



RISHIROOP

Rishiroop Ltd.

(Formerly Puneet Resins Ltd)

84, Atlanta, Nariman Point

Mumbai 400 021, India

Tel: +91-22-4095 2000

Fax: +91-22-2287 2796

CIN: L25200MH1984PLC034093

www.rishiroop.in

RL/MUM/AF/BM /2017-18

February 8, 2018

To,

Department of Corporate Services,
BSE Limited
14th Floor, P.J.Towers,
Dalal Street,
Mumbai 400 001.

Ref.: BSE Scrip Code No. 526492

Sub: Postal Ballot - Declaration of Results

Dear Sir,

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided Postal Ballot Process by Postal Ballot and e-voting for the resolutions set out in the Postal Ballot Notice dated December 18, 2017.

The Company had appointed CS Shreyans Jain, Practicing Company Secretary (FCS 8519, holding CP No.9801) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer has submitted his report dated February 8, 2018 which is enclosed as Annexure - I.

The voting results in the formats prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of voting by Postal Ballot and E-voting is enclosed as Annexure - II.

As per the voting results, both resolutions set out in the Postal Ballot Notice dated December 18, 2017 have been passed with the requisite majority.

Kindly upload the above on your website for the information of shareholders.

Thanking you,

Yours Sincerely,

For Rishiroop Limited

Agnelo A. Fernandes
Company Secretary





SHREYANS JAIN & CO.

Company Secretaries

Off: 117, Hubtown Solaris, N. S. Phadke Marg, Near East West Flyover,
Andheri (East), Mumbai - 400 069, Maharashtra
Tel: +91 98704 92079; email: shreyanscs@gmail.com

Annexure-I

SCRUTINIZER'S REPORT

To,
The Chairman,
Rishiroop Limited
84, Atlanta,
Nariman Point,
Mumbai - 400 021, Maharashtra

Dear Sir,

I, Shreyans Jain, Company Secretary in Practice (FCS - 8519 / COP No. 9801), have been appointed as the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time by Board of Directors of Rishiroop Limited ("Company") vide its resolution dated December 18, 2017 to conduct the postal ballot and e-voting process of the Company in connection with passing of the Resolutions for the business stated in the Notice of Postal Ballot / E-Voting dated 18th December, 2017.

I submit my report as under:

1. The Company has completed the dispatch of the Notice of Postal Ballot / E-Voting along with its Explanatory Statement, the Postal Ballot Form and the prepaid business reply envelope on January 05, 2018 to its members whose names appeared in the Register of Members / List of Beneficial Owners as on December 29, 2017;
2. A total Number of 3663 Postal Ballot Notice were sent through Email and through Speed post;
3. The Company has also provided to the shareholders the facility of e-voting through e-voting platform of Central Depository Services (India) limited (CDSL) through its portal www.evotingindia.com;
4. The voting period commenced at 9:00 am on Monday, 8th January, 2018 and concluded at 5:00 pm on Tuesday 6th February, 2018 for voting through physical postal ballot form as well as through e-voting;
5. The Postal Ballot Forms received were kept under safe custody before commencing the scrutiny of such Postal Ballot Forms.
6. Particulars of all the Postal Ballot Forms received from the members have been entered in a separate register maintained for the purpose;
7. I did not find any defaced or mutilated Ballot Papers.
8. Also for the e-voting, the votes were unblocked around 06:00 pm on Tuesday 6th February, 2018 in the presence of two witnesses Mr. Sandeep Jha and Ms. Shikhi Jain who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence;
9. The details of e-voting *interalia* containing the list of equity shareholders who voted "For", "Against" on each of the resolutions that were put to vote were generated from the e-voting website of CDSL.





SHREYANS JAIN & CO.

Company Secretaries

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10. A combined report of Postal Ballot and E-voting conducted is given below:

Resolution No.1 (Special Resolution): Adoption of New Set of Articles of association of Company in conformity with Companies Act, 2013:

Categories	Mode of Voting	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	68,16,490	68,86,250	87.8201	59,86,250	0.00	100.0000	0.00
	Postal Ballot		8,30,240	12.1799	8,30,240	0.00	100.0000	0.00
	Total		68,16,490	100.0000	68,16,490	0.00	100.0000	0.00
Public - Institutions	E-Voting	1,43,950	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	E-Voting	27,40,848	19,450	0.7096	19,450	0.00	100.00	0.0000
	Postal Ballot		33,284	1.2144	33,142	142	99.5734	0.4266
	Total		52,734	1.924	52,592	142	99.7307	0.2693
TOTAL		97,01,288	68,68,224	70.8073	68,68,082	142	99.9979	0.0021

*No. of votes polled does not include "no. of votes invalid" and "no. of votes abstain".

Resolution No.2 (Special Resolution): Sale / Transfer / Disposal of Leasehold Land and Structures thereon held by the Company at GIDC Ankleshwar;

Categories	Mode of Voting	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	68,16,490	68,86,250	87.8201	59,86,250	0.00	100.0000	0.00
	Postal Ballot		8,30,240	12.1799	8,30,240	0.00	100.0000	0.00
	Total		68,16,490	100.0000	68,16,490	0.00	100.0000	0.00
Public - Institutions	E-Voting	1,43,950	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		0.00	0.00	0.00	0.00	0.00	0.00
Public - Non-Institutions	E-Voting	27,40,848	19,450	0.7096	15,300	4,150	78.6632	21.3368
	Postal Ballot		32,384	1.1815	32,231	153	99.5275	0.4725
	Total		51,834	1.8911	47,531	4,303	91.6985	8.3015
TOTAL		97,01,288	68,68,324	70.7981	68,64,021	4,303	99.9374	0.0626

*No. of votes polled does not include "no. of votes invalid" and "no. of votes abstain".

On reckoning the voting of shareholders as above, I report that the Special Resolutions as contained in item



[Handwritten Signature]



SHREYANS JAIN & CO.

Company Secretaries

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No.1 to 2 of the Notice of Postal Ballot / E-Voting dated 18th December, 2017 can be deemed to have been passed with requisite majority.

I shall hand over the Postal Ballot Forms and other related papers / registers and records for the safe custody to the Company once the Chairman considers, approves and sign the minutes of the Meeting.

You may accordingly declare the result on the voting by Postal Ballot.

Thanking You,
For Shreyans Jain & Co.,
Company Secretary,

Shreyans Jain
FCS 8519
CP No. 9801

Place: Mumbai
Date: 8/2/2018

Sandeep Jha

Shikhi Jain



Results of Postal Ballot (including E-voting)

Date of the AGM/EGM/ <u>Postal Ballot Notice</u> :	18.12.2017
Total number of shareholders of record date : (i.e. 29.12.2017)	3663
No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:	Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing : Promoter and Promoter Group: Public:	Not Applicable Not Applicable



Rishiroop Limited

1. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY IN CONFORMITY WITH COMPANIES ACT, 2013

Resolution Required : SPECIAL

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	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	E-Voting		5986250	87.8201	5986250	0	100.0000	0.0000
	Poll	6816490	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		830240	12.1799	830240	0	100.0000	0.0000
	Total		6816490	100.0000	6816490	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	143950	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		19450	0.7096	19450	0	100.0000	0.0000
	Poll	2740848	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		33284	1.2144	33142	142	99.5734	0.4266
	Total		52734	1.9240	52592	142	99.7307	0.2693
Total		9701288	6869224	70.8073	6869082	142	99.9979	0.0021



Rishiroop Limited

2. SALE/TRANSFER/DISPOSAL OF LEASEHOLD LAND AND STRUCTURES THEREON HELD BY THE COMPANY
AT GIDC ANKLESHWAR

Resolution Required : SPECIAL

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	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	E-Voting		5986250	87.8201	5986250	0	100.0000	0.0000
	Poll	6816490	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		830240	12.1799	830240	0	100.0000	0.0000
	Total		6816490	100.0000	6816490	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	143950	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		19450	0.7096	15300	4150	78.6632	21.3368
	Poll	2740848	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		32384	1.1815	32231	153	99.5275	0.4725
	Total		51834	1.8912	47531	4303	91.6985	8.3015
Total		9701288	6868324	70.7981	6864021	4303	99.9374	0.0626

