

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Regd. Off : 303/4/5, A to Z Industrial Premises, G. K. Marg, Lower Parel (W),
Mumbai - 400013 (India)

CIN NO. L72200MH1984PLC094539

21st September, 2016

To
The Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd
Vibgyor Towers, 4th Floor,
Plot No.C-62, G- Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400098
Symbol: PQIF

To
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata 700001
Scrip Code: 29267

Subject: Voting Results of 32nd Annual General Meeting of the Shareholders of the Company

Dear Sir,

Please find enclosed the voting results of the 32nd Annual General Meeting of the Shareholders of the Company held on 19th September, 2016, as per the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizers Report thereon.

Based on the report of the Scrutinizers, all the resolutions mentioned in the Notice of AGM has been duly approved by the shareholders with requisite majority.

This is for your information and records.

Thanking You,

Yours Truly,

For Polo Queen Industrial and Fintech Limited

Namrata
Namrata Vanamala
Company Secretary



Encl: As Above

Tel: (Off) 24935421 (4 Lines) 66615901 Fax: (91-22) 24935420 / 66615900

E-mail: info@poloqueen.com

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED - VOTING RESULTS

[Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| | |
|---|----------------------------------|
| Date of AGM/EGM | 19 th September, 2016 |
| Total Number of shareholders on record date on 12 th September, 2016 | 286 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public: | 16 12 |
| No. of Shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public: | Not Applicable |

AGENDA- WISE DISCLOSURE

AGENDA 1

- I. To receive, consider and adopt the Balance Sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.

| Resolution required: (Ordinary/ Special) | | : Ordinary Resolution | | | | | | |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| 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 | 50308102 | 45365352 | 90.18 | 45365352 | 0.00 | 100.00 | 0.00 |
| | Poll | | 16850 | 0.03 | 16850 | 0.00 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 50308102 | 45382202 | 90.21 | 45382202 | 0.00 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100.00 | 0.00 |
| Public Non-Institutions | E-Voting | 4371403 | 33200 | 0.76 | 33200 | 0.00 | 100 | 0.00 |
| | Poll | | 273678 | 6.26 | 273678 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 4371403 | 306878 | 7.02 | 306878 | 0.00 | 0.00 | 0.00 |
| Total | | 67150000 | 54516030 | 81.19 | 54516030 | 0.00 | 100.00 | 0.00 |





AGENDA 2

II. To appoint a Director in place of Mr. Rahul Kumar Sanghai (holding DIN 00181745), who retires by rotation and being eligible, offers himself for reappointment.

| Resolution required: (Ordinary/ Special) : Ordinary Resolution | | | | | | | | |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? : No | | | | | | | | |
| Category | 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 and Promoter Group | E-Voting | 50308102 | 45365352 | 90.18 | 45365352 | 0.00 | 100.00 | 0.00 |
| | Poll | | 16850 | 0.03 | 16850 | 0.00 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 50308102 | 45382202 | 90.21 | 45382202 | 0.00 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100.00 | 0.00 |
| Public Non-Institutions | E-Voting | 4371403 | 33200 | 0.76 | 33200 | 0.00 | 100 | 0.00 |
| | Poll | | 273678 | 6.26 | 273678 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 4371403 | 306878 | 7.02 | 306878 | 0.00 | 0.00 | 0.00 |
| Total | | 67150000 | 54516030 | 81.19 | 54516030 | 0.00 | 100.00 | 0.00 |





AGENDA 3

III. To appoint a Director in place of Mr. Udit P. Sanghai (holding DIN 06725206), who retires by rotation and being eligible, offers himself for re-appointment.

| Resolution required: (Ordinary/ Special) | | : Ordinary Resolution | | | | | | |
|---|----------------|-----------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | : No | | | | | | |
| Category | 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 and Promoter Group | E-Voting | 50308102 | 45365352 | 90.18 | 45365352 | 0.00 | 100.00 | 0.00 |
| | Poll | | 16850 | 0.03 | 16850 | 0.00 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 50308102 | 45382202 | 90.21 | 45382202 | 0.00 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100.00 | 0.00 |
| Public Non-Institutions | E-Voting | 4371403 | 33200 | 0.76 | 33200 | 0.00 | 100 | 0.00 |
| | Poll | | 273678 | 6.26 | 273678 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 4371403 | 306878 | 7.02 | 306878 | 0.00 | 0.00 | 0.00 |
| Total | | 67150000 | 54516030 | 81.19 | 54516030 | 0.00 | 100.00 | 0.00 |



AGENDA 4

IV. To appoint M/s N. K. Jalan & Co., Chartered Accountants, as Statutory Auditors and to fix their remuneration

| Resolution required: (Ordinary/ Special) | | : Ordinary Resolution | | | | | | |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| 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 | 50308102 | 45365352 | 90.18 | 45365352 | 0.00 | 100.00 | 0.00 |
| | Poll | | 16850 | 0.03 | 16850 | 0.00 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 50308102 | 45382202 | 90.21 | 45382202 | 0.00 | 100.00 | 0.00 |
| Public Institutions | E-Voting | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100.00 | 0.00 |
| Public Non-Institutions | E-Voting | 4371403 | 33200 | 0.76 | 33200 | 0.00 | 100 | 0.00 |
| | Poll | | 273678 | 6.26 | 273678 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 4371403 | 306878 | 7.02 | 306878 | 0.00 | 0.00 | 0.00 |
| Total | | 67150000 | 54516030 | 81.19 | 54516030 | 0.00 | 100.00 | 0.00 |



AGENDA 5

V. Appointment of Ms. Shobita Kadan as Independent Director for a term of 5 years

| Resolution required: (Ordinary/ Special) | | : Ordinary Resolution | | | | | | |
|---|----------------|-----------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | : No | | | | | | |
| Category | 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 and Promoter Group | E-Voting | 50308102 | 45365352 | 90.18 | 45365352 | 0.00 | 100.00 | 0.00 |
| | Poll | | 16850 | 0.03 | 16850 | 0.00 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 50308102 | 45382202 | 90.21 | 45382202 | 0.00 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100.00 | 0.00 |
| Public Non-Institutions | E-Voting | 4371403 | 33200 | 0.76 | 33200 | 0.00 | 100 | 0.00 |
| | Poll | | 273678 | 6.26 | 273678 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 4371403 | 306878 | 7.02 | 306878 | 0.00 | 0.00 | 0.00 |
| Total | | 67150000 | 54516030 | 81.19 | 54516030 | 0.00 | 100.00 | 0.00 |





AGENDA 6

VI. Re appointment of Mr. Udit P. Sanghai as a Whole Time Director for a term of 3 years commencing from 1st January, 2017

| Resolution required: (Ordinary/ Special) | | : Special Resolution | | | | | | |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| 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 | 50308102 | 45365352 | 90.18 | 45365352 | 0.00 | 100.00 | 0.00 |
| | Poll | | 16850 | 0.03 | 16850 | 0.00 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 50308102 | 45382202 | 90.21 | 45382202 | 0.00 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100.00 | 0.00 |
| Public Non-Institutions | E-Voting | 4371403 | 33200 | 0.76 | 33200 | 0.00 | 100 | 0.00 |
| | Poll | | 273678 | 6.26 | 273678 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 4371403 | 306878 | 7.02 | 306878 | 0.00 | 0.00 | 0.00 |
| Total | | 67150000 | 54516030 | 81.19 | 54516030 | 0.00 | 100.00 | 0.00 |



AGENDA 7

VII. Re appointment of Mr. Umesh Agarwal as a Whole Time Director for a term of 3 years commencing from 1st April, 2017

| Resolution required: (Ordinary/ Special) | | : Special Resolution | | | | | | |
|---|----------------|----------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | : No | | | | | | |
| Category | 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 and Promoter Group | E-Voting | 50308102 | 45365352 | 90.18 | 45365352 | 0.00 | 100.00 | 0.00 |
| | Poll | | 16850 | 0.03 | 16850 | 0.00 | 100.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 50308102 | 45382202 | 90.21 | 45382202 | 0.00 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 12470495 | 8826950 | 70.78 | 8826950 | 0.00 | 100.00 | 0.00 |
| Public Non-Institutions | E-Voting | 4371403 | 33200 | 0.76 | 33200 | 0.00 | 100 | 0.00 |
| | Poll | | 273678 | 6.26 | 273678 | 0.00 | 0.00 | 0.00 |
| | Postal Ballot | | 0 | 0.00 | 0 | 0.00 | 0.00 | 0.00 |
| | Total | 4371403 | 306878 | 7.02 | 306878 | 0.00 | 0.00 | 0.00 |
| Total | | 67150000 | 54516030 | 81.19 | 54516030 | 0.00 | 100.00 | 0.00 |



Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman
POLO QUEEN INDUSTRIAL AND FINTECH LIMITED
305 A to Z Industrial Estate,
G. K. Marg, Lower Parel,
Mumbai 400 013

Dear Sir,

Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of section 108 and section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014

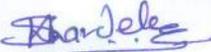
I, Mrs. Grishma Khandwala, Company Secretary in Practice was appointed as a scrutinizer of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED pursuant to section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of the Companies Act, 2013 on the below mentioned resolutions. I submit my report as under:

1. The e-voting period remained open from 16th September, 2016 (9.00 a.m.) to 18th September, 2016 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 12th September, 2016 were entitled to vote on the proposed resolutions (Item Nos.1 to 7) as set out in the Notice of 32nd Annual General Meeting (AGM) of Polo Queen Industrial and Fintech Limited).

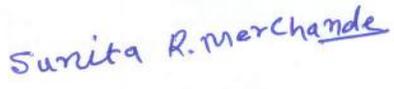


Grishma Khandwala

3. The votes were unblocked on 19th September, 2016 after 5.00 p.m. in the presence of two witnesses, Mr. Santosh B. Khandekar (Room No. 104, 1st Floor, Amrutdham C.H.S., Yogidham, Kalyan (w) Thane – 421301) and Mrs. Sunita R. Merchande (Pushpak Apartments, Altamount Road, Mumbai – 400 026) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: 

Name: Santosh B. Khandekar

Signature: 

Name: Sunita R. Merchande

4. Thereafter the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of www.evotingindia.co.in.
5. The total number of Ballots (E-voting and Physical) received were 39 for 54516030 votes.
6. The results of the e-voting and poll are as under:

| Item No. of Notice | Particulars of business | Votes in favour of the resolution | | Votes against the resolution | | Invalid Votes |
|--|-------------------------|-----------------------------------|-------|------------------------------|-------|---------------|
| | | Nos. | % age | Nos. | % age | |
| Ordinary Resolution Item No. 1 Adoption of Audited Financial Statements alongwith Reports of Board of Directors and Auditors thereon for the year ended 31 st March, 2016 | E-voting | 54225502 | 100% | 0 | 0 | 0 |
| | Poll | 290528 | 100% | 0 | 0 | 0 |
| | Total | 54516030 | 100% | 0 | 0 | 0 |
| Ordinary Resolution Item No.2 Re-appointment of Mr. Rahul Kumar Sanghai as a Director, who retires by rotation | E-voting | 54225502 | 100% | 0 | 0 | 0 |
| | Poll | 290528 | 100% | 0 | 0 | 0 |
| | Total | 54516030 | 100% | 0 | 0 | 0 |
| Ordinary Resolution Item No.3 Re-appointment of Mr. Udit Sanghai as a Director, who retires by rotation | E-voting | 54225502 | 100% | 0 | 0 | 0 |
| | Poll | 290528 | 100% | 0 | 0 | 0 |
| | Total | 54516030 | 100% | 0 | 0 | 0 |



Grishma Khandwala

| | | | | | | |
|---|----------|----------|------|---|---|---|
| Ordinary Resolution Item No. 4 Ratification of appointment of M/s. N.K. Jalan & Co., Chartered Accountant as Auditors of the Company. | E-voting | 54225502 | 100% | 0 | 0 | 0 |
| | Poll | 290528 | 100% | 0 | 0 | 0 |
| | Total | 54516030 | 100% | 0 | 0 | 0 |
| Ordinary Resolution Item No.5 Appointment of Ms. Shobita Kadan as Independent Director for a term of 5 years | E-voting | 54225502 | 100% | 0 | 0 | 0 |
| | Poll | 290528 | 100% | 0 | 0 | 0 |
| | Total | 54516030 | 100% | 0 | 0 | 0 |
| Special Resolution Item No.6 Re- appointment of Mr. Udit Sanghai as a Whole Time Director for a term of 3 years commencing from 1 st January, 2017 | E-voting | 54225502 | 100% | 0 | 0 | 0 |
| | Poll | 290528 | 100% | 0 | 0 | 0 |
| | Total | 54516030 | 100% | 0 | 0 | 0 |
| Special Resolution Item No.7 Re- appointment of Mr. Umesh Agarwal as a Whole Time Director for a term of 3 years commencing from 1 st April, 2017 | E-voting | 54225502 | 100% | 0 | 0 | 0 |
| | Poll | 290528 | 100% | 0 | 0 | 0 |
| | Total | 54516030 | 100% | 0 | 0 | 0 |

7. The electronic data and all other relevant records relating to electronic voting is under my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully



GRISHMA KHANDWALA
Company Secretary
ACS No. 6515
C.P. No. 1500

Place : Mumbai

Date: 20th September, 2016