

Phone: (O) 27544003
® 27765382

O. P. JAKHOTIA & CO, Company Secretaries

O. P. JAKHOTIA
M. Com, LL.B, FICWA, FCS, FASM

802G, Al-Karim Trade Centre,
M. G. Road, Ranjung,
Secunderabad – 500003
Email: opjakhotia@yahoo.co.in

Friday, 04th April, 2008

To,
Mr. P. Vaman Rao,
Director,
Hyderabad Industries Limited,
Sanathnagar,
Hyderabad – 500018

Dear Sir,

Sub: Report on Postal Ballot conducted as per Section 192A of the Companies Act, 1956

In accordance with the resolution passed by the Board of Directors of the Company on 29th January 2008 for obtaining the consent of Shareholders / Members of the Company by way Postal Ballot in accordance with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, for the Appointment, other terms and conditions, and Remuneration of Mr. Abhaya Shankar, as Managing Director of the Company, with effect from 01.02.2008 in accordance with the provisions of Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, and my appointment as scrutinizer vide., letter dated 08.02.2008. I hereby submit that I have scrutinized the above Postal Ballot Forms and report as follows:

1. In accordance with Rule 2A of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the Postal Ballot Forms were sent to all the eligible Shareholders / Members of the Company under Certificate of Posting on 28th February 2008, along with the Postal Ballot Form and Self Addressed Envelope for which postage has been paid by the Company and an advertisement was published on 29th February 2008 in Financial Express – English Daily (National Level) all editions and Andhra Prabha – Telugu Daily newspapers intimating the dispatch of Postal Ballot Notice.
2. The Postal Ballot was kept open from 28th February 2008 to 31st March, 2008 (up to 5.30 P.M.).



3. All the eligible Shareholders / Members were supplied Notice along with Postal Ballot Form and Self Addressed Envelope for which postage has been paid by the addressee, to send the duly filled Postal Ballot Form to the scrutinizer.
4. In all 540 Shareholders holding 3151703 Equity Shares have sent their Postal Ballot Forms in time.
5. The results are as below:

Items	No. of votes (Shares) voted in favour of Resolution	No. of votes (Shares) voted against Resolution	No. of votes (Shares) invalid
Special Resolution under section 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 for the appointment and remuneration of Mr. Abhaya Shankar as Managing Director of the Company for a period of 03 years w.e.f., 01.02.2008	3147435	3917	351

In accordance with the provisions of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the votes polled in favour of the resolution are three times more than the votes polled against the resolution. Accordingly, majority of Shareholders / Members have approved the concerned resolution as Special Resolution as required by the provisions of the Companies Act, 1956.

Thanking you,

Yours Sincerely,
For O. P. JAKHOTIA & CO,

O. P. Jakhotia

O. P. JAKHOTIA
Company Secretary / Scrutinizer for Postal Ballot



P. Vaman Rao

5. 4. 2008

Encl: Statement of Postal Ballot Records with particulars.