

**IITL/PL/SL/168A/2017****April 19, 2017**

To,
The Manager,
Dept. of Corporate Services (DCS-CRD)
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street,
Mumbai - 400 001.

Script Code: 531968**Subject: Postal Ballot Result**

Dear Sir(s),

This is in continuation of our letter no Ref no. IITLPL/SL/156/2017 dated March 18, 2017. Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed detailed voting Results of Postal Ballot including E-voting along with Report submitted by the Scrutinizer.

This is for your information and records please.

Thanking you

Yours faithfully

For IITL Projects Limited**Shubhangi Lohia**

Company Secretary & Compliance Officer



Encl: as above

Postal Ballot Voting Results

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

Name of the Company	IITL Projects Limited
Date of the Postal Ballot	Notice dated March 08, 2017 (Voting start date : March 20, 2017 and Voting end date : April 18, 2017)
Total number of shareholders on record date	454
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	Not Applicable
Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	Not Applicable
Public	Not Applicable

Resolution No.	1									
Resolution required:(Ordinary/Special)	Ordinary Resolution - Approval of Related Party Transactions under Section 188 of the Companies Act, 2013 read with Regulation 23 of the SEBI (LODR) Regulations, 2015 with Industrial Investment Trust Limited.									
Whether promoter/promoter group are interested in the agenda/resolution?	YES									
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	Votes Invalid	
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0	0	0
	Poll	3580347	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0	0
	Total	3580347								
Public - Institutions	E-Voting		0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0	0	0
	Total	0								
Public-Non institutions	E-Voting		93	0.0066	91	2	97.8495	2.1505	0	0
	Poll	1410553	0	0	0	0	0	0	0	0
	Postal Ballot(if applicable)		1977	0.1402	1976	0	99.9494	0	1	1
	Total	1410553	2070	0.1468	2067	2	99.8551	0.0966	1	1
Total		4990900	2070	0.0415	2067	2	99.8551	0.0966	1	1





Chandanbala O. Mehta
Practicing Company Secretary

Consolidated Scrutinizer's Report

[Pursuant to Section 108/109 of the Companies Act, 2013 and Rule 20(3) (xi)/ 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
IITL Projects Limited
Rajabhadur Mansion, 2nd Floor,
28, Bombay Samachar Marg,
Fort, Mumbai 400 001

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot Voting Process and e-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of IITL Projects Limited (the Company) have vide resolution passed on March 08, 2017, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolution as set out in the notice dated March 08, 2017 for obtaining approval of members of the Company with respect to related party transactions under section 188 of the Companies Act, 2013 read with Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has provided the facility of voting through electronic means as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the provisions of Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Chandanbala O Mehta, a Practicing Company Secretary having its office at Office No.3, 1st Floor, 20/24 Morarji Velji Bldg., Dr. M.B. Velkar Street (Kolbhat Lane), Chira Bazar, Mumbai 400 002, have been appointed as a Scrutinizer pursuant to the provisions of Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of the resolution set out in the Notice dated March 08, 2017.

COM



Chandanbala O. Mehta
Practicing Company Secretary

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the Notice, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facility, engaged by the Company and the postal ballots received from the shareholders.

The notice dated March 08, 2017 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares as on March 10, 2017 were entitled to vote on the resolution proposed as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to Tuesday, April 18, 2017, 05:00 p.m. being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from Monday, March 20, 2017, 9:00 a.m. to Tuesday, April 18, 2017, 5:00 p.m.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.

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Chandanbala O. Mehta
Practicing Company Secretary

7. The details containing list of shareholders who voted 'for' or 'against' the resolutions put to vote were downloaded from the e-voting website of CDSL.
8. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the voting is as under:

Ordinary Resolution: Approval of Related Party Transaction under Section 188 of the Companies Act, 2013 read with Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Industrial Investment Trust Limited

Particulars	Number of Shares (through e-voting)	Number of Shares (through Postal Ballot)	Total No. of Shares	% of total Net valid votes (in percentage)	Result
Total No. of votes received	93	1977	2070	Not Applicable	Passed by Requisite Majority
Less: No. of Invalid votes	0	1	1		
Net valid votes	93	1976	2069		
Votes in favour of the resolution	91	1976	2067	99.90 (approx.)	
Votes against the resolution	2	0	2	0.10 (approx.)	
Total				100.00	



Chandanbala O. Mehta
Practicing Company Secretary

Register of Postal Ballot and all other relevant records of voting process given / provided/ maintained in electronic mode and the postal ballots (physical) will remain in our safe custody until Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

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Chandanbala O. Mehta
Practicing Company Secretary
CP No. 6400 (FCS 6122)

Date: April 18, 2017

Place: Mumbai