



March 23, 2015

To,
The General Manager,
BSE Limited,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

BSE Scrip Code 531968

Sub: Results of Postal Ballot pursuant to Clause 35A

Dear Sir/Madam,

This has reference to our letter dated February 17, 2015 enclosing the Postal Ballot Notice alongwith the explanatory statement seeking the consent of members by way of Special Resolution vide Postal Ballot/electronic voting with respect to the following items of business:

1. To authorize the Board of Directors to create charge/mortgage.
2. To authorize the Board of Directors to give loans/guarantees or providing securities and/or making investments.

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that Resolutions 1 and 2 mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority.

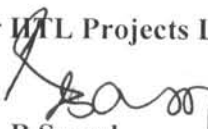
Please find enclosed the voting results.

This is for your information and records.

Thanking you

Yours Faithfully

For IITL Projects Limited


Dr .B.Samal
Chairman



Encl.: As above

**Results of Postal Ballot and Electronic Voting (e-voting)**

Date of declaration of the results of Postal Ballot and e-voting	:	March 23, 2015
Total Number of Shareholders on record date (Being February 06, 2015, the date for determining the voting rights of the shareholders)	:	413
Number of Shareholders present in the Meeting either in person or through proxy <ul style="list-style-type: none">• Promoters and Promoter Group• Public	:	Not applicable
Number of Shareholders attended the Meeting through Video Conferencing <ul style="list-style-type: none">• Promoters and Promoter Group• Public	:	Not applicable
Mode of voting	:	Postal Ballot and e-voting



Regd. Office : Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Fort, Mumbai - 400 001.

Phone : (+91) 22-43250100 / 2266 0765 / 5453 / 4476, Fax : (+91) 22-2265 1105, Email : iitlprojects@iitlgroup.com, Web : www.iitlprojects.com

Corporate Office : 503, Vikas Deep Building, District Centre Laxmi Nagar, Delhi - 110092.

Tel : +91 4302 0300, Fax : +91 - 11 - 2242 4291

CIN No. L01110MH1994PLC082421

Details of Agenda wise resolutions passed

Mode of voting for Resolutions No.1 to 2: E-voting and Postal Ballot (from February 17, 2015 to March 18, 2015)

Item No.1. To authorise the Board of Directors to create charge/mortgage

Promoter / Public	No of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = [(2X1)]*100	No. of Votes in - favour	No. of Votes in - against	% of Votes in favour on votes polled (6)=[(4)X2]*100	% of Votes against on votes polled (7)=[(5)X2]*100
		1	2					
Promoter and Promoter Group	3580347		3580347	100.000	3580347	0	100.00	0.0000
Public - Institutional holders	0		0	0.00	0	0	0.00	0.0000
Public - Others	1410553		23941	1.697	23935	6.00	99.975	0.025
Total	4990900		3604288	72.22	3604282	6	100.000	0.000

Item No. 2. To authorise the Board of Directors to give loans/guarantees or providing securities and/or making investments

Promoter / Public	No of Shares held	No. of votes polled (2)		% of Votes Polled or outstanding shares = [(2X1)]*100	No. of Votes in - favour	No. of Votes in - against	% of Votes in favour on votes polled (6)=[(4)X2]*100	% of Votes against on votes polled (7)=[(5)X2]*100
		1	2					
Promoter and Promoter Group	3580347		3580347	100.000	3580347	0	100.00	0.0000
Public - Institutional holders	0		0	0.00	0	0	0.00	0.0000
Public - Others	1410553		23941	1.697	23935	6.00	99.975	0.025
Total	4990900		3604288	72.22	3604282	6	100.000	0.000

All the resolution, as set out in the Postal Ballot Notice dated February 03, 2015, were passed by requisite majority.





Chandanbala O. Mehta
Practicing Company Secretary

Report of Scrutinizer in respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 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 resolutions passed on February 03, 2015, 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 resolutions as set out in the notice dated February 03, 2015 for obtaining approval of members of the Company to authorize the Board of Directors or a Committee thereof to create charge / mortgage and to give loans / Guarantees or providing securities and / or making investments.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchange.

I, Chandanbala O Mehta, a Practicing Company Secretary having office at No.3, 1st Floor, 20/24 Mararji Velji Bldg., Dr. M.B. Velkar Street (Kolbhat Lane), Chira Bazar, Mumbai 400 002, was appointed as Scrutinizer by IITL Projects Limited for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of Special Resolutions to authorize the Board of Directors or a Committee thereof to create charge / mortgage and to give loans / Guarantees or providing securities and / or making investments.

Correspondence Office : #3, 1st Floor, 20/24 Mararji Velji Bldg., Dr. M.B. Velkar Street (Kolbhat Lane), Chira Bazar, Mumbai 400 002.
Head Office : A/405, Radhakrishna Gokuldam Bldg., Nr. Kora Kendra, Opp. Sumer Nagar, S. V. Road, Borivali (W), Mumbai 400 092
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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 resolutions 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 resolutions stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated February 03, 2015 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 February 06, 2015 were entitled to vote on the resolutions 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 the close of the working hours on Wednesday, March 18, 2015, 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 Tuesday, February 17, 2015, 9.00 a.m. to Wednesday, March 18, 2015, 5.30 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.
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.





Chandanbala O. Mehta
Practicing Company Secretary

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 Postal Ballot Forms is as under:

- (a) **Resolution No. 1: Approval by way of Special Resolution to authorize the Board of Directors to create charge / mortgage:**

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	35,80,348	23,940	36,04,288	Not Applicable	Passed by requisite Majority
Less: No. of Invalid votes	NIL	NIL	NIL		
Net valid votes	35,80,348	23,940	36,04,288		
Votes in favour of the resolution	35,80,347	23,935	36,04,282	99.9998 (approx.)	
Votes against the resolution	1	5	6	00.0002 (approx.)	
Total				100.0000	

- (b) **Resolution No. 2: Approval by way of Special Resolution to authorize the Board of Directors to give loans / Guarantees or providing securities and / or making investments:**

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	35,80,348	23,940	36,04,288	Not Applicable	

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Chandanbala O. Mehta
Practicing Company Secretary

Less: No. of Invalid votes	NIL	NIL	NIL		Passed by requisite Majority
Net valid votes	35,80,348	23,940	36,04,288		
Votes in favour of the resolution	35,80,347	23,935	36,04,282	99.9998 (approx.)	
Votes against the resolution	1	5	6	00.0002 (approx.)	
Total				100.0000	

11. 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,



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

Date: March 20, 2015

Place: Mumbai