



INDUSTRIAL ENTERPRISES LTD.



Regd. & Admn. Office : Focal Point, Ludhiana - 141 010. (INDIA)
Phones : 0091-161-2672590 to 91, 5064200 Fax : 0091-161-2674072, 5083213
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NIEL:SCY: 2015:

Dated: 30.03.2015

BSE Limited
Corporate Relationship Deptt.
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, MUMBAI 4000001

SUB: COMPLIANCE OF CLAUSE 35A OF THE LISTING AGREEMENT

Dear Sir,

Pursuant to the provisions of clause 35A of the Listing Agreement, we are enclosing herewith agenda wise list of the resolution(s) passed through Postal Ballot, as per **Annexure I.**

Report of scrutinizer dated 28.03.2015 is enclosed as **Annexure –II.**

You are requested to take the same on record.

Thanking you,

**Yours faithfully,
For NAHAR INDUSTRIAL ENTERPRISES LIMITED**


**MUKESH SOOD
COMPANY SECRETARY**

Encl: As above

**CC TO : National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East MUMBAI 400051**

Details of the Agenda:

Item No. 1: Approval of Shareholders under Section 4 & 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, for alteration of Object Clause of the Memorandum of Association of the Company.

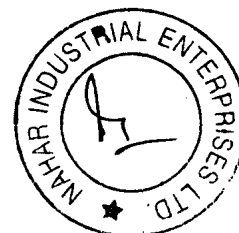
Resolution required : Special
 Mode of Voting : E-Voting & Postal Ballot
 Voting Results : Resolution passed by requisite majority

Promoter/Public	No. of Shares held	No. of Shares Polled	% of votes polled on outstanding shares $3 = (2/1 \times 100)$	No. of votes - In favour	No. of Votes - Against	% of votes in favour on votes polled $6 = (4/2 \times 100)$	% of votes against on votes polled $7 = (5/2 \times 100)$
	1	2		4	5		
Promoter and Promoter Group	27139201	27139171	100.00	27139171	0	100.00	0
Public - Institutional Holder	196562	30690	15.61	30690	0	100.00	0
Public - Other	12499378	317223	2.54	317108	115	99.96	0.04
TOTAL	39835141	27487084	69.00	27486969	115	100.00	0.00

Item No. 2: Approval of Shareholder under Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, for alteration of liability clause of the Memorandum of Association of the Company.

Resolution required : Special
 Mode of Voting : E-Voting & Postal Ballot
 Voting Results : Resolution passed by requisite majority

Promoter/Public	No. of Shares held	No. of Shares Polled	% of votes polled on outstanding shares $3 = (2/1 \times 100)$	No. of votes - In favour	No. of Votes - Against	% of votes in favour on votes polled $6 = (4/2 \times 100)$	% of votes against on votes polled $7 = (5/2 \times 100)$
	1	2		4	5		
Promoter and Promoter Group	27139201	27139171	100.00	27139171	0	100.00	0
Public - Institutional Holder	196562	30690	15.61	30690	0	100.00	0
Public - Other	12499378	317223	2.54	316971	252	99.92	0.08
TOTAL	39835141	27487084	69.00	27486832	252	100.00	0.00



Item No. 3: Approval of Shareholder under Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, for alteration of capital clause of the Memorandum of Association of the Company.

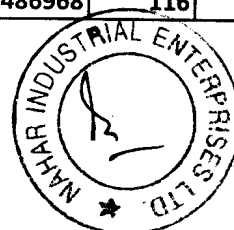
Resolution required : **Special**
Mode of Voting : **E-Voting & Postal Ballot**
Voting Results : **Resolution passed by requisite majority**

Promoter/Public	No. of Shares held	No. of Shares Polled	% of votes polled on outstanding shares $3 = (2/1 \times 100)$	No. of votes - In favour	No. of Votes - Against	% of votes in favour on votes polled $6 = (4/2 \times 100)$	% of votes against on votes polled $7 = (5/2 \times 100)$
	1	2		4	5		
Promoter and Promoter Group	27139201	27139171	100.00	27139171	0	100.00	0
Public - Institutional Holder	196562	30690	15.61	30690	0	100.00	0
Public - Other	12499378	317223	2.54	316970	253	99.92	0.08
TOTAL	39835141	27487084	69.00	27486831	253	100.00	0.00

Item No. 4: Approval of Shareholder under Section 14 of the Companies Act, 2013 for adoption of new set of Articles of Association of the Company by replacing all the existing regulations with the new regulations.

Resolution required : **Special**
Mode of Voting : **E-Voting & Postal Ballot**
Voting Results : **Resolution passed by requisite majority**

Promoter/Public	No. of Shares held	No. of Shares Polled	% of votes polled on outstanding shares $3 = (2/1 \times 100)$	No. of votes - In favour	No. of Votes - Against	% of votes in favour on votes polled $6 = (4/2 \times 100)$	% of votes against on votes polled $7 = (5/2 \times 100)$
	1	2		4	5		
Promoter and Promoter Group	27139201	27139171	100.00	27139171	0	100.00	0
Public - Institutional Holder	196562	30690	15.61	30690	0	100.00	0
Public - Other	12499378	317223	2.54	317107	116	99.96	0.04
TOTAL	39835141	27487084	69.00	27486968	116	100.00	0.00



Item No. 5: Approval of Shareholder under Section 188 of the Companies Act, 2013.

Resolution required : **Special**

Mode of Voting : **E-Voting & Postal Ballot**

Voting Results : **Resolution passed by requisite majority**

Promoter/Public	No. of Shares held	No. of Shares Polled	% of votes polled on outstanding shares $3 = (2/1 \times 100)$	No. of votes - In favour	No. of Votes - Against	% of votes in favour on votes polled $6 = (4/2 \times 100)$	% of votes against on votes polled $7 = (5/2 \times 100)$
	1	2		4	5		
Promoter and Promoter Group	27139201	27139171	100.00	27139171	0	100.00	0
Public - Institutional Holder	196562	30690	15.61	30690	0	100.00	0
Public - Other	12499378	317223	2.54	8514	308709	2.68	97.32
TOTAL	39835141	27487084	69.00	27178375	308709	98.88	1.12



P.S. Bathla & Associates
Company Secretaries
 S.C.O. 6, 3rd Floor,
 Feroze Gandhi Market, Ludhiana 141001
 Phone No.: 2772759, 2771100
 Email: bathla7@gmail.com, bathlaps@rediffmail.com

Report of Scrutinizer

[Pursuant to rule section 110 of the Companies Act, 2013 and rule 22(9)
 Of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Nahar Industrial Enterprises Limited
Focal Point, Ludhiana – 141010, Punjab, India

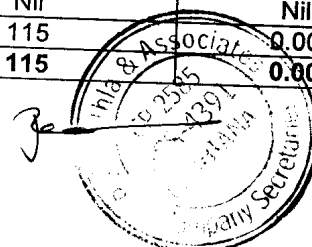
Dear Sir,

I, P. S. Bathla, Practising Company Secretary, at SCO 6, 3rd Floor, Feroze Gandhi Market, Ludhiana 141001 appointed as Scrutinizer by the Board of Directors of Nahar Industrial Enterprises Limited (The Company) (CIN: L15143PB1983PLC018321), for the purpose of scrutinizing Postal Ballot including e-voting process in a fair and transparent manner in respect of resolution(s) stated in the notice of the Postal Ballot dated 14.02.2015 proposed to be passed by the equity shareholders of the Company, submit our report as under:-

- 1 The Postal Ballot Notice dated 14.02.2015 was dispatched to the shareholders by the prescribed mode and the Advertisement was published on 27.02.2015 pursuant to rule 22(3) of the Companies (Management and Administration) Rules, 2014.
- 2 The equity shareholders holding shares as on 14.02.2015 "Cut off Date" were entitled to vote on the resolution stated in the notice of the Postal Ballot.
- 3 The voting commenced on 26.02.2015 (9.00 a.m. onwards) and ended on 27.03.2015 (6.00 p.m.) for physical ballots as well as e-voting. The e-voting facility was provided by Central Depository Services (I) Limited (CDSL). The votes were unlocked around 6.30 p.m. on 27.03.2015 in the presence of Ms. Richa and Ms. Meenu.
- 4 The Postal Ballot Papers received were scrutinized and reconciled with the records maintained by the Company/Registrar and Transfer Agent and the authorization lodged with the Company.
- 5 The Ballot Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 6 The result of the voting (e-voting and postal ballot) is as under:

Total Number of Votes Cast : 83
 Total Votes Cast : 27487084
 Incomplete Postal Ballots : 14

Item No. 1.	Special Resolution under Section 4 & 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, for alteration of Object Clause of the Memorandum of Association of the Company.			
(i)	Voted in favor of the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	12	9676532	35.20
	Postal Ballot	69	17810437	64.80
	Total	81	27486969	100.00
(ii)	Voted against the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	Nil	Nil	Nil
	Postal Ballot	2	115	0.00
	Total	2	115	0.00



Item No. 2.	Special Resolution under Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, for alteration of liability clause of the Memorandum of Association of the Company.		
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(i)	Voted in favor of the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	12	9676532	35.20
	Postal Ballot	68	17810300	64.80
	Total	80	27486832	100.00

(ii)	Voted against the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	Nil	Nil	Nil
	Postal Ballot	3	252	0.00
	Total	3	252	0.00

Item No. 3.	Special Resolution under Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, for alteration of capital clause of the Memorandum of Association of the Company.		
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(i)	Voted in favor of the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	11	9676531	35.20
	Postal Ballot	68	17810300	64.80
	Total	79	27486831	100.00

(ii)	Voted against the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	1	1	0.00
	Postal Ballot	3	252	0.00
	Total	4	253	0.00

Item No. 4.	Special Resolution under Section 14 of the Companies Act, 2013 for adoption of new set of Articles of Association of the Company by replacing all the existing regulations with the new regulations.		
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(i)	Voted in favor of the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	11	9676531	35.20
	Postal Ballot	69	17810437	64.80
	Total	80	27486968	100.00

(ii)	Voted against the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	1	1	0.00
	Postal Ballot	2	115	0.00
	Total	3	116	0.00

Item No. 5	Special Resolution under Section 188 of the Companies Act, 2013 for entering into Agreement/ Contracts/ Transaction with related parties.		
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(i)	Voted in favor of the resolution:			
	Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
	E-voting	7	9368125	34.08
	Postal Ballot	67	17810250	64.80
	Total	74	27178375	98.88



(ii)	Voted against the resolution:		
	Particulars	Number of members	Number of votes cast by them
	E-voting	5	308407
	Postal Ballot	4	302
	Total	9	308709
			% of total number of valid votes cast
			1.12
			0.00
			1.12

7. The Postal Ballot Papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
 For P S Bathla & Associates,
 Company Secretaries

 P.S. Bathla
 Membership No.: 4391
 CP No.: 2585

Place : Ludhiana
 Dated : 28.03.2015