



September 22, 2015

**BSE Limited  
P. J. Towers,  
Dalal Street,  
Mumbai – 400 001**

Dear Sir,

**Sub: Outcome / results of voting through remote e-voting and ballot conducted at the 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company**

The 30<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, September 21, 2015 at 4.50 p.m. at the SVENSKA Design Hotels, KAZA Banquets, SAB TV Road, Off Link Road, Andheri West, Mumbai – 400053.

As per the provision of the Companies Act, 2013, the rules made thereunder and the listing Agreement, the Company has provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 30<sup>th</sup> AGM.

In line with the provision of the Companies Act, 2013 voting was also conducted by means of ballot at the AGM for shareholders present at the AGM and who had not cast their vote in the remote e-voting.

The Chairman informed the shareholders that in reference to the resolution 8 of the Notice, the relevant date which was inadvertently mentioned as August 22, 2015 should be read as August 21, 2015 and to make a note of the same which was also posted on the website of the Company. After considering the changes the share holders have voted by way of ballot.

The Board of Directors has appointed M/s. Amit R. Dadheech & Associates, Practicing Company Secretary, as the Scrutinizer for the remote E-voting and also for the ballot at the meeting. The Scrutinizer had carried out the scrutiny of the votes cast by remote e-voting and by ballot at the meeting and submitted his consolidated report. The consolidated result as per the scrutinizer's Report is attached.

Accordingly all the resolutions as mentioned in the Notice of AGM dated August 26, 2015 has been passed with the requisite majority.

This communication is in compliance with clause 35A of the Listing Agreement.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

**For High Ground Enterprise Limited**

**Sandeep R. Arora  
Chairman & Managing Director  
DIN: 02587811**



**Outcome / Results of the 30<sup>th</sup> Annual General Meeting of High Ground Enterprise Limited:**

Date of AGM	September 21, 2015	
Total Number of shareholders on record date for ROM for e-voting (September 11, 2015)	3187	
No. of Shareholders present in the meeting either in person or through proxy:	<b>In Person</b>	<b>In Proxy</b>
Promoter	6	Nil
Public	18	Nil
No. of Shareholders attended the meeting through Video Conferencing:	<b>In Person</b>	<b>In Proxy</b>
Promoter	NIL	NIL
Public	NIL	NIL

**Resolution No. 1 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Adoption of Financial statements and report of the Board of Directors and Auditors thereon, for financial year ended March 31, 2015.
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favor on Votes polled (6)=[(4)/(2)]* 100	% of Votes against on Votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0



**Resolution No. 2 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Appointment of a Director in place of Mr. Sandeep R. Arora (DIN No. 02587811), who retires by rotation and being eligible, offers himself for re-appointment
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 3 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Declaration of Final dividend for the financial year ended March 31, 2015.
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0



**Resolution No. 4 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Appointment M/s. Jain Chowdhary & Co., (Firm Registration No. 113267W), as Chartered Accountants of the Company
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 5 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Appointment of Mr. Ajit K. Sharma (DIN: 03223934) as a Non Executive Independent Director
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0



**Resolution No. 6 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Appointment of Ms. Sonia Khenduja ( DIN- 06985629 ) as Non-Executive Independent Director
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 7 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Re-appointment of Mr. Sandeep R. Arora (DIN- 02587811) as Managing Director of the Company
Resolution Required	Special
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0



**Resolution No. 8 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Allotment of Equity shares on Preferential basis to Non-Promoter
Resolution Required	Special
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor on Votes polled	% of Votes against on Votes polled
	(1)	(2)	$(3)=[(2)/(1)] \times 100$	(4)	(5)	$(6)=[(4)/(2)] \times 100$	$(7)=[(5)/(2)] \times 100$
Promoter and Promoter Group	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**For High Ground Enterprise Limited**

**Chairman and Managing Director**





# Amit R. Dadheech & Associates

Company Secretaries

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

September 22, 2015

Mr. Sandeep Arora – Chairman & Managing Director  
High Ground Enterprise Limited  
Office No. 2, Om Heera Panna Mall,  
2nd Floor, Oshiwara, Andheri (West),  
Mumbai- 400053

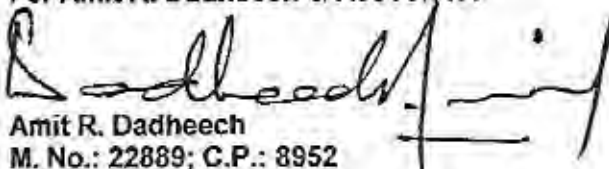
Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Voting by the Equity Shareholders at the Annual General Meeting (AGM) of the Company held on September 21, 2015 at SVENSKA Design Hotels, KAZA Banquets, SAB TV Road, Off Link Road, Andheri West, Mumbai 400053**

I, Amit R. Dadheech, Practicing Company Secretary, Mumbai was appointed as Scrutinizer by the Board of Directors of High Ground Enterprise Limited (the Company) for the purpose of the e-voting and voting taken place during the AGM on the resolutions as mentioned in the Annexure, at the AGM of the Equity Shareholders of the Company, held on September 21, 2015 at 4.50 p.m. at SVENSKA Design Hotels, KAZA Banquets, SAB TV Road, Off Link Road, Andheri West, Mumbai 400053, hereby submits my report as under:

1. After the time fixed for closing of the Ballot by the Chairman, One Ballot box kept for voting was sealed in my presence with due identification marks placed by me.
2. The sealed ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar & Share Transfer Agents of the Company and the authorizations lodged with the Company.
3. The ballot papers which were incomplete and /or which were other found defective have been treated as invalid and kept separately.
4. The consolidated results of e-voting and ballot is given in the Annexure.
5. A soft copy containing a list of shareholders who voted "FOR", "AGAINST" and those who votes were declared invalid for each resolution is sent separately
6. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / or the person authorized by the Board of Directors of the Company for safe custody.

For Amit R. Dadheech & Associates

  
Amit R. Dadheech  
M. No.: 22889; C.P.: 8952



Place: Mumbai  
Date: September 22, 2015

Page 1 of 5



## High Ground Enterprise Limited – Details of Outcome of AGM

Annexure to Scrutinizer's Report dated September 22, 2015 •

Date of AGM	September 21, 2015	
Total Number of shareholders on record date for ROM for e-voting (September 11, 2015)	3187	
No. of Shareholders present in the meeting either in person or through proxy:	<b>In Person</b>	<b>In Proxy</b>
Promoter	6	Nil
Public	18	Nil
No. of Shareholders attended the meeting through Video Conferencing:	<b>In Person</b>	<b>In Proxy</b>
Promoter	NIL	NIL
Public	NIL	NIL

### Resolution No. 1 in the Notice of AGM dated August 26, 2015

Details of Agenda	Adoption of Financial statements and report of the Board of Directors and Auditors thereon, for financial year ended March 31, 2015.
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

### Resolution No. 2 in the Notice of AGM dated August 26, 2015

Details of Agenda	Appointment of a Director in place of Mr. Sandeep R. Arora (DIN No. 02587811), who retires by rotation and being eligible, offers himself for re-appointment
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting





Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public - Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 3 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Declaration of Final dividend for the financial year ended March 31, 2015.
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public - Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 4 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Appointment M/s. Jain Chowdhary & Co., (Firm Registration No. 113267W), as Chartered Accountants of the Company
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0



Group							
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 5 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Appointment of Mr. Ajit K. Sharma (DIN: 03223934) as a Non Executive Independent Director
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 6 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Appointment of Ms. Sonia Khenduja ( DIN- 06985629 ) as Non-Executive Independent Director
Resolution Required	Ordinary
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public – Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

**Resolution No. 7 in the Notice of AGM dated August 26, 2015**



Details of Agenda	Re-appointment of Mr. Sandeep R. Arora (DIN- 02587811) as Managing Director of the Company
Resolution Required	Special
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public - Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

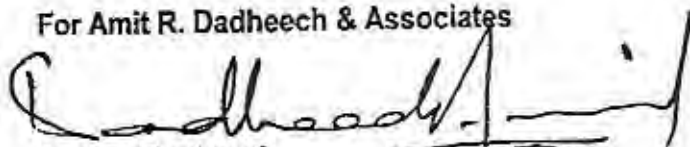
**Resolution No. 8 in the Notice of AGM dated August 26, 2015**

Details of Agenda	Allotment of Equity shares on Preferential basis to Non-Promoter
Resolution Required	Special
Mode of Voting	E-Voting / AGM Ballot Voting

Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favor 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	50815880	50815880	100	50815880	0	100	0
Public - Institutional Holders	100	0	0	0	0	0	0
Public - Others	50556550	26873277	53.15	26873277	0	100	0

Thanking You.

For Amit R. Dadheech & Associates



Amit R. Dadheech  
ACS: 22889, CP: 8952

Place: Mumbai  
Date: September 22, 2015

