

Sudeshkumar V. Joshi
B.Com., F.C.S, F.C.A.

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SCRUTINIZER'S REPORT

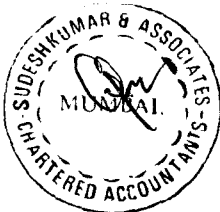
To,

The Chairman,
ASHAPURA MINECHEM LIMITED
Jeevan Udyog Bldg., 3rd Floor,
278, Dr. D. N. Road, Fort
Mumbai- 400001

Sub: **Result of Postal Ballot conducted in respect of Ordinary and Special Resolutions to be passed through Postal Ballot covered under the Notice dated 14th October, 2014.**

Dear Sir,

1. The Board of Directors of the Company at its Meeting held on 14.10.2014 has appointed me as the Scrutinizer for conducting the Postal Ballot voting process under the provisions of Section 110 of the Companies Act, 2013 ["The Act"] read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for passing the Ordinary and Special Resolutions viz., (a) u/s 180(1)(c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors, (b) u/s 180(1)(a) of the Companies Act, 2013, to give consent to the Board of Directors to create Charge and/or Mortgage on the assets of the Company, (c) u/s 196, 197, 198 & 203 of the Companies Act, 2013, for Appointment of Shri. Rajnikant Pajwani as Whole Time Director and Chief Executive Officer of the Company and (d) u/s 14 of the Companies Act, 2013, for adoption of new set of Articles of Association of the Company
2. I submit my Report as under: -
 - 2.1. The Company has completed the dispatch of Postal Ballot Papers, through Courier, Registered Post and Airmail, as the case may be, along with postage prepaid business reply envelope to its Members on 28.10.2014. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting.
 - 2.2. Particulars of all the Postal Ballot Papers as well as E-voting communications received from the Members have been entered in a Register, separately maintained for the purpose.
 - 2.3. The Postal Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Papers.
 - 2.4. In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-voting communications received up to the close of working hours i.e. 5.00 pm on 27.11.2014, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.



SUDESHKUMAR & ASSOCIATES

CHARTERED ACCOUNTANTS

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2.5. The Postal Ballot Papers as well as E-voting communications were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries.

2.6. I did not find any defaced or mutilated Ballot Paper.

3. Voting Pattern of Ordinary and Special Resolutions passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

RESOLUTION NO. 1: Under Section 180(1)(c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors.

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

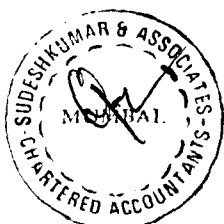
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	42556781	33052444	77.67	33052444	0	100	0
Public - Institutional holders	15911896	11957345	75.15	11957345	0	100	0
Public- Others	28517421	*614482	2.15	601908	12574	97.95	2.05
Total	86986098	45624271	52.45	45611697	12574	99.97	0.03

*Excludes invalid votes represented by 266177 Shares

Note :- 2 (two) Members holding 5800 (Five Thousand Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 3 of General Instructions of the Postal Ballot Form, the vote cast by these Members, through e-voting has been considered for this Report.

RESOLUTION NO. 2: Under Section 180(1)(a) of the Companies Act, 2013, to give consent to the Board of Directors to create Charge and/or Mortgage on the assets of the Company

Type of Resolution Required: Special Resolution



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Mode of Voting: Postal Ballot Papers & E-voting

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	42556781	33052444	77.67	33052444	0	100	0
Public - Institutional holders	15911896	11957345	75.15	11957345	0	100	0
Public- Others	28517421	*596326	2.09	584619	11707	98.04	1.96
Total	86986098	45606115	52.43	45594408	11707	99.97	0.03

*Excludes invalid votes represented by 284514 Shares

Note :- 2 (two) Members holding 5800 (Five Thousand Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 3 of General Instructions of the Postal Ballot Form, the vote cast by these Members, through e-voting has been considered for this Report

RESOLUTION NO. 3: Under Section 196, 197, 198 & 203 of the Companies Act, 2013, for Appointment of Shri. Rajnikant Pajwani as Whole Time Director and Chief Executive Officer of the Company.

Type of Resolution Required: Ordinary Resolution

Mode of Voting: Postal Ballot Papers & E-voting

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	42556781	33052444	77.67	33052444	0	100	0
Public - Institutional holders	15911896	11957345	77.15	11957345	0	100	0
Public- Others	28517421	*596618	2.09	585778	10840	98.18	1.82
Total	86986098	45606407	52.43	45595567	10840	99.98	0.02

*Excludes invalid votes represented by 284222 Shares



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Note :- 2 (two) Members holding 5800 (Five Thousand Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 3 of General Instructions of the Postal Ballot Form, the vote cast by these Members, through e-voting has been considered for this Report.

RESOLUTION NO. 4: Under Section 14 of the Companies Act, 2013, for adoption of new set of Articles of Association of the Company.

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

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	42556781	33052444	77.67	33052444	0	100	0
Public - Institutional holders	15911896	11957345	75.15	11957345	0	100	0
Public- Others	28517421	*596448	2.09	592489	3959	99.34	0.66
Total	86986098	45606237	52.43	45602278	3959	99.99	0.01

*Excludes invalid votes represented by 284352 Shares

Note :- 2 (two) Members holding 5800 (Five Thousand Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 3 of General Instructions of the Postal Ballot Form, the vote cast by these Members, through e-voting has been considered for this Report

- I would like to inform you that the Ordinary and Special Resolutions have been passed with the requisite majority.
- You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,



SUDESHKUMAR V. JOSHI

Chartered Accountant

Membership No. 43678

Place: Mumbai

Date: 29.11.2014