

Dear Members,

A Postal Ballot was organized for considering an Ordinary Resolution and Special Resolution for the following matters:

- (a) Reclassification of the authorised share capital of the Company.
- (b) Alteration in Capital clause of Memorandum of Association of the Company.
- (c) Alteration in Article No. 3 of the Articles of Association of the Company.
- (d) Placement of further shares as per SEBI (DIP) Guidelines to Qualified Institutional Buyers (QIP).
- (e) To make investment/ give loan / provide guarantee/ security to overseas subsidiary companies.
- (f) To create mortgages / charges in favour of Banks.

Therefore, your directors have proposed Ordinary Resolution and Special Resolution under section 94, 16, 31, 81(1A), 372A and 293(1)(a) of the Companies Act, 1956 to authorize the Board of Directors of the Company as prescribed in the said Section as stated in the Company's notice dated 30<sup>th</sup> June 2009.

The dispatch of Postal Ballot papers accompanied by explanatory statement, notice and business reply envelope to all the members of the Company was completed on 10<sup>th</sup> July 2009. The last date for receipt of Ballot Papers at the Corporate Office of the Company was 11<sup>th</sup> August 2009. The Company had appointed M/s Pramod S. Shah & Associates, Practising Company Secretaries as Scrutinizers and on the basis of their report, I hereby declare the result of Postal Ballot as follows:



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## REPORT

Sr. No.	Particulars							Results
1.	Total Number of Shareholders as on July 3, 2009							37981
2.	Total Shareholders to whom postal ballots sent							37981
3.	Total Number of Postal Ballot Forms received							177
4.	Total Shareholders and Total Votes exercised through postal ballot							
	In Favour			Against			Invalid	
Particulars	No. of Postal Ballot Forms	No. of Votes in favour	%	No. of Postal Ballot Forms	No. of Votes Against	%	No. of Votes Invalid	Total Number of Shares (in terms of number of voting rights/ shares through postal ballots)
Resolution Number One	155	106443987	97.87	15	13580	0.012	1963452	108421019
Resolution Number Two	155	106444017	97.87	15	13550	0.012	1963452	108421019
Resolution Number Three	155	106443337	97.87	14	13620	0.012	1963452	108420409
Resolution Number Four	148	106108222	97.56	21	294636	0.27	1963452	108366310
Resolution Number Five	149	106442027	97.87	22	70249	0.065	1963452	108475728
Resolution Number Six	146	106441332	97.87	24	16235	0.015	1963452	108421019
5.	Invalid postal ballots							
	Number of Shareholders							17
	Percentage							9.60

Accordingly, considering the votes polled in favour of the resolutions, I hereby declare that all the above Special and Ordinary Resolutions have been passed by the requisite majority.

Thanking you,

**For S. Kumars Nationwide Limited**



**Dr. A. C. Shah**

**Chairman**



**Time:** 4.00 p.m.

**Place:** Avadhesh Parisar, Shree Ram Mills Premises, G. K. Marg, Worli, Mumbai 400 018

**Date:** 12<sup>th</sup> August 2009