



GROVER AHUJA & ASSOCIATES

Company Secretaries

To

Sh. G. S. Poddar

Chairman

Uddhav Properties Limited,

S-9, Okhla Industrial Area, Phase -II,

1st Floor, New Delhi-110020

Subject: Scrutinizer's Report on Resolutions passed through Postal Ballot & E-voting Process

Pursuant to the resolution passed by the Board of Directors of M/s Uddhav Properties Limited on 9th March, 2015, I have been appointed as a Scrutinizer to receive and scrutinize the postal ballot process including e-voting in respect of the Ordinary and Special resolutions as circulated in the Postal Ballot Notice dated 9th March, 2015 and the same has been uploaded on the CDSL e-voting website www.evotingindia.com.

The Company has made arrangements with the System Provider i.e. CDSL for providing a system of recording votes of the shareholders electronically through e-voting. All necessary formalities in compliance with the requirements specified by CDSL has been done by the Company through its Registrar and Transfer Agent (RTA) i.e. Skyline Financial Services Private Limited. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated 9th March, 2015 sent to the shareholders by courier. The Register of Members was made up, for the purpose of dispatch of Postal Ballot Notice and postal ballot forms to the shareholders as of 9th March, 2015.

I report that, the Postal ballot Notice dated 9th March, 2015, under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, were dispatched to the shareholders by courier aggregating to 511 in number along with self-addressed prepaid Business Reply Envelope on or before 21st March, 2015.

I further report that, as stated in the Notice sent to the shareholders, the Company has fixed **20th April, 2015 (Monday)** as the last date for receipt of Postal Ballots and for E-voting.

As stated in Sub Rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, advertisements were published by the Company one in English language newspaper i.e. "**The Financial Express**" and other in Vernacular language (Hindi) newspaper i.e. "**Naya India**", on 22nd March, 2015, informing about the completion of dispatch of the Postal Ballot Notices by courier to all the shareholders, whose names were appearing in the Register of Members and Record of the depositories on the cutoff/ record date of 9th March, 2015.

Head Off: D-176, Defence Colony, New Delhi-110024, Ph: 41633301, 46772201-07

Branch Off.: 8/33, 3rd Floor, Satbhava School Marg, W.E.A.,

Karol Bagh, New Delhi - 110005

Web Site: www.groverahuja.com; E mail: info@groverahuja.com



I report that I have received the Postal Ballot forms from the shareholders during the period starting from **22nd March, 2015** (Sunday) till **20th April, 2015** (Monday).

All the Postal Ballot forms together with all votes casted by E-voting through CDSL received up to 20th April, 2015 (Monday), being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

On scrutiny, I report that, out of 511 shareholders, 4 shareholders have exercised their vote through e-voting and 13 shareholders have exercised their vote through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:

Item No.1

Ordinary Resolution pursuant to the provisions of Section 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the provisions of Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 25,00,000/- (Rupees Twenty Five Lac) to Rs. 3,36,00,000/- (Rupees Three Crores Thirty Six Lac).

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms and e-voting	From 22nd March, 2015 till 20th April, 2015		
		Number of Votes	Number of shares
Total Votes casted through E-voting	A	4	170500
Total Votes casted through Postal Ballot Forms Received	B	13	32800
Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%

Percentage of votes casted against: 0.00%

NOTE:

(i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.



(ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of postal Ballot (including 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/Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-

Results:

As the number of votes casted in favour of resolution is more than the number of votes casted against, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.

Item No.2

Special Resolution pursuant to the provisions of Section 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to alter the Capital Clause of the Memorandum of Association of the Company.

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms/ e-voting	From 22nd March, 2015 till 20th April, 2015		
		Number of Votes	Number of shares
Total Votes casted through E-voting	A	4	170500



Total Votes casted through Postal Ballot Forms Received	B	13	32800
Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%

Percentage of votes casted against: 0.00%

NOTE:

(i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.

(ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of postal Ballot (including e-voting)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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/ Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-

Results:

As the number of votes casted in favour of resolution is more than three times the number of votes casted against, I report that the Special Resolution as contained in Item No. 2 of



the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.

Item No.3

Special Resolution pursuant to the provisions of Section 5 and 14 of Companies Act, 2013, Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Article of Association of the Company be and is hereby altered and the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and are hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms/ e-voting	From 22nd March, 2015 till 20th April, 2015		
		Number of Votes	Number of shares
Total Votes casted through E-voting	A	4	170500
Total Votes casted through Postal Ballot Forms Received	B	13	32800
Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%
Percentage of votes casted against: 0.00%

NOTE:

(i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.

(ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.



Summary of postal Ballot (including e-voting)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi n g 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/ Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-

Results:

As the number of votes casted in favour of resolution is more than three times the number of votes casted against, I report that the Special Resolution as contained in Item No. 3 of the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.

Item No.4

Special Resolution pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with the rule 13 of the companies (Share Capital and Debentures) Rules, 2014, (including any amendment or statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, issue, offer and allot up to 31,00,000 (Thirty One Lac) equity shares of Rs. 10/- each on a preferential basis.

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms/ e-voting	From 22nd March, 2015 till 20th April, 2015		
		Number Votes	Number of shares
Total Votes casted through E-voting	A	4	170500
Total Votes casted through Postal Ballot Forms Received	B	13	32800



Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%

Percentage of votes casted against: 0.00%

NOTE:

(i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.

(ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of postal Ballot (including 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/ Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-

Results:

As the number of votes casted in favour of resolution is more than three times the number of votes casted against, I report that the Special Resolution as contained in Item No. 4 of the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is



deemed to be passed as on the date of announcement of the results.

Item No.5

Ordinary Resolution pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the rules framed thereunder, read with Schedule IV to the act as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Bishnu Kumar Agarwal as an Independent Director for a period of 5 (Five) years.

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms/ e-voting	From 22nd March, 2015 till 20th April, 2015		
		Number of Votes	Number of shares
Total Votes casted through E-voting	A	4	170500
Total Votes casted through Postal Ballot Forms Received	B	13	32800
Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%
Percentage of votes casted against: 0.00%

NOTE:

(i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.

(ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.



Summary of postal Ballot (including 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/Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-

Results:

As the number of votes casted in favour of resolution is more than the number of votes casted against, I report that the Ordinary Resolution as contained in Item No. 5 of the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.

Item No.6

Ordinary Resolution pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the rules framed thereunder, read with Schedule IV to the Act as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Varun Ashok Guliani as an Independent Director for a period of 5 (Five) years.

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms/ e-voting	From 22nd March, 2015 till 20th April, 2015		
		Number of Votes	Number of shares
Total Votes casted through E-voting	A	4	170500
Total Votes casted through Postal Ballot Forms Received	B	13	32800



Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%
Percentage of votes casted against: 0.00%

NOTE:

(i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.

(ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of Postal Ballot (including e-voting)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/ (1)]* 100	No. of Votes - in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/ Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-

Results:

As the number of votes casted in favour of resolution is more than the number of votes casted against, I report that the Ordinary Resolution as contained in Item No. 6 of the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.



Item No.7

Ordinary Resolution pursuant to the provisions of Section 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint Mr. Uddhav Poddar as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) Years at a nil remuneration and upon such terms and conditions as set out in the explanatory statement annexed to the notice.

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms/ e-voting	From 22nd March, 2015 till 20th April, 2015		
		Number of Votes	Number of shares
Total Votes cast through E-voting	A	4	170500
Total Votes cast through Postal Ballot Forms Received	B	13	32800
Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%
Percentage of votes casted against: 0.00%

NOTE:

- (i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.
- (ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.



Summary of Postal Ballot (including e-voting)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng 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/ Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-

Results:

As the number of votes casted in favour of resolution is more than the number of votes casted against, I report that the Ordinary Resolution as contained in Item No. 7 of the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.

Item No.8

Special Resolution pursuant to the provisions of Section 186, read with the rules made thereunder 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 consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to give loan or to provide guarantee / security in connection with a loan or to make investment/ acquire the securities of any person or other Body Corporate up to a maximum amount of Rs. 10 Crores (Rupees Ten Crores) outstanding at any point of time notwithstanding that the aggregate amount of all loans/guarantees/securities/investments so far made together with the proposed amount, exceeds the prescribed limits under the Companies Act, 2013.

Total Number of shareholders	511		
Total Number of Shares	240000		
Receipt of Postal Ballot Forms/ e-voting	From 22nd March, 2015 till 20th April, 2015		
	Number Votes	of	Number of shares



Total Votes cast through E-voting	A	4	170500
Total Votes cast through Postal Ballot Forms Received	B	13	32800
Grand Total of E-voting/ Postal Ballot Forms Received (A+B)	C	17	203300
Less: Invalid E-voting/ Postal Ballot Forms *(On account of signature mismatch, for / against option not indicated)	D	Nil	Nil
Net E-voting/ Postal Ballot Forms *(C-D)	E	17	203300

Percentage of votes casted in favour: 100%
Percentage of votes casted against: 0.00%

NOTE:

(i) There was one postal ballot form received in which all particulars were blank except signing and has not been considered for counting of votes.

(ii) Votes casted in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

Summary of Postal Ballot (including e-voting)

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan din g shares (3)=[(2) /(1)]* 100	No. of Votes - in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)] *100	% of Votes again st on votes polled (7)=[(5)/ (2)] *100
Promoter/ Promoter Group	175500	170500	97.15%	170500	-	100%	-
Public Financial Institution	-	-	-	-	-	-	-
Public	64500	32800	50.85%	32800	-	100%	-
Total	240000	203300	84.71%	203300	-	100%	-



Results:

As the number of votes casted in favour of resolution is more than three times the number of votes casted against, I report that the Special Resolution as contained in Item No. 8 of the Notice dated 9th March, 2015 is passed with requisite majority. The resolution is deemed to be passed as on the date of announcement of the results.

At the end of the voting period, I have unblocked the votes (Physical & Electronic) in the presence of two witnesses not in the employment of the Company, namely:

Witness 1: Ms. Surbhi Sharda *Surbhi*

Witness 2: Ms. Minal Kejriwal *Minal Kejriwal*

I further report that Rule No. 22 of the Companies (Management and Administration) Rules, 2014, has been duly complied with. I further report that as per the said rule, the records maintained by me, including the data as obtained from CDSL (the System Provider for the e-Voting facility), Postal Ballots, which contains all the particulars of the shareholders such as name, folio number/ DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in safe custody which will be handed over to Sh. G. S. Poddar, Chairman of the Company when he approves and signs the minutes of the Meeting.

I further report that as per the Postal Ballot Notice dated 9th March, 2015 and the Board Resolution dated 9th March, 2015, the Chairman or any other person as authorized may declare and confirm the above results of voting in respect of the resolutions referred herein by 23.04.2015. The result of the Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.uddhavpropertiesltd.com and shall also be communicated to the Stock Exchanges.

I thank you for the opportunity given to act as the Scrutinizer for the above Postal Ballot.

Thanking You.
Yours faithfully,

**For Grover Ahuja and Associates
Company Secretaries**

Jayanti
Jayanti Sharma
COP No. 12794
Membership No. 22180



**Date: 23rd April, 2015
Place: New Delhi**
