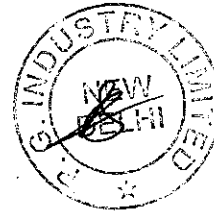


Declaration of Results of e-voting and postal ballot

As per the provisions of the Companies Act, 2013 and also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Postal Ballot Notice dated 02nd May 2015. The e-voting commenced from 10th May, 2015 to 08th June, 2015.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting was conducted by means of postal ballot & e-voting.

The Board of Directors had appointed M/s. Budhiraja & Associates, Practicing Chartered Accountant, as the Scrutinizer for e-voting and postal ballot. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to the close of working hours on 08th June, 2015 and postal ballots received till 08th June 2015 and submitted their Report on 12th June, 2015.



RESULT OF BUSINESS CONDUCTED THROUGH POSTAL BALLOT UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Date of Notice for Postal Ballot : May 02, 2015
Total No. of Shareholders on Record Date : 1060

No. of shareholders voted through postal ballots:
Promoters and Promoter Group : 1
Public : 15

No. of Shareholders voted through E-voting:
Promoters and Promoter Group : 4
Public : 5

1. Amendment in Object Clause of Memorandum of Association of the Company under section 13 of the Companies Act, 2013:

(Mode of Voting- E-voting)

Promoter/Public	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 of votes polled	% of votes against on votes polled
Promoter & Promoter Group	4,79,747	4,79,747	10.37	4,79,747	0	100.00	0
Public Institutional Holders							
Public-Others	10,599	10,599	0.23	10,599	0	100.00	0
Total	4,90,346	4,90,346	10.60	4,90,346	0	100.00	0



(Mode of Voting- Postal Ballot)

Promoter/Public	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 of votes polled	% of votes against on votes polled
Promoter & Promoter Group	7,53,114	7,53,114	16.29	7,53,114	0	100.00	0
Public Institutional Holders							
Public-Others	21,24,820	21,24,820	45.95	21,24,820	0	100.00	0
Total	28,77,934	28,77,934	62.24	28,77,934	0	100.00	0

The Voting for this resolution was done by postal ballot & E-Voting and Special Resolution was passed.

2. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company under section 180 (1) (A) of the Companies Act, 2013:

(Mode of Voting- E-voting)

Promoter/Public	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 of votes polled	% of votes against on votes polled
Promoter & Promoter Group	4,79,747	4,79,747	10.37	4,79,747	0	100.00	0
Public Institutional Holders							
Public-Others	10,599	10,599	0.23	10,599	0	100.00	0
Total	4,90,346	4,90,346	10.60	4,90,346	0	100.00	0

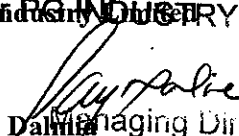


(Mode of Voting- Postal Ballot)

Promoter/Public	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 of votes polled	% of votes against on votes polled
Promoter & Promoter Group	7,53,114	7,53,114	16.29	7,53,114	0	100.00	0
Public Institutional Holders							
Public-Others	21,24,820	21,24,820	45.95	21,24,820	0	100.00	0
Total	28,77,934	28,77,934	62.24	28,77,934	0	100.00	0

The Voting for this resolution was done by postal ballot & E-Voting and Special Resolution was passed.

For & on behalf of the
P ~~For PG~~ INDUSTRY LTD.


Saket Dalmia
Managing Director
Managing Director



BUDHIRAJA & ASSOCIATES

Chartered Accountants

Ph. : +91 011 29814691
M. : +91 011 46575994
Email : neeraj.ca98@gmail.com
Website : www.budhirajaca.com

FORM No. MGT-13 Report of Scrutinizer(s)

To,
The Chairman
P G Industry Limited

The Company on May 08th, 2015 had completed the dispatch of notice along with the postal ballot form and a self addressed postage prepaid envelope pursuant to the provisions of section 110 of the Companies Act, 2013, in relation to the following Special Resolutions:

- Amendment in Object Clause of Memorandum of Association of the Company U/S 13 of the Act; and
- To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company U/S 180(1)(a) of the Act.

The Businesses transacted by postal ballot which includes voting by Electronic means. The Voting period commenced on 10th May, 2015 (10.00 A.M.) and ended on 08th June, 2015 (05.00 P.M.). The voting rights of the Members were reckoned as on 02nd May 2015 which was the cut-off date.

Dear Sir,

I, **Neeraj Budhiraja**, Chartered Accountant, of **M/s. Budhiraja & Associates**, appointed as Scrutinizer for the purpose of the Postal Ballot on the below mentioned resolution(s), for which Notice dated 02nd May 2015 along with Postal Ballot Form had been sent to Shareholders of the Company, submit our report as under:

1. Postal Ballots received back from the shareholders of the Company were kept in my safe custody and after the receipt of assent or dissent of the shareholder in writing on a postal ballot, no person defaced or destroyed the ballot paper or declared the identity of the shareholder.
2. No assent or dissent had been received after thirty days from the completion of dispatch of Notice.
3. I did not find any ballot papers invalid.





Landline No. +91 011 29814691
+91 011 46575994
Email neeraj.ca98@gmail.com
Web Site www.budhirajaca.com

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4. The result of the postal ballot is as under:

(a) **Resolution No. 1** - Amendment in Object Clause of Memorandum of Association of the Company under section 13 of the Companies Act, 2013:

Proposed as Special Resolution

(i) **Votes in the favour of resolution:**

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total votes cast
16	28,77,934	62.24

(ii) **Votes against the resolution:**

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) **Invalid votes:**

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total votes cast
0	0	0





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- (b) **Resolution No. 2-** To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company under section 180 (1) (A) of the Companies Act, 2013:

Proposed as Special Resolution

- (i) **Votes in the favour of resolution:**

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total votes cast
16	28,77,934	62.24

- (ii) **Votes against the resolution:**

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total votes cast
0	0	0

- (iii) **Invalid votes:**

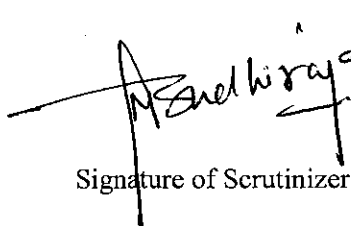
No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total votes cast
0	0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "For", "AGAINST" and those votes were declared invalid for each resolution is enclosed.
6. The ballot papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully

Date: 12/06/2015
Place: New Delhi




Signature of Scrutinizer



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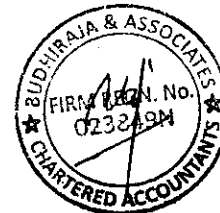
Ph. : +91 011 29814691
M. : +91 011 46575994
Email : neeraj.ca98@gmail.com
Website : www.budhirajaca.com

SCRUTINIZER'S REPORT

To,
The Chairman
M/s P G Industry Limited
A-30, Second Floor,
Kailash Colony, New Delhi-110048

Dear Sir,

1. I, Neeraj Budhiraja, Practicing Chartered Accountant (Membership No: 097418), M/s Budhiraja & Associates, was appointed as Scrutinizer by the Board of Directors of M/s P G Industry Limited (the Company) in its meeting held on Monday, 27th April, 2015 for the purpose of e-voting process on the agenda items to be transacted under the Notice of Postal Ballot dated 02nd May 2015.
2. I submit my report as under:
 - 2.1 The Company has provided e-voting facility to all the Shareholders and has sent the notice of postal ballot along with Ballot Paper and instruction kit to all Shareholders by permitted mode, the dispatch of which was completed on 08th May, 2015.
 - 2.2 The e-voting period began at 10:00 a.m. on Sunday, 10th May, 2015 and ended at 05:00 p.m., on Monday 08th June, 2015. The votes received electronically from the Shareholders till Monday the 08th June 2015 up to 05:00 p.m., being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
 - 2.3 Particulars of all votes received electronically from the Members have been separately maintained for the purpose.
 - 2.4 The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on the cutoff date i.e. 02nd May, 2015.
 - 2.5 The votes were unblocked at New Delhi on 12th June, 2015 in the presence of Mr. Vishal Kumar and Mr. Sunil Shakya who are not the employees of the Company and who have signed below as witness to the unblocking of votes.





Landline No. +91 011 29814691
+91 011 46575994
Email neeraj.ca98@gmail.com
Web Site www.budhirajaca.com

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3. A summary of the votes received electronically are given below:

(1) Resolution 1 – Proposed as Special Resolution

Amendment in Object Clause of Memorandum of Association of the Company under section 13 of the Companies Act, 2013:

Particulars	No. of votes cast	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	490346	490346	10.60
Less: Invalid votes	0	0	0
Net valid votes cast	490346	490346	10.60

(i) Votes in the favour of resolution:

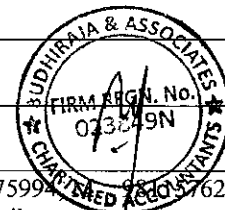
No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
9	490346	10.60

(ii) Votes against the resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0





BUDHIRAJA & ASSOCIATES

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(2) Resolution 2 – Proposed as Special Resolution

To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company under section 180 (1) (A) of the Companies Act, 2013:

Particulars	No. of votes cast	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	490346	490346	10.60
Less: Invalid votes	0	0	0
Net valid votes cast	490346	490346	10.60

(i) Votes in the favour of resolution:

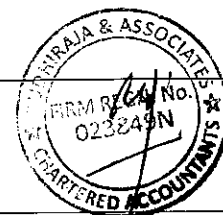
No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
9	490346	10.60

(ii) Votes against the resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0





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4. You may accordingly declare the result of the voting through electronic means.
5. All the relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Meeting and the same shall be handed over thereafter to the Chairman for the Safe keeping.

Thanking you,
Yours faithfully,



M/s Budhiraja & Associates
(Scrutinizer)
M. No.: 097418
Add: E-42, First Floor,
Lajpat Nagar I,
New Delhi-110024

Place: Delhi
Dated: 12th June 2015

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited in our presence at New Delhi on June 12, 2015 at 04:00 P. M.

Name: VISHAL KUMAR

Name: SUNIL SHARMA