

Trading House recognised by Govt. of India

Scrip Code: 532038

26th April, 2013

The Department of Corporate Services Bombay Stock Exchange Limited 25th Floor, P.J. Towers, Mumbai – 400 001

Subject:- Submission of outcome of Postal Ballot pursuant to Clause 35A of Listing Agreement

Ref:- Capitalisation of Reserves for Issue of Bonus Shares

Respected Sir/Madam,

In terms of Section 192A of the Companies Act, 1956, read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Ordinary Resolution through Postal Ballot Notice of the Company dated 21.03.2013 for Capitalisation of Reserves for issue of Bonus Shares was dispatched alongwith Postal Ballot Form with self addressed pre-paid envelops on 25.03.2013. The extract of the resolution is given in Annexure hereto. These Postal Ballot forms were to be returned by the members to Scrutinizer on or before 25.04.2013.

As required under Section 192A of the Companies Act, 1956, read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Mrs. Deepti Aggarwal, Practicing Company Secretary, who was appointed as Scrutinizer, by the Board of Directors of the Company, has submitted the report on Postal Ballot.

Disclosure of postal ballots result as per Clause 35A of the Listing agreement is as following:

Date of Declaration of Postal Ballot Results: - 26th April, 2013

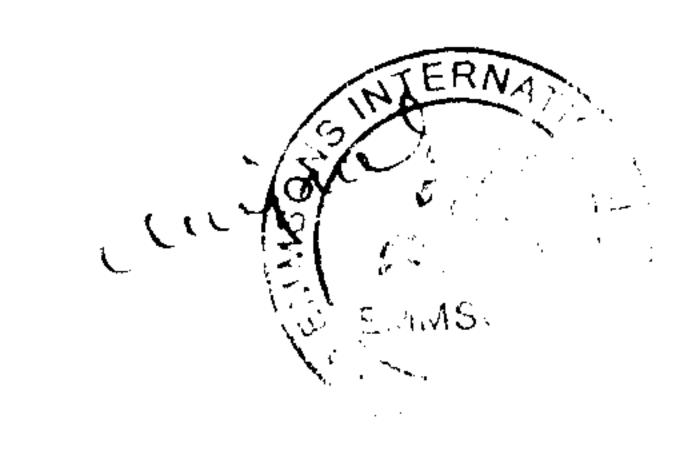
Total No. of shareholders as on Record date: 1501

No. of Shareholders present in the meeting either in person or through proxy:

Promoter and Promoter Group: N.A

Public

: N.A







No. of Shareholders attended the meeting through Video Conferencing:

Promoter and Promoter Group: N.A

Public

: N.A

Detail of Agenda: Capitalisation of Reserves for issue of Bonus Share:-

Resolution Required: (Ordinary/Special)

Mode of Voting (Show of Hands/Poll/Postal Ballot/E-Voting)

In case of Poll/Postal Ballot/E-Voting:

Promoter/ Public	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	3181972	3143772	98.80	3143772	0	100	0
Public – Institutional holders	Nil	N.A	N.A	N.A	N.A	N.A	N.A
Public-Others	2816048	374424*	13.30	372009	0	99.36	0
Total	5998020	3518196	58.66	3515781	0	99.93	0

*Includes 2415 invalid votes

Accordingly the Chairman has declared the Resolution as set out in Notice dated 21.03.2013 for Capitalisation of Reserves for issue of Bonus Shares, passed as Ordinary Resolution.

For Emmsons International Limited

Vinay Gujral

Company Secretary

Annexure

The extract of the ordinary resolution as under:-

CAPITALISATION OF RESERVES FOR ISSUE OF BONUS SHARES

"RESOLVED THAT

- In accordance with the applicable provisions of the Companies Act, 1956 or any amendment or a) re-enactment thereof, the provisions of Article 58 of Article of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to such other approvals, permissions and sanctions, as may be necessary from appropriate authorities, the recommendation of the Board and consent of the members be and is hereby accorded for capitalisation of a sum to the extent of Rs. 59,980,200 (Rupees Five Crore Ninety Nine Lacs Eighty Thousand Two Hundred Only) from the General Reserve and/or Share Premium Account and/or any Other Reserves permitted for the issue of Bonus Shares in the ratio of 1 (One) Equity Share of Rs. 10 each for every 1 (One) Equity Share of Rs. 10 each credited as fully paid up Equity Shares to the holders of the Equity Shares of the Company, whose name appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the "Record Date" to be determined by the Board of Directors (the "Board) which expression also include a Committee thereof for the purpose and that the Bonus Shares so distributed shall, for all purpose, be treated as an increase in the nominal amount in the capital of the Company held by such Member, and not as income;
- b) The Bonus Shares so issued/allotted shall be subject to the terms and conditions contained in the Memorandum and Article of the Company and shall rank parri passu in all respects with the existing fully paid up Equity Shares of the Company as at the Record date to be notified by the Company;
- c) The issue and allotment of the Bonus Shares to Non-Resident Members and/or other foreign investors shall be subject to the compliance under the applicable regulations under the Foreign Exchange Management Act, 1999, if required;
- That no letter of allotment shall be issued in respect of Bonus shares but in case of Members who hold Equity Shares (or opt to receive Bonus Shares) in dematerialized form, the Bonus shares to be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who holds Equity Shares in physical certificate form, the share certificates in respect of the Bonus be dispatched, within such time as prescribed by law and relevant authorities;
- For the purpose of giving effect to this Resolution and matters connected with or incidental to issuance and/or listing of Bonus Shares, the Board be and is hereby authorized to do all such acts/deeds, matters and things and give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute

discretion deem fit, and to delegate all or any of the powers herein vested in the Board to the Managing Director or Director or Company Secretary, to give effect to the aforesaid Resolution without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

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For Emmsons International Limited

or

Vinay Gujral

Company Secretary Coeling