

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

To,
The Chairman,
SHRENUJ & COMPANY LIMITED
405, Dharam Palace,
100-103, N. S. Patkar Marg,
Mumbai 400 007

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 23rd May 2014 has appointed me as the Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
 - 2.1 The Company has completed on 5th June 2014 the dispatch of postal ballot forms containing the E-voting Event Number (EVEN) Password/PIN along with postage prepaid business reply envelopes to its Members, whose names appeared on the Register of Members/ list of beneficiaries as on 30th May 2014.
 - 2.2 Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in registers separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot forms were opened on 5th July 2014 at 6.30 p.m. in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of the Members of the Company/ list of beneficiaries as on 30th May 2014 (i.e. cut-off date).



- 2.6 All postal ballot forms received upto the close of working hours on 5th July 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
 - 2.7 Envelopes containing postal ballot forms received after 5th July 2014 were not considered for my scrutiny.
 - 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 804 vide serial number 1 to 804. These envelopes were also not opened and they are separately kept.
 - 2.9 I did not find any defaced or mutilated ballot paper.
 - 2.10 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited (NSDL), the agency for providing and supervising electronic platform on 5th July 2014.
 - 2.11 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
3. A summary of the postal ballot forms received is given below:



Resolution 1 – Adoption of new set of Articles of Association of the Company

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes	No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through evoting received.	318	54605400	---	41	54032	---
(b)	Less: Invalid Postal Ballot forms	36	15315	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	282	54590085	100	41	54032	100
(d)	Postal Ballot forms/ votes with assent for the resolution.	279	54589375	99.9987	40	54022	99.9815
(e)	Postal Ballot forms/ votes with dissent for the resolution.	3	710	0.0013	1	10	0.0185

Total: Resolution 1

Sr. No.	Particulars	No. of votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received.	359	54659432	---
(b)	Less: Invalid votes (as per register)	36	15315	---
(c)	Net valid votes (As per Register).	323	54644117	100
(d)	Votes with assent for the resolution.	319	54643397	99.9987
(e)	Votes with dissent for the resolution.	4	720	0.0013



Resolution 2 - Issue of Bonus Equity Shares by way of capitalization of profits and/or reserves

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes	No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through e voting received.	318	54605400	---	41	54032	---
(b)	Less: Invalid Postal Ballot forms	37	15190	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	281	54590210	100	41	54032	100
(d)	Postal Ballot forms/ votes with assent for the resolution.	280	54590160	99.9999	40	54022	99.9815
(e)	Postal Ballot forms/ votes with dissent for the resolution.	1	50	0.0001	1	10	0.0185

Total: Resolution 2

Sr. No.	Particulars	No. of votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received.	359	54659432	---
(b)	Less: Invalid votes (as per register)	37	15190	---
(c)	Net valid votes (As per Register).	322	54644242	100
(d)	Votes with assent for the resolution.	320	54644182	99.9999
(e)	Votes with dissent for the resolution.	2	60	0.0001



Resolution 3 - Authorization to the Board of Directors or a Committee thereof to borrow money in excess of aggregate of its paid up share capital and free reserves upto Rs.30,000 millions

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes	No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through evoting received.	318	54605400	---	41	54032	---
(b)	Less: Invalid Postal Ballot forms	40	15840	---	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	278	54589560	100	41	54032	100
(d)	Postal Ballot forms/ votes with assent for the resolution.	265	54579740	99.9820	39	54011	99.9611
(e)	Postal Ballot forms/ votes with dissent for the resolution.	13	9820	0.0180	2	21	0.0389

Total:

Sr. No.	Particulars	No. of votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received.	359	54659432	---
(b)	Less: Invalid votes (as per register)	40	15840	---
(c)	Net valid votes (As per Register).	319	54643592	100
(d)	Votes with assent for the resolution.	304	54633751	99.9820
(e)	Votes with dissent for the resolution.	15	9841	0.0180



Resolution 4 - Authorization to the Board of Directors or a Committee thereof to sell, lease mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company both present and future.

Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes	No. of Postal Ballot forms	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms/ voted through evoting received.	318	54605400	----	41	54032	---
(b)	Less: Invalid Postal Ballot forms	41	16140	----	0	0	---
(c)	Net valid Postal Ballot forms/ votes (As per Register).	277	54589260	100	41	54032	100
(d)	Postal Ballot forms/ votes with assent for the resolution.	260	54579160	99.9815	37	52241	96.6853
(e)	Postal Ballot forms/ votes with dissent for the resolution.	17	10100	0.0185	4	1791	3.3147

Total:

Sr. No.	Particulars	No. of votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received.	359	54659432	---
(b)	Less: Invalid votes (as per register)	41	16140	---
(c)	Net valid votes (As per Register).	318	54643292	100
(d)	Votes with assent for the resolution.	297	54631401	99.9782
(e)	Votes with dissent for the resolution.	21	11891	0.0218

Note: The cases where shareholders have not cast their vote have been included in the invalid votes.



4. I have handed over the postal ballot forms and other related papers/ registers and records for the safe custody to Shri S. S. Thakur, Director and Shri. Sanjay M. Abhyankar, Company Secretary, who have been authorized by the Board.
5. On the basis of the scrutiny of the postal ballot forms, the Resolutions may be deemed to be passed by the Shareholders of the Company as on 7th July 2014 with the requisite majority.
6. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

Thanking you,

H. Kapadia

Hemanshu Kapadia (Scrutinizer)
Practising Company Secretary
C.P. No.: 2285



Place: Mumbai

Date: 7th July 2014

Announcement of result of Postal Ballot (including e-voting)

Pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, consent of the shareholders of the Company was required to be obtained by passing Ordinary and Special Resolutions for the following four businesses:

1. Special Resolution for adoption of new set of Articles of Association of the Company,
2. Ordinary Resolution for issue of Bonus Equity Shares by way of capitalization of profits and/or reserves,
3. Special Resolution for authorizing the Board of Directors or a Committee thereof to borrow money in excess of aggregate of its paid up share capital and free reserves upto Rs.30,000 millions and
4. Special Resolution for authorizing the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company both present and future.

The voting on above resolutions was cast through physical postal ballot and electronic voting process. Based on the report for the postal ballot process (which includes votes cast through physical postal ballot and e-voting) submitted by Mr. Hemanshu Kapadia, Practicing Company Secretary, the Scrutinizer, Mr. S. S. Thakur, Director of the Company declared the Ordinary and Special Resolutions as passed with the requisite majority. The summary of result is as under:



Resolution Nos. as given in the notice of Postal Ballot		Postal Ballot		Electronic Voting		Voting Result	
		Nos. (B)	%	Nos. (A)	%	Nos. (A)+(B)	%
1. Special Resolution for adoption of new set of Articles of Association	Votes cast in favour	54589375	99.9987	54022	99.9815	54643397	99.9987
	Votes cast against	710	0.0013	10	0.0185	720	0.0013
	Invalid ballot/ Votes	15315	---	0	0	15315	---
2. Ordinary Resolution for issue of Bonus Equity Shares	Votes cast in favour	54590160	99.9999	54022	99.9815	54644182	99.9999
	Votes cast against	50	0.001	10	0.019	60	0.0001
	Invalid ballot/ Votes	15190	---	0	0	15190	---
3. Special Resolution for authorizing the Board of Directors or a Committee thereof to borrow money in excess of aggregate of its paid up share capital and free reserves	Votes cast in favour	54579740	99.9820	54011	99.9611	54633751	99.9820
	Votes cast against	9820	0.0180	21	0.0389	9841	0.018
	Invalid ballot/ Votes	15840	---	0	0	15840	---
4. Special Resolution for authorizing the Board of Directors or a Committee thereof to sell, lease mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company both present and future	Votes cast in favour	54579160	99.9815	52241	96.6853	54631401	99.9782
	Votes cast against	10100	0.0185	1791	3.3147	11891	0.0218
	Invalid ballot/ Votes	16140	---	0	0	16140	---

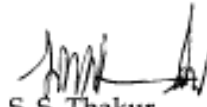
Note: The invalid ballot/ votes have been excluded in calculating the total percentage of votes cast.



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The Ordinary and Special Resolutions have therefore been approved by the Shareholders with the requisite majority.

For and on behalf of Board of
Directors of
Shrenuj & Company Limited



S. S. Thakur
Director
DIN: 00001466

Date: 7th July 2014
Place: Mumbai

