

To
The Chairman & Managing Director
Action Construction Equipment Limited
(CIN: L74899HR1995PLC053860)
Dudhola Link Road, Dudhola,
Distt. Palwal, Haryana-121102

Sub: Passing of resolutions through Postal Ballot

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Action Construction Equipment Limited on 5th February, 2015, I have been appointed as a Scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolutions as circulated in the Postal Ballot notice dated 5th February, 2015.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014, all the listed companies are required to provide e-voting facility to their members on all the resolutions to be passed at General Meetings or through Postal Ballot. Since Action Construction Equipment Limited falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

Action Construction Equipment Limited accordingly has made arrangements with the System Provider Karvy Computershare Private Limited for providing a system of recording votes of the shareholders electronically through e-voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent, Karvy Computershare Private Limited, hereinafter referred as RTA, to set up the e-voting facility on the Karvy Computershare Private Limited e-voting website <http://evoting.karvy.com>.

Action Construction Equipment Limited through its RTA has also uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by Karvy Computershare Private Limited, the system provider has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated 5th February, 2015 sent to the shareholders by e-mail and by Courier Service.



The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of 20th March, 2015.

Reference to the Companies Act, 2013	Type and Description of the Special Resolutions
<p>(1) Special Resolution : Pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for increase in Authorized Share Capital of the Company.</p>
<p>(2) Special Resolution: Pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for Re-classification of the Authorized Share Capital and amendment in Memorandum of Association.</p>
<p>(3) Special Resolution : Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for Ratification of Managerial Remuneration of Mr. Vijay Agarwal, Chairman & Managing Director of the Company for remaining period of his tenure from 1stApril, 2014 to 30thSeptember, 2015.</p>
<p>(4) Special Resolution : Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for Ratification of Managerial Remuneration of Mrs. Mona Agarwal, Whole-time Director of the Company for remaining period of her tenure from 1stApril, 2014 to 30thSeptember, 2015.</p>
<p>(5) Special Resolution: Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for re-appointment of Mr. Vijay Agarwal, Chairman & Managing Director for a period of three years w.e.f 1st October, 2015 and fixation of his remuneration.</p>

<p>(6) Special Resolution : Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for re-appointment of Mrs. Mona Agarwal, Whole-time Director for a period of three years w.e.f 1st October, 2015 and fixation of her remuneration.</p>
<p>(7) Special Resolution: Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for re-appointment of Mr. Sorab Agarwal, Executive Director for a period of three years w.e.f 1st October, 2015 and fixation of his remuneration.</p>
<p>(8) Special Resolution : Pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)</p>	<p>Special Resolution for transactions with Related Parties under Section 188 of the Companies Act, 2013.</p>

I report that the Postal ballot Notice dated 5th February, 2015 under Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administrative) Rules, 2014 were dispatched to the members who held shares in physical form or who have not provided email address to their depositaries by Courier Service aggregating to 9503 numbers along with self - addressed prepaid Business Reply Envelope on or before 3rd April, 2015.

In addition to the above, Postal Ballot Notices were also sent via electronic mode by Karvy Computershare Private Limited, the system provider to 14180 shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20th March, 2015 out of which 681 emails were bounced back and subsequently Postal Ballot Notice has been sent through courier service at their registered address.

The details of such cases have been provided to me by Karvy Computershare Private Limited. I, further report that as stated in the Notice sent to the shareholders, the Company had fixed 5:00 P.M. on Wednesday, 6th May, 2015 as the last date for receipt of Postal Ballots and for E-voting.

As stated in sub rule 3 of Rule 20 of Companies (Management and Administrative) Rules, 2014 an advertisement was published by the Company "Financial Express" (English Newspaper) and "Naya India" (Hindi Newspaper) on 4th April, 2015 informing about the completion of dispatch of the Postal Ballot Notices, both by Courier Service and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Tuesday, 7th April, 2015 till Wednesday, 6th May, 2015. All the Postal Ballot forms together with all votes cast by E-voting through Karvy Computershare Private Limited received up to 5:00 P.M. on Wednesday, 6th May, 2015 being the last date fixed by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

147 envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the Company after announcement of the results.

During the course of scrutiny of Postal Ballot Forms I have not come across any mutilated Postal Ballot Forms.

Since e-voting facility was provided by Karvy Computershare Private Limited, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the RTA. While the details of the e-voting was provided by the System Provider namely Karvy Computershare Private Limited, the compilation of the Register in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 27358 shareholders, 29 shareholders have exercised their vote through e-voting and 347 shareholders have exercised their votes 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

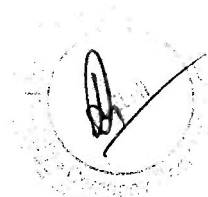
Special Resolution Pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	69280768	2656280	71937048
c)	Less: Invalid number of votes casted	0	0	0
d)	Valid number of votes casted (Net)	69280768	2656280	71937048
e)	Total number of votes with assent for the resolution	69279577	1682755	70962332
f)	Total number of votes with dissent for the resolution	1191	973525	974716

(i) Votes cast 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.

(ii) Summary of postal ballot:

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	No. of Invalid votes (8)	% of invalid votes (9)=[(8)/(2)*100]
Promoter and promoter group	67523832	67523832	100%	67523832	0	100%	0	0	0
Public institutional holders & Other Public	31416168	4413216	14.04%	3438500	974716	77.9%	22.10%	0	0
Total	98940000	71937048	72.7%	70962332	974716	98.65%	1.35%	0	0



Percentage of votes cast in favour: 98.65%

Percentage of votes cast against: 1.35%

RESULTS:-

As the number of votes casted in favour of the Resolution i.e. 98.65% is more than three times the number of votes cast against i.e. 1.35%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e. 98.65% is more than three times the number of votes cast against i.e. 1.35%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

Item no.2

Special Resolution Pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	69280768	2656280	71937048
c)	Less: Invalid number of votes casted	0	0	0
d)	Valid number of votes casted (Net)	69280768	2656280	71937048
e)	Total number of votes with assent for the resolution	69279577	1682755	70962332
f)	Total number of votes with dissent for the resolution	1191	973525	974716



(i) Votes cast 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.

(ii) Summary of postal ballot:

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	No. of Invalid votes (8)	% of invalid votes (9)=[(8)/(2)]*100]
Promoter and promoter group	67523832	67523832	100%	67523832	0	100%	0	0	0
Public institutional holders & Other Public	31416168	4413216	14.04%	3438500	974716	77.9%	22.10%	0	0
Total	98940000	71937048	72.7%	70962332	974716	98.65%	1.35%	0	0

Percentage of votes cast in favour: 98.65%

Percentage of votes cast against: 1.35%

RESULTS:-

As the number of votes casted in favour of the Resolution i.e. 98.65% is more than three times the number of votes cast against i.e. 1.35%.I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated 5thFebruary, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e. 98.65% is more than three times the number of votes cast against i.e. 1.35%,I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.



Item no.3

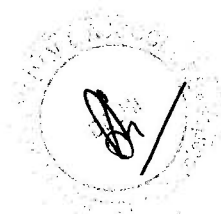
Special Resolution Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	1806936	2656280	4463216
c)	Less: Invalid number of votes casted	0	0	0
d)	Valid number of votes casted (Net)	1806936	2656280	4463216
e)	Total number of votes with assent for the resolution	1803894	1683135	3487029
f)	Total number of votes with dissent for the resolution	3042	973145	976187

(i) Votes cast 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.

(ii) Summary of postal ballot:

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	No. of Invalid votes (8)	% of invalid votes (9)=[(8)/(2)]*100]
Promoter and promoter group	67523832	0	0	0	0	0	0	0	0
Public institutional holders & Other Public	31416168	4463216	14.20%	3487029	976187	78.13%	21.87%	0	0
Total	98940000	4463216	4.51%	3487029	976187	78.13%	21.87%	0	0



Percentage of votes cast in favour: 78.13%
Percentage of votes cast against: 21.87%

RESULTS:-

As the number of votes casted in favour of the Resolution i.e. 78.13 % is more than three times the number of votes cast against i.e. 21.87%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5thFebruary, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e. 78.13 % is more than three times the number of votes cast against i.e. 21.87%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

Item no.4

Special Resolution Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	1806936	2656280	4463216
c)	Less: Invalid number of votes casted	0	0	0
d)	Valid number of votes casted (Net)	1806936	2656280	4463216
e)	Total number of votes with assent for the resolution	1802695	1683135	3485830
f)	Total number of votes with dissent for the resolution	4241	973145	977386



(i) Votes cast 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.

(ii) Summary of postal ballot:

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	No. of Invalid votes (8)	% of inval votes (9)=[(8)/(2)]*100
Promoter and promoter group	67523832	0	0	0	0	0	0	0	0
Public institutional holders & Other Public	31416168	4463216	14.20%	3485830	977386	78.10%	21.90%	0	0
Total	98940000	4463216	4.51%	3485830	977386	78.10%	21.90%		

Percentage of votes cast in favour: 78.10%

Percentage of votes cast against: 21.90%

RESULTS:-

As the number of votes casted in favour of the Resolution i.e. 78.10% is more than three times the number of votes cast against i.e 21.90%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5thFebruary, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e78.10% is more than three times the number of votes cast against i.e 21.90%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of result.



Item no.5

Special Resolution Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	1806936	2656280	4463216
c)	Less: Invalid number of votes casted	0	0	0
d)	Valid number of votes casted (Net)	1806936	2656280	4463216
e)	Total number of votes with assent for the resolution	1803593	2656029	4459622
f)	Total number of votes with dissent for the resolution	3343	251	3594

(i) Votes cast 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.

(ii) Summary of postal ballot:

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	No. of Invalid votes (8)	% of invalid votes (9)=[(8)/(2)]*100]
Promoter and promoter group	67523832	0	0	0	0	0	0	0	0
Public institutional holders & Other Public	31416168	4463216	14.20%	4459622	3594	99.92%	0.08%	0	0
Total	98940000	4463216	4.51%	4459622	3594	99.92%	0.08%	0	0

Percentage of votes cast in favour: 99.92%

Percentage of votes cast against: 0.08%



RESULTS:-

As the number of votes casted in favour of the Resolution i.e. 99.92% is more than three times the number of votes cast against i.e. 0.08%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e. 99.92% is more than three times the number of votes cast against i.e. 0.08%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.

Item no.6

Special Resolution Pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	1806936	2656280	4463216
c)	Less: Invalid number of votes casted	0	0	0
d)	Valid number of votes casted (Net)	1806936	2656280	4463216
e)	Total number of votes with assent for the resolution	1802194	2656029	4458223
f)	Total number of votes with dissent for the resolution	4742	251	4993

(i) Votes cast 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.



(ii) Summary of postal ballot:

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	No. of Invalid votes (8)	% of invalid votes (9)=[(8)/(2)]*100
Promoter and promoter group	67523832	0	0	0	0	0	0	0	0
Public institutional holders & Other Public	31416168	4463216	4.51%	4458223	4993	99.89%	0.11%	0	0
Total	98940000	4463216	4.51%	4458223	4993	99.89%	0.11%	0	0

Percentage of votes cast in favour: 99.89%

Percentage of votes cast against: 0.11%

RESULTS:-

As the number of votes casted in favour of the Resolution i.e. 99.89% is more than three times the number of votes cast against i.e. 0.11%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e. 99.89% is more than three times the number of votes cast against i.e. 0.11%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results.



Item no.7

Special Resolution pursuant to Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	1806936	2656280	4463216
c)	Less: Invalid number of votes casted	0	0	0
d)	Valid number of votes casted (Net)	1806936	2656280	4463216
e)	Total number of votes with assent for the resolution	1803593	2656029	4459622
f)	Total number of votes with dissent for the resolution	3343	251	3594

(i) Votes cast 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.

(ii) Summary of postal ballot:

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	No. of Invalid votes (8)	% of invalid votes (9)=[(8)/(2)]*100]
Promoter and promoter group	67523832	0	0	0	0	0	0	0	0
Public institutional holders & Other Public	31416168	4463216	4.51%	4459622	3594	99.92%	0.08%	0	0
Total	98940000	4463216	4.51%	4459622	3594	99.92%	0.08%	0	0

Percentage of votes cast in favour: 99.92%

Percentage of votes cast against: 0.08%



RESULTS:

As the number of votes casted in favour of the Resolution i.e. 99.92% is more than three times the number of votes cast against i.e. 0.08%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e. 99.92% is more than three times the number of votes cast against i.e. 0.08%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date for the announcement of results

Item no.8

Special Resolution pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force)

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	347	29	376
b)	Total number of votes casted	1806936	2656280	4463216
c)	Less: Invalid number of votes casted	0	210000	210000
d)	Valid number of votes casted (Net)	1806936	2446280	4253216
e)	Total number of votes with assent for the resolution	1804054	1473030	3277084
f)	Total number of votes with dissent for the resolution	2882	973250	976132

(i) Votes cast 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.

(ii) Summary of postal ballot:



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	No. of Invalid votes (8)	% of invalid votes (9)=[(8)/(2)]*100
Promoter and promoter group	67523832	0	0	0	0	0	0	0	0
Public institutional holders & Other Public	31416168	4253216	4.51%	3277084	976132	77.05%	22.95%	210000	4.9%
Total	98940000	4253216	4.51%	3277084	976132	77.05%	22.95%	210000	4.9%

Percentage of votes cast in favour: 77.05%

Percentage of votes cast against: 22.95%

RESULTS:-

As the number of votes casted in favour of the Resolution i.e. 77.05% is more than three times the number of votes cast against i.e. 22.95%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

CONCLUSION:

As the number of votes casted in favour of the Resolution i.e. 77.05% is more than three times the number of votes cast against i.e. 22.95%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as set out in the Notice of Postal Ballot dated 5th February, 2015 has been passed by the shareholders with requisite majority.

The Resolutions are deemed to be passed as on the date for the announcement of results.

I further report that as per the Postal Ballot Notice dated 5th February, 2015 and the Board Resolution dated 5th February, 2015 the Chairman or Company Secretary duly authorized in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein by 8th May, 2015 as intimated to the Stock Exchange(s). The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.ace-cranes.com and on the website of Karvy Computershare Private Limited on passing of the resolutions and shall also be communicated to the Stock Exchanges.

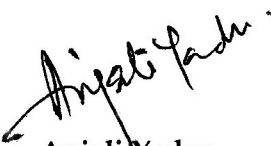
I further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014 the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from Karvy Computershare Private Limited, the System Provider for the e-voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/DP ID / Client ID, number of shares held, number of share voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman or any other person authorized approves and signs the minutes of the meeting.

Further to report that one of the shareholder has cast its vote electronically and later on also cast the vote by means of Postal Ballot. However pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014 *"During the E-Voting period shareholders of the company holding shares either in physical form or in dematerialized form as on the record date may cast their vote electronically. Provide that once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently."* In view of the same votes cast through E-Voting has been considered by us as **VALID VOTE.**

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

Thanking You
Yours faithfully

**For Anjali Yadav & Associates
Company Secretaries**


Anjali Yadav
(Prop.)
C.P. No.: 7257



Place: Palwal
Date: 8th May, 2015