, were Available on the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>)
4. The result of the e-voting is as under:

**SPECIAL BUSINESS:**

**Reduction of Share Capital**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	6,09,626	100%

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0%



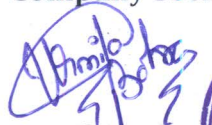
**Invalid votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Nil	Nil

5. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Postal Ballot and the same will be handed over to the Director authorised by the Board for safe keeping.

Thanking You.  
Yours faithfully,

For **Urmila Bohra & Associates**  
**Company Secretaries**



**Urmila Bohra**  
**Proprietor**  
**Mem. No. ACS: 33415**  
**C. P. No.: 12523**



**Place: Mumbai**  
**Dated: 30<sup>th</sup> March, 2016**



# URMILA BOHRA & ASSOCIATES

## Company Secretaries

304/6B, Ess Bee Apartment, Opp. of Gurudwara, Sai Baba Nagar, Borivali (West) Mumbai - 400 092.  
Mob. No.: +91 9768626294. E-mail : urmila.bohra2@gmail.com / urmilabohraandassociates@gmail.com

### SCRUTINIZER'S REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 (9) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Adi Rasayan Limited  
G/C, Ground Floor,  
Trupti Apartment, B/H. Old High Court,  
Navarangpura, Ahmedabad-380 009

**Sub: Scrutiny of Postal Ballot Forms received pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of ADI RASAYAN LIMITED (hereinafter referred to as "Company") on 13<sup>th</sup> February, 2016, I, Urmila Bohra, Proprietor, M/S Urmila Bohra & Associates, Practicing Company Secretary (Membership No: 33415) having office at 304, 6B ESS BEE Apartment, Opp of Gurudwara, Sai Baba Nagar, Borivali (West), Mumbai - 400092, have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the resolutions as circulated in the Postal Ballot Notice dated 13<sup>th</sup> February, 2016.

The Management of the Company is responsible to ensure compliance with the requirements of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014 relating to process of Postal Ballot on the resolution contained in the Postal Ballot notice dated 13<sup>th</sup> February, 2016. My responsibility as a scrutinizer for the postal ballot voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution as stated below, based on the Postal Ballot Forms submitted by the shareholders of the Company and on the details/ report generated by the Registrar and Transfer Agents of the Company (System Support Services).

In connection with the above subject, I submit my report as under:

1. On basis of Postage Certificate issued by M/s. Shubham Mailing Service, I confirm that the Company has completed on 25<sup>th</sup> February, 2016 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelopes to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 20<sup>th</sup> February, 2016.
2. The Company has issued an advertisement in Business Standard in English Newspaper and in 'Lokmitra' (Gujarati) vernacular language newspaper, informing about the completion about the dispatch of the postal ballot Notices, to the shareholders along with other related matters mentioned therein.





3. The particulars of all Postal Ballot Forms received from the Members have been entered in a Register separately maintained for the purpose in electronic mode.
4. The Postal Ballot Forms were kept, in sealed and tamper proof Ballot Box, under safe custody of System Support Services, who is the Registrar and Share Transfer Agents of the Company, before commencing the scrutiny of such postal ballot forms.
5. The Postal Ballot Forms were opened and taken up for the scrutiny by me. The details of Postal Ballot Forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (System Support Services having office at 209, Shivai Industrial Estate, Near Parke - Davis, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai-400072) and the authorizations lodged with the Company.
6. The Postal Ballot forms received up to 29<sup>th</sup> March 2016 (5.00 p. m. IST), being the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. The Postal Ballot forms, which were incomplete and / or which were otherwise found defective (\*being unsigned / blank forms) have been treated as invalid.
8. Envelopes containing postal ballot forms returned undelivered aggregate to 99. These envelopes were also not opened and they are separately kept.
9. I have not come across any mutilated Postal Ballot Form.
10. A Summary of the Postal Ballot forms received is given below:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of votes casted (No. of Shares)	% of Total Paid-up Equity Share Capital
a)	Total Postal Ballot Forms Received	39	10,39,585	15.95%
b)	Less: Invalid Postal Ballot Forms (as per Register)	NIL	NIL	NIL
c)	Net Valid Postal Ballot Forms (as per register)	39	10,39,585	15.95%

11. I have scrutinized and reviewed the ballot forms and the result of the same is as under:



**SPECIAL RESOLUTION:**

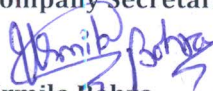
**Reduction of Share Capital**

Particulars	No. of Postal Ballot forms	No. of Shares
Postal Ballot Forms received	39	10,39,585
Less: Votes not exercised	Nil	0
Less: Invalid Postal Ballot forms	Nil	0
Net valid Postal Ballot Forms of which:	39	10,39,585
Postal Ballot Form with <b>assent</b> for the resolution	39	10,39,585
Postal Ballot Forms for <b>dissent</b> for the resolution	Nil	0

12. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Sanjiv Joshi, Director to supervise the Postal Ballot Process.

Thanking You.  
Yours faithfully,

**For Urmila Bohra & Associates**  
**Company Secretaries**

  
**Urmila Bohra**  
**Proprietor**  
**Mem. No. ACS - 33415**  
**C. P. No.:- 12523**  
**Place: Mumbai**  
**Dated: 30<sup>th</sup> March, 2016**





# URMILA BOHRA & ASSOCIATES

## Company Secretaries

304/6B, Ess Bee Apartment, Opp. of Gurudwara, Sai Baba Nagar, Borivali (West) Mumbai - 400 092.  
Mob. No.: +91 9768626294. E-mail : urmila.bohra2@gmail.com / urmilabohraandassociates@gmail.com

### SCRUTINER'S REPORT- CONSOLIDATED

To,  
The Chairman of  
Adi Rasayan Limited  
G/C, Ground Floor,  
Trupti Apartment, B/H. Old High Court,  
Navarangpura, Ahmedabad- 380 009

Dear Sir,

**Sub: Scrutiny of Postal Ballot Forms including e-voting process pursuant to the provisions of the Companies Act, 2013 read with the (Management and Administration) Rules, 2014.**

Pursuant to the resolution passed by the Board of Directors of **ADI RASAYAN LIMITED** (hereinafter referred to as "Company") on 13<sup>th</sup> February, 2016, I, Urmila Bohra, Proprietor, M/S Urmila Bohra & Associates, Practicing Company Secretary (Membership No: A33415) having office at 304, 6B ESS BEE Apartment, Opp of Gurudwara, Sai Baba Nagar, Borivali (West), Mumbai - 400092, have been appointed as a scrutinizer to receive, process and scrutinize the postal ballot papers including e-voting process in respect of the resolution as circulated in the Postal Ballot Notice dated 13<sup>th</sup> February, 2016.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical Postal Ballot Forms on the resolution contained in the Postal Ballot notice dated 13<sup>th</sup> February, 2016. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL") the authorized Service provider, for extending the facility of electronic voting to the shareholders of the Company and on the Postal Ballot Forms submitted by the shareholders of the Company along with the details/ report generated by the Registrar and Transfer Agents of the Company (System Support Services)

I have issued separate Scrutinizer's Report dated 30<sup>th</sup> March, 2016 on e-voting and separate Scrutinizer's Report dated 30<sup>th</sup> March, 2016 on the Postal Ballot Forms, on the resolution contained in the notice of the Postal Ballot dated 13<sup>th</sup> February, 2016. As requested by the management, I submit herewith consolidated report on the results of e-voting and Postal Ballot Forms as under:-

The result of the E-voting together with that of the Postal Ballot Forms is as under:  
(E-voting + Postal Ballot)



**SPECIAL BUSINESS:**

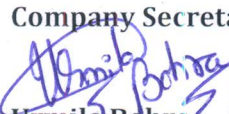
**Reduction of Share capital**

Particulars	No. of shares (through E- voting)	No. of Shares (through Postal Ballot)	Total No. of shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	6,09,626	10,39,585	16,49,211	100%
Less: No. of invalid votes	Nil	Nil	Nil	
Net Valid Votes	6,09,626	10,39,585	16,49,211	
Votes with "Assent" for the resolution	6,09,626	10,39,585	16,49,211	100%
Votes with "Dissent" for the resolution	Nil	Nil	Nil	Nil

On the basis of above, I would like to inform you that the Resolution has been passed unanimously.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,  
For **Urmila Bohra & Associates**  
Company Secretaries

  
**Urmila Bohra**  
Proprietor  
Mem. No. ACS- 33415  
C. P. No.:- 12523



**Date: 30<sup>th</sup> March, 2016**  
**Place: Mumbai**