

U.P. Asbestos Ltd.

Mahmoodabad Estate Building, Hazratganj, Lucknow-226001 (India)

Fax No. (0522) 2616986 Cable : UPAL Phone : (0522) 2622905-6, 2612841, 2200538, 2200504

To,
The Manager -Listing
Delhi Stock Exchange Limited,
DSE House, 3/1, Asaf Ali Road,
New Delhi-110002
+91-11-4647 0000

30th September, 2014

The Secretary,
U. P. Stock Exchange Limited,
'Padam Towers',
14/113, Civil Lines,
Kanpur-208001
91-0512-2338115 / 2338074

Mr. U. S. Singh,
Kavy Computershare Private Limited,
'KARVY HOUSE',
46, Avenue 4, Street No. 1,
Banjara Hills,
Hyderabad-500034.
Tel No: (+91-40) 23312454, 23320751

Dear Sir,

Sub: Results of E-Voting and Poll conducted at 40th Annual General Meeting
Ref.: Our Letter dated 30th September, 2014- proceedings (Outcome) of A.G.M

Kindly note that the 40th Annual General Meeting (AGM) of the Company was held on 30th September, 2014 at 10:00 A.M. at the Registered Office of the Company at Mohanlalganj-226301, Distt. Lucknow.

In accordance with the Clause 35A of the listing agreement and the provisions of the Companies Act, 2013 and Rules framed there under, please find enclosed the combined report (results) of the electronic voting held from 24th September, 2014 to 26th September, 2014 and the poll conducted at the AGM. In the format as prescribed under clause 35A of the Listing Agreement along with the Scrutinizer's report. All resolutions as per 40th Annual general meeting notice have been duly passed with requisite majority.


As per report of our Scrutinizer Shri Amit Gupta, Proprietor of M/s Amit Gupta & Associates, Company Secretaries, that no person participated through E voting. The said combined report is also available on website of the company.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For U. P. ASBESTOS LIMITED


(DHARAM MOHAN)
CHAIRMAN

 CIN: L26942UP1973PLC003743
Web: www.upal.co.in
(AJAY TRIVEDI)
COMPANY SECRETARY
9415007422



Regd. Office & Works : Mohanlalganj, Luckow - 226 301, Phone : (+91) 9335589517, 9305840122

Details of the Voting Results of e-voting and Poll conducted at 40th Annual General Meeting (AGM) of U.P. Asbestos Ltd. held on 30th September, 2014 at 10:00 A.M. at the Registered Office of the Company at Mohanlalganj-226301, Distt. Lucknow.

Date of the AGM	30th September 2014
Book Closure Date	23.09.2014 to 30.09.2014
E-voting Duration	24.09.2014 to 26.09.2014
Cut-off Date	29.08.2014
Total No. of shareholders on record/Cut-off date	1237
No. of shareholders who participated in E-voting	NIL
No. of Shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group (Only 1 Member through Proxy)	14
Public (Only 1 Member through Proxy)	11
Total:	25
No. of Shareholders attended at the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Arranged
Public:	
Total:	

(Agenda -wise)

Item No.1: To adopt the audited Profit & Loss Account for the year ended on 31st March, 2014 and the Balance Sheet as at 31st March, 2014 together with Reports of Directors and Auditors thereon.

Resolution Required: Ordinary

Mode of Voting : Poll at AGM and E-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 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
Promoter and Promoter Group	6472024	6472024	100	6472024	0	100	0
Public- Public Institutional holders	0	0	0	0	0	0	0
Public-Others	2635169	665898	25.27	665898	0	100	0
Total	9107193	7137922	78.38	7137922	0	100	0

Result :Resolution passed with requisite majority.



Item No.2 : To appoint a director in place of Shri Avadh B. Lal (DIN 03533533) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: Ordinary

Mode of Voting : Poll at AGM and E-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 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
Promoter and Promoter Group	6472024	6472024	100	6472024	0	100	0
Public- Public Institutional holders	0	0	0	0	0	0	0
Public-Others	2635169	665898	25.27	665898	0	100	0
Total	9107193	7137922	78.38	7137922	0	100	0

Result :Resolution passed with requisite majority.

Item No.3 -To appoint a director in place of Shri Priyank Tayal (DIN 00556534) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: Ordinary

Mode of Voting : Poll at AGM and E-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 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
Promoter and Promoter Group	6472024	6472024	100	6472024	0	100	0
Public- Public Institutional holders	0	0	0	0	0	0	0
Public-Others	2635169	665898	25.27	665898	0	100	0
Total	9107193	7137922	78.38	7137922	0	100	0

Result :Resolution passed with requisite majority.

Item No.4-To appoint the auditors and to fix their remuneration for the financial year 2014-15. M/s Jain Kapoor & Co., Chartered Accountants (ICAI Firm Registration No 000705C), Lucknow are retiring at the ensuing Annual General Meeting and are eligible for re-appointment.

Resolution Required: Ordinary

Mode of Voting : Poll at AGM and E-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 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
Promoter and Promoter Group	6472024	6472024	100	6472024	0	100	0
Public- Public Institutional holders	0	0	0	0	0	0	0
Public-Others	2635169	665898	25.27	665898	0	100	0
Total	9107193	7137922	78.38	7137922	0	100	0

Result :Resolution passed with requisite majority.

Item No.5- To Consider and Approve the Re-appointment of Shri Priyank Tayal (DIN 00556534) as Whole Time Director .

Resolution Required: Special

Mode of Voting : Poll at AGM and E-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 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
Promoter and Promoter Group	6472024	6472024	100	6472024	0	100	0
Public- Public Institutional holders	0	0	0	0	0	0	0
Public-Others	2635169	665898	25.27	665898	0	100	0
Total	9107193	7137922	78.38	7137922	0	100	0

Result :Resolution passed with requisite majority.



Item No.6- To Consider and Approve the borrow money under Section 180(1)(c) & all other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Resolution Required: Special

Mode of Voting : Poll at AGM and E-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 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
Promoter and Promoter Group	6472024	6472024	100	6472024	0	100	0
Public- Public Institutional holders	0	0	0	0	0	0	0
Public-Others	2635169	665898	25.27	665898	0	100	0
Total	9107193	7137922	78.38	7137922	0	100	0

Result :Resolution passed with requisite majority.

For U.P. Asbestos Ltd.


(DHARAM MOHAN)
CHAIRMAN


(Ajay Trivedi)
Company Secretary
9415007422



AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001

Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail: amitguptacs@gmail.com

REPORT OF SCRUTINIZER

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman 40th Annual General Meeting of Equity Shareholders of
M/s U.P. Asbestos Ltd.

Held on 30th day of September, 2014 at 10:00 A:M at
Mohanlalganj - 226301, Distt. Lucknow.

Dear Sir,

I, Amit Gupta, Proprietor of M/s Amit Gupta & Associates, Company Secretaries, having its office at B-12, basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001, Uttar Pradesh, appointed as Scrutinizer for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and ascertaining the e-voting pattern carried out as per the provisions of the Companies Act, 2013 & rule 20 of the Companies (Management & Administration) Rules, 2014 on the below mentioned resolution(s), submit our report as under:

1. The e-voting period remained opened from 24th September 2014 at 09:00 A.M. to, 26th September, 2014 at 18:00 P.M.
2. The shareholders holding shares as on cut off date i.e. 29th August, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 6 of the 40th Annual General Meeting of the Company).
3. The votes were unblocked on 27th September, 2014 around 09:55 A.M. in presence of two witnesses, Mr. Niraj Kumar Verma, S/o Shri Krishna Gopal Verma R/o 548/CHA/105, Dauda Khera Manak Nagar Alambagh, Lucknow - 226011 & Mr. Ankur Bajpai S/o Shri Sushil Kumar Bajpai R/o D-128, Avas Vikas Colony, Rajajipuram, Lucknow – 226 017, who are not in employment of the Company.
4. Thereafter I, Amit Gupta, Proprietor of M/s Amit Gupta & Associates, Company Secretaries, have found that No person participated through E voting.



5. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves, signs the minutes of the aforesaid Annual general meeting and thereafter the same would be handed over to Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Amit Gupta
Proprietor

Amit Gupta & Associates
Company Secretaries

FCS – 5478, C.P. - 4682

Place: Lucknow

Date: 30th September, 2014



AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001

Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail: amitguptacs@gmail.com

REPORT OF SCRUTINIZER

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

To,

The Chairman 40th Annual General Meeting of Equity Shareholders of
M/s U.P. Asbestos Ltd.

Held on 30th day of September, 2014 at 10:00 A.M. at

Mohanlalganj- 226301, Distt. Lucknow.

Dear Sir,

I, Amit Gupta, Proprietor of M/s Amit Gupta & Associates, Company Secretaries, having its office at B-12, basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001, Uttar Pradesh, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at 40th Annual General Meeting of Equity Shareholders of M/s U.P. Asbestos Ltd. held on 30th day of September, 2014 at 10:00 A.M. at Mohanlalganj- 226301, Distt. Lucknow, submit our report as under.

1. After the time fixed for closing the poll 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:

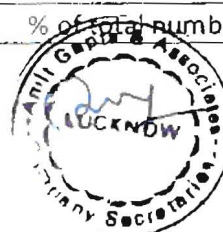
- a) **Resolution (Ordinary) 1** -To adopt the audited Profit & Loss Account for the year ended on 31st March, 2014 and the Balance Sheet as at 31st March, 2014 together with Reports of Directors and Auditors thereon.

i-Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	7137922	78.38

ii-Voted against the resolution:

Number of members	Number of votes casted	% of total number of
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present and voting against (in person or by proxy)	against the resolution	valid votes casted on the resolution
NIL	NIL	NIL

iii-Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

b) **Resolution (Ordinary) 2** - To appoint a director in place of Shri Avadh B. Lal (DIN 03533533) who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	7137922	78.38

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

c) **Resolution (Ordinary) 3** -To appoint a director in place of Shri Priyank Tayal (DIN 00556534) who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	7137922	78.38

ii. Voted against the resolution:

Number of members	Number of votes casted	% of total number of
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present and voting against (in person or by proxy)	against the resolution	valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

- d) **Resolution (Ordinary) 4** - To appoint the auditors and to fix their remuneration for the financial year 2014-15. M/s Jain Kapoor & Co., Chartered Accountants (ICAI Firm Registration No. 000705C), Lucknow are retiring at the ensuing Annual General Meeting and are eligible for re-appointment.

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	7137922	78.38

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

- e) **Resolution (Special) 5** - To Consider and Approve the Re-appointment of Shri Priyank Tayal (DIN 00556534) as Whole Time Director.

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	7137922	78.38

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution



proxy)		
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

- f) **Resolution (Special) 6** - To Consider and Approve the borrow money under Section 180(1)(c) & all other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	7137922	78.38

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

5. The poll papers and all other relevant records were sealed and handed over to Shri Ajay Kumar Trivedi, Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries

FCS – 5478, C.P. - 4682

Place: Lucknow

Date: 30th September, 2014