

TERRAFORM MAGNUM LIMITED

(Formerly known as Everest Buildcon Ltd)

Corporate Identity Number: L65990MH1982PLC040684

Regd. Off.: Samruddhi, Office Floor, Plot No. 157, 18th Road, Near Ambedkar Garden, Chembur (E), Mumbai 400 071.

T: + 91 (22) 25264900. Web: www.Terraformmagnum.com E-mail: secretarial@terraformrealty.com

ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2016

Declaration of Results of Remote e-voting and e-voting at the Meeting

As per the provisions of the Companies Act, 2013 and also the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company had provided the facility of remote e-voting and e-voting at the meeting of the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 34th Annual General Meeting (AGM). The remote e-voting was open from 27th September 2016 to 29th September, 2016.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the General Meeting where e-voting had been offered to the shareholders. Therefore, at the 34th AGM, voting was conducted by means of remote e-voting and e-voting at the meeting.

The Board of Directors had appointed, Dholakia & Associates LLP, Practising Company Secretary as the Scrutinizer for remote e-Voting and e-voting at the Meeting. The Scrutinizer has carried out the Scrutiny to all the electronic votes received up to the close of remote e-voting period on 29th September, 2016 and e-voting received till the conclusion of the meeting and submitted their Report on 3rd October, 2016.

The Consolidated Results as per the Scrutinizer's Report dated 3rd October, 2016 is as follows:

Resolution No.	Particulars	% Votes in Favour	% Votes Against	% Votes Abstain
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31 st March, 2016	100	Nil	Nil
2	Re-appointment of Mr. Nainesh K. Shah	100	Nil	Nil

3	Ratification of the appointment of M/s. J. D. Zatakia & Co. , Statutory Auditor of the Company	100	Nil	Nil
4	Appointment of Mrs. Nailly Laha as Director	100	Nil	Nil

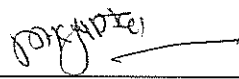
Based on the Report of the Scrutinizer, all Resolution as set out in the Notice of 34th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Please find enclosed herewith following documents:

- 1. Result of e-voting regarding the details of e-voting Results of the AGM held on 30th September, 2016 as per Clause 44 (3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.**
- 2. Combined Report of Scrutinizer for Remote e-voting and poll issued by Dholakia & Associates LLP, Company Secretary.**

Place : Mumbai

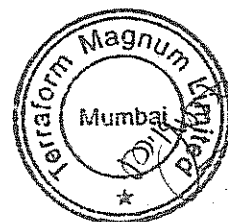
Date : 3rd October, 2016



MR. MUKESH GUPTA
COMPANY SECRETARY
FCS NO. 6959

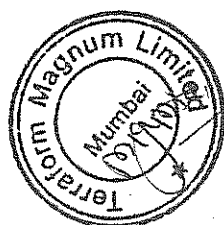
TERRAFORM MAGNUM LIMITED

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Financial Statements of the Company for the Year ended on 31st March, 2016 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.						
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	140750	80000	56.8384	80000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80000	56.8384	80000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	99250	60000	60.4534	60000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60000	60.4534	60000	0	100.0000	0.0000
Total		240000	140000	58.3333	140000	0	100.0000	0.0000



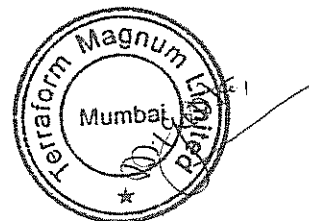
TERRAFORM MAGNUM LIMITED

Resolution Required : (Ordinary)			2 - To appoint Director in place of Mr. Nainesh K. Shah (DIN 00166112) who retires by rotation and being eligible, offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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
Promoter and Promoter Group	E-Voting	140750	80000	56.8384	80000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80000	56.8384	80000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	99250	60000	60.4534	60000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60000	60.4534	60000	0	100.0000	0.0000
Total		240000	140000	58.3333	140000	0	100.0000	0.0000



TERRAFORM MAGNUM LIMITED

Resolution Required : (Ordinary)			3 - Ratification of Appointment of Auditors.					
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	140750	80000	56.8384	80000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80000	56.8384	80000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	99250	60000	60.4534	60000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60000	60.4534	60000	0	100.0000	0.0000
Total		240000	140000	58.3333	140000	0	100.0000	0.0000



TERRAFORM MAGNUM LIMITED

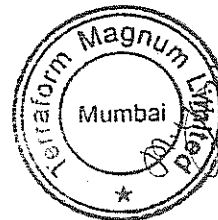
Resolution Required : (Ordinary)

4 - Appointment of Mrs. Naili Laha (DIN 07432533) as a Director of the Company.

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
Promoter and Promoter Group	E-Voting	140750	80000	56.8384	80000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		80000	56.8384	80000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	99250	60000	60.4534	60000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60000	60.4534	60000	0	100.0000	0.0000
Total		240000	140000	58.3333	140000	0	100.0000	0.0000



Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B, F.C.S.
CS Nrupang B Dholakia
B.Com., A.C.S., L.L.B.(Gen.) D.C.L., E.P.CORP

**DHOLAKIA
& ASSOCIATES LLP**
COMPANY SECRETARIES

Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Vimal K. Shah

The Chairperson of 34th Annual General Meeting of Terraform Magnum Limited
Held on Friday, the 30th September, 2016 at 11.00 a.m. at Samruddhi, Officer Floor, Plot No.
157, 18th Road, Near Ambedkar Road, Chembur (East), Mumbai – 400 071.

Dear Sir,

I, CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Terraform Magnum Limited ("the Company") pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 34th Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. As confirmed by the Chairperson of the Meeting, since all the members present have cast their vote in Remote e-Voting, the Poll was not required to be conducted by the Chairperson.
3. The Remote e-Voting commenced on September 27, 2016 (9:00 am IST) and was closed on September 29, 2016 (5.00 pm IST).
4. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com after the conclusion of the Meeting and the Excel File containing the Result was opened in the presence of Mr. Vishvesh G. Bhagat and Mr. Vidyut R. Vasavada who are not in the employment of the Company. (Declaration attached)



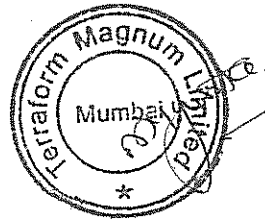
Scrutinizer's Report – Combined (Remote e-Voting and Poll) – Terraform Magnum Limited – 34th AGM Page 1 of 11

Regd. Office : A/302, Khernagar Sarvoday CHS LTD., Bldg., No. 11, Nr. P. F. Office, Khernagar, M.H.B. Colony, Bandra (E.)
Mumbai - 400 051. Tel. +91 22 26580309 / +91 22 26471302 Fax : +91 22 26476280 E-mail : info@dholakia-associates.com
M/s Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership)
w.e.f. 21st November, 2014 LLPIN AAC 9552

5. The Combined Result (Remote e-Voting + Poll) is as under:

- (a) Item No 1: To receive, consider and adopt the Financial Statements of the Company for the Year ended on 31st March, 2016 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000
B. Poll		
Total Votes received by Poll	NA	NA
<u>Less:</u> Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000

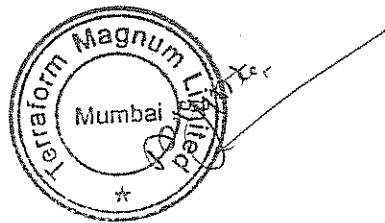
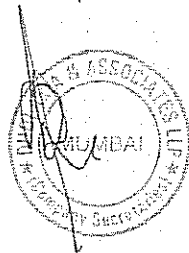


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
10	1,40,000	100.00
B. Poll		
NA	NA	NA
C. Combined (A+B)		
10	1,40,000	100.00

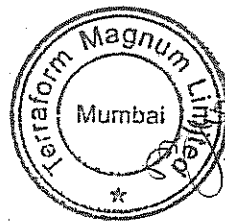
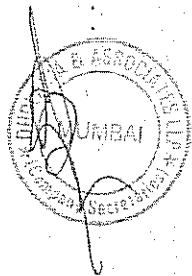
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL



- (b) Item No 2: To appoint Director in place of Mr. Nainesh K. Shah (DIN 00166112) who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000
B. Poll		
Total Votes received by Poll	NA	NA
<u>Less:</u> Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000

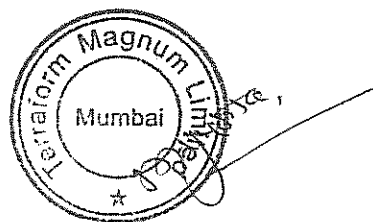
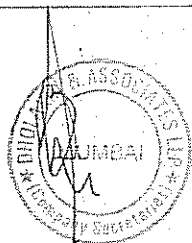


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
10	1,40,000	100.00
B. Poll		
NA	NA	NA
C. Combined (A+B)		
10	1,40,000	100.00

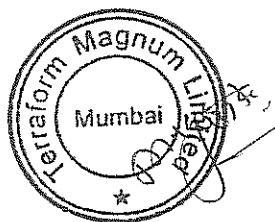
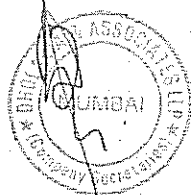
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL



(c) Item No 3: Ratification of Appointment of Auditors.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000
B. Poll		
Total Votes received by Poll	NA	NA
<u>Less:</u> Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000

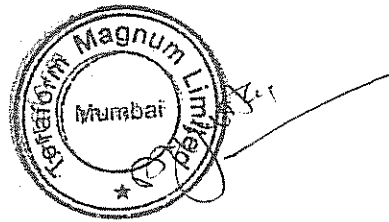
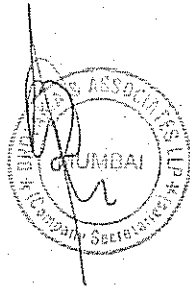


(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
10	1,40,000	100.00
B. Poll		
NA	NA	NA
C. Combined (A+B)		
10	1,40,000	100.00

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL



(d) Item No 4: Appointment of Mrs. Naili Laha (DIN 07432533) as a Director of the Company.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000
B. Poll		
Total Votes received by Poll	NA	NA
<u>Less:</u> Total Number of Invalid Votes	NA	NA
Total Number of Valid Votes	NA	NA
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	10	1,40,000
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	10	1,40,000

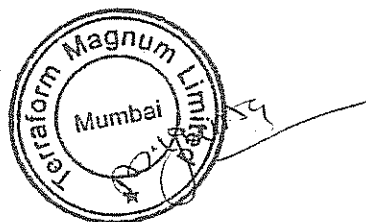
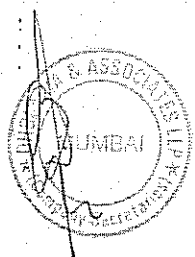
A circular stamp of Dholakia & Associates LLP, Mumbai, is present. The stamp contains the text 'DHOLAKIA & ASSOCIATES LLP', 'MUMBAI', and 'CHARTERED ACCOUNTANTS'. A handwritten signature is written across the stamp, and the date '15/08/2024' is written next to it.

(i) Voted in favour of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
10	1,40,000	100.00
B. Poll		
NA	NA	NA
C. Combined (A+B)		
10	1,40,000	100.00

(ii) Voted against the resolution:

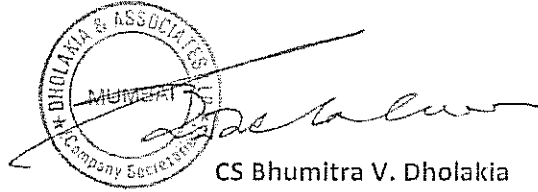
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
NA	NA	NA
C. Combined (A+B)		
NIL	NIL	NIL



6. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection provided in the Annexure attached herewith which forms an integral part of this Report.
7. You may accordingly declare the result of the Remote e-Voting and Poll.
8. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

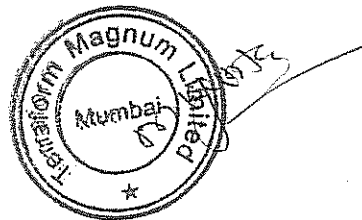
Yours faithfully,



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai

Date : 3rd October, 2016.



ANNEXURE

A. BASIS OF ACCEPTANCE

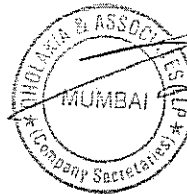
VOTING THROUGH ELECTRONIC MODE:

Member has voted only through Remote e-Voting i.e. electronic mode.

B. BASIS OF REJECTION

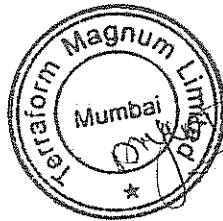
VOTING THROUGH ELECTRONIC MODE:

1. The Votes cast by Corporate/Institutional Members who have not sent the scanned certified true copy of the Board Resolution/Authority Letter, etc. by E-mail or Hard Copy have been considered invalid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai
Date : 3rd October, 2016.



TO WHOMSOEVER IT MAY CONCERN

We, Vishvesh. G. Bhagat and VIDYUT. R. VASAWADA hereby state that the Excel Sheet containing the Results of e-Voting of Terraform Magnum Limited ("the Company") for the 34th Annual General Meeting of the Company held on Friday, the 30th September, 2016 at 11.00 a.m. at Samruddhi, Officer Floor, Plot No. 157, 18th Road, Near Ambedkar Road, Chembur (East), Mumbai – 400 071 was unblocked from the website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: VISHVESH G BHAGAT

Address: C/12, PARVATI MANSION, 214, DR. D B MARG,
GRANT ROAD MUMBAI 400 007

Signature: 

Witness 2

Name: VIDYUT. R. VASAWADA

Address: C-401, KRISHNA RESIDENCY, B/H SUNDERNAGAR
MALAD (WEST), MUMBAI-400 064.

Signature: 

