



# Nilkamal Limited



**Head Office :** Nilkamal House, 77/78, Road No. 13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 2681 8888 / 2836 1366  
**Material Handling Division :** Fax : (91-22) 2836 1923 / 2836 7891 • E-mail : info@nilkamal.com  
**Furniture Division :** Fax : (91-22) 2835 3556 • E-mail : furniture@nilkamal.com • Visit us at : www.nilkamal.com  
**@home Division :** Fax : (91-22) 2837 2787 • E-mail : connect@at-home.co.in • Visit us at : www.at-home.co.in

Ref: 29AGM

Date: 6<sup>th</sup> August, 2015

To,  
The Secretary  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001.

To,  
The Secretary  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra East,  
Mumbai-400 051.

**SCRIPT CODE: 523385**

**SYMBOL: NILKAMAL**

Dear Sir,

**Sub: Clause 35A of the Listing Agreement - Voting results with respect to 29<sup>th</sup> Annual General Meeting held on 4<sup>th</sup> August, 2015.**

This is to inform you that at the 29<sup>th</sup> Annual General Meeting (AGM) of the Company held on Tuesday 4<sup>th</sup> August, 2015 at 12.00 noon at the Registered Office situated at Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa-Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra and Nagar Haveli, all the resolutions contained in the Notice convening the said AGM have been passed by the Shareholders with requisite majority by remote e-voting and Poll at the AGM.

In compliance with requirements under Clause 35A of the Listing Agreement with the Stock Exchanges, we hereby furnish the details of votes cast at the aforesaid AGM. This may also be treated as compliance with Clause 31 (d) of the Listing Agreement.

A copy of the Consolidated Scrutinizers' Reports dated 6<sup>th</sup> August, 2015 on remote e-voting as well as on voting by poll at the AGM is attached herewith.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,  
For Nilkamal Limited

**Priti Dave**  
Company Secretary

Encl.: a.a.

**DETAILS PURSUANT TO CLAUSE 35A OF THE LISTING  
AGREEMENT ON THE VOTES CAST AT THE TWENTY NINTH  
ANNUAL GENERAL MEETING OF NILKAMAL LIMITED HELD ON  
4<sup>TH</sup> AUGUST, 2015.**

- 1) Date of the AGM: Tuesday, 4<sup>th</sup> August, 2015.
- 2) Total number of shareholders on record date:10317
- 3) No. of shareholders present in the meeting either in person or through proxy :

	Presence		
	In person	In proxy	Total
Promoter and promoter Group	9	0	9
Public	53	21	74
Total	62	21	83

- 4) No. of shareholders attended the meeting through video conferencing:  
N.A.
- 5) Details of the Agenda  
The details of the Resolutions are appended below.

**Mode of Voting** : Remote E-voting and Poll at AGM  
The mode of voting on all resolutions was remote e-voting and poll at AGM.



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## Outcome of the 29<sup>th</sup> Annual General Meeting of the shareholders of the Company:

The 29<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company was held on Tuesday 4<sup>th</sup> August, 2015 at 12.00 noon at the Registered Office situated at Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa-Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra and Nagar Haveli.

The shareholders have transacted the following business:

Item No.	Description	Particulars
1	Consideration and adoption of the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2015, together with the Reports of the Board of Directors and the Auditors' thereon.	<u>Type of resolution: Ordinary resolution</u> Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
2	Declaration of Dividend on Equity Shares for the year ended 31 <sup>st</sup> March, 2015.	<u>Type of resolution: Ordinary resolution</u> Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
3	Re-appointment of Mr. Nayan S. Parekh, who retires by rotation.	<u>Type of resolution: Ordinary resolution</u> Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
4	Appointment of Joint Statutory Auditors of the Company and fixing their remuneration.	<u>Type of resolution: Ordinary resolution</u> Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
5	Appointment of Ms. Hiroo Mirchandani as an Additional Director.	<u>Type of resolution: Ordinary resolution</u> Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.

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6	Ratification of remuneration payable to Cost Auditors for the year 2015-2016.	<u>Type of resolution:</u> Ordinary resolution Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
7	Re-appointment of Mr. Manish V. Parekh as an Executive Director and revision in terms of his appointment.	<u>Type of resolution:</u> Ordinary resolution Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
8	Re-appointment of Mr. Nayan S. Parekh as an Executive Director and revision in terms of his appointment.	<u>Type of resolution:</u> Ordinary resolution Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
9	Re-appointment of Mr. Hiten V. Parekh as an Executive Director and revision in terms of his appointment.	<u>Type of resolution:</u> Ordinary resolution Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.
10	Re-appointment of Mr. Sharad V. Parekh as the Managing Director and revision in terms of his appointment.	<u>Type of resolution:</u> Special resolution Mode of voting: remote e-voting and Poll at AGM The resolution was passed with requisite majority.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,  
For Nilkamal Limited

  
Priti Dave

Company Secretary

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## Resolution No. 1: Ordinary Resolution

Consideration and Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2015 together with the Reports of Directors' and Auditors' thereon.

Promoter/Public	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	9,570,007	9,570,007	100	9,570,007	Nil	100	0
Public Institutional holders	967,023	848,646	87.76	848,646	Nil	100	0
Public-Others	4,385,495	1,291,390	29.45	1,291,382	6	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>11,710,043</b>	<b>78.47</b>	<b>11,710,035</b>	<b>6</b>	<b>99.99</b>	<b>0.00</b>

## Resolution No. 2: Ordinary Resolution

Declaration of Dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2015.

Promoter/Public	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	9,570,007	9,570,007	100	9,570,007	Nil	100	0
Public Institutional holders	967,023	865,010	89.45	865,010	Nil	100	0
Public-Others	4,385,495	1,291,393	29.45	1,291,385	8	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>11,726,410</b>	<b>78.58</b>	<b>11,726,402</b>	<b>8</b>	<b>99.99</b>	<b>0.00</b>

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### Resolution No. 3: Ordinary Resolution

#### Re-appointment of Mr. Nayan S. Parekh, who retires by rotation.

Promoter/Public	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	9,570,007	9,570,007	100	9,570,007	0	100	0
Public - Institutional holders	967,023	865,010	89.45	844,450	20,560	97.62	2.38
Public-Others	4,385,495	1,291,400	29.45	1,291,384	11	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>11,726,417</b>	<b>78.44</b>	<b>11,705,841</b>	<b>20,571</b>	<b>99.82</b>	<b>0.18</b>

### Resolution No. 4: Ordinary Resolution

#### Appointment of Joint Statutory Auditors of the Company and fixing their remuneration.

Promoter/Public	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	9,570,007	9,570,007	100	9,570,007	0	100	0
Public - Institutional holders	967,023	853,773	88.29	844,450	9,323	98.91	1.09
Public-Others	4,385,495	1,291,398	29.45	1,291,392	6	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>11,715,178</b>	<b>78.51</b>	<b>11,705,849</b>	<b>9,329</b>	<b>99.92</b>	<b>0.08</b>



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## Resolution No. 5: Ordinary Resolution

### Appointment of Ms. Hiroo Mirchandani as an Independent Director.

Promoter/Public	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	9,570,007	9,570,007	100	9,570,007	0	100	0
Public Institutional holders	967,023	865,010	89.45	865,010	0	100	0
Public-Others	4,385,495	1,291,398	29.45	1,291,392	6	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>11,726,415</b>	<b>78.59</b>	<b>11,726,409</b>	<b>6</b>	<b>99.99</b>	<b>0.00</b>

## Resolution No. 6: Ordinary Resolution

### Ratification of remuneration payable to Cost Auditors for the financial year 2015-2016.

Promoter/Public	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	9,570,007	9,570,007	100	9,570,007	0	100	0
Public Institutional holders	967,023	865,010	89.45	865,010	0	100	0
Public-Others	4,385,495	1,291,401	29.45	1,291,395	6	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>11,726,418</b>	<b>78.58</b>	<b>11,726,412</b>	<b>6</b>	<b>99.99</b>	<b>0.00</b>

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### Resolution No. 7: Ordinary Resolution

Re-appointment of Mr. Manish V. Parekh as the Executive Director and revision in the terms of his appointment.

Promoter/Public	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	9,570,007	8,755,592	91.49	8,755,592	0	100	0
Public Institutional holders	967,023	865,010	89.45	865,010	0	100	0
Public-Others	4,385,495	1,291,401	29.45	1,291,395	6	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>10,912,003</b>	<b>73.12</b>	<b>10,911,997</b>	<b>6</b>	<b>99.99</b>	<b>0.00</b>

### Resolution No. 8: Ordinary Resolution

Re-appointment of Mr. Nayan S. Parekh as the Executive Director and revision in the terms of his appointment

Promoter/Public	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	9,570,007	8,368,534	87.45	8,368,534	0	100	0
Public Institutional holders	967,023	865,010	89.45	865,010	0	100	0
Public-Others	4,385,495	1,291,401	29.45	1,291,395	6	99.99	0.00
<b>Total</b>	<b>14,922,525</b>	<b>10,524,945</b>	<b>70.53</b>	<b>10,524,939</b>	<b>6</b>	<b>99.99</b>	<b>0.00</b>



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## Resolution No. 9: Ordinary Resolution

Re-appointment of Mr. Hiten V. Parekh as the Executive Director and revision in the terms of his appointment.

Promoter/Public	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	9,570,007	8,360,045	87.36	8,360,045	0	100	0
Public Institutional holders	967,023	865,010	89.45	865,010	0	100	0
Public-Others	4,385,495	1,291,401	29.45	1,291,395	6	99.99	0.00
Total	14,922,525	10,516,456	70.47	10,516,450	6	99.99	0.00

## Resolution No. 10: Special Resolution

Re-appointment of Mr. Sharad V. Parekh as the Managing Director and revision in the terms of his appointment.

Promoter/Public	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	9,570,007	8,277,099	86.49	8,277,099	0	100	0
Public Institutional holders	967,023	865,010	89.45	865,010	0	100	0
Public-Others	4,385,495	1,291,401	29.45	1,291,395	6	99.99	0.00
Total	14,922,525	10,433,510	69.92	10,433,504	6	99.99	0.00

For Nilkamal Limited

  
Priti Dave  
(Company Secretary)



**PRATIK M. SHAH** B.COM., F.C.S.

Company Secretaries

**Report of Scrutinizer(s)**

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3)(xi)  
of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 29<sup>th</sup> Annual General Meeting of the members of:

**Nilkamal Limited** (the Company) held on the 4<sup>th</sup> day of August, 2015 at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Havell.

Dear Sir,

I, Pratik M. Shah, Company Secretary In practice, have been appointed by the Board of Director of **Nilkamal Limited** (the Company) as a scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the terms of Clause 35B of the Listing Agreement and provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions contained in the Notice to the 29<sup>th</sup> AGM of the members of the Company, held on the 4<sup>th</sup> day of August, 2015 at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Havell.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and voting through Poll at the AGM for the resolution contained in the Notice to the 29<sup>th</sup> AGM of the Company. My responsibility as a Scrutinizer for the remote e-voting process and voting through Poll is restricted to make a Scrutinizer's Report of the votes cast "In favour" or "against" the resolutions stated in the Notice referred to above.

Further to the above, I submit my report as under:-

- i. The Company has entered into an arrangement with Central Depository Services (India) Limited ('CDSL') the authorized agency to provide remote e-voting facilities to all the members who were eligible to take part in the remote e-voting.
- ii. The e-voting period remained open from Saturday, 1<sup>st</sup> August, 2015 (10.00 A.M.) to Monday, 3<sup>rd</sup> August, 2015 (5:00 P.M).
- iii. The members of the Company as on the "cut-off" date i.e. 28<sup>th</sup> July, 2015 were entitled to vote on the resolution (item no. 1 to 10 as set out in the notice of the 29<sup>th</sup> AGM of the Company).



- iv. At the end of the remote e-voting period on 3<sup>rd</sup> August 2015 at 5.00 pm, voting portal of service provider was blocked forthwith.
- v. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by me.
- vi. After Annual General Meeting, the poll box kept for voting was immediately opened by me in presence of Ms. Priyanka Choksi and Ms. Mansi Shah.
- vii. There were 83 shareholders present at the meeting present in person or by proxy at the Annual General Meeting
- viii. On Tuesday, the 3<sup>rd</sup> August 2015 at 3.00 pm after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of Ms. Priyanka Choksi and Ms. Mansi Shah
- ix. 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.
- x. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Consolidated report on result of voting through electronic means and voting by poll is as under:

**Item No. 1:- As an Ordinary Resolution**

To consider and adopt the Audited Financial Statements including the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

i. Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	125	1,08,00,159	99.99
Through voting by Poll	63	9,09,876	100.00
<b>Total</b>	<b>188</b>	<b>1,17,10,035</b>	<b>99.99</b>

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.00</b>



iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	2	10
<b>Total</b>	<b>2</b>	<b>10</b>

iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	1	16,364
Through voting by Poll	2	5
<b>Total</b>	<b>3</b>	<b>16,369</b>

**Item No. 2:- As an Ordinary Resolution**

To declare Dividend on equity shares for the year ended March 31, 2015.

i. **Voted in favour of the resolution:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	126	1,08,16,523	99.99
Through voting by Poll	64	9,09,879	99.99
<b>Total</b>	<b>190</b>	<b>1,17,26,402</b>	<b>99.99</b>

ii. **Voted against the resolution :**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	1	2	0.00
<b>Total</b>	<b>3</b>	<b>8</b>	<b>0.00</b>

iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	10
Through voting by Poll	0	0
<b>Total</b>	<b>2</b>	<b>10</b>



iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Item No. 3:- As an Ordinary Resolution**

To appoint a Director in place of Mr. Nayan S. Parekh (holding DIN 00037597), who retires by rotation and being eligible, offers himself for re-appointment.

i. **Voted in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	123	1,07,95,960	99.81
Through voting by Poll	64	9,09,881	99.99
<b>Total</b>	<b>187</b>	<b>1,17,05,841</b>	<b>99.82</b>

ii. **Voted against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	5	20,569	0.19
Through voting by Poll	1	2	0.00
<b>Total</b>	<b>6</b>	<b>20,571</b>	<b>0.19</b>

iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	1	5
<b>Total</b>	<b>1</b>	<b>5</b>

iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	1	3
<b>Total</b>	<b>1</b>	<b>3</b>



**Item No. 4:- As an Ordinary Resolution**

To appoint M/s. BSR & Co. LLP, Chartered Accountants (FRN: 101248W/ W-100022) and M/s. Vora and Associates, Chartered Accountants (FRN: 111612W) as the Joint Statutory Auditors and fixing their remuneration

**i. Voted in favour of the resolution:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	123	1,07,95,960	99.91
Through voting by Poll	66	9,09,889	100.00
<b>Total</b>	<b>189</b>	<b>1,17,05,849</b>	<b>99.92</b>

**ii. Voted against the resolution :**

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	3	9,329	0.09
Through voting by Poll	0	0	0
<b>Total</b>	<b>3</b>	<b>9,329</b>	<b>0.09</b>

**iii. Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**iv. Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	11,240
Through voting by Poll	1	2
<b>Total</b>	<b>3</b>	<b>11,242</b>

**Item No. 5:- As an Ordinary Resolution**

To appoint Ms. Hiroo Mirchandani (holding DIN 06992518), as an Independent Director of the Company.



i. Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	126	1,08,16,523	99.99
Through voting by Poll	65	9,09,886	100.00
<b>Total</b>	<b>191</b>	<b>1,17,26,409</b>	<b>99.99</b>

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

iv. **Abstain/Not** voted :

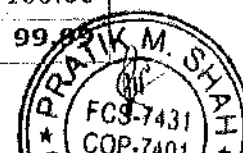
Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	2	5
<b>Total</b>	<b>2</b>	<b>5</b>

**Item No. 6:- As an Ordinary Resolution**

To ratify remuneration payable to Cost Auditors M/s. B. F. Modi and Associates (FRN: 6955), for the financial year 2015-2016.

i. Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	126	1,08,16,523	99.99
Through voting by Poll	66	9,09,889	100.00
<b>Total</b>	<b>192</b>	<b>1,17,26,412</b>	<b>99.99</b>



ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

iv. **Abstain/Not** voted :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	1	2
<b>Total</b>	<b>1</b>	<b>2</b>

**Item No. 7:- As an Ordinary Resolution**

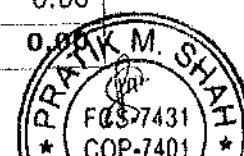
To re-appoint Mr. Manish V. Parekh (holding DIN 00037724), as the Executive Director of the Company and revision in the terms of his appointment.

i. Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	124	1,00,02,108	99.99
Through voting by Poll	66	9,09,889	100.00
<b>Total</b>	<b>190</b>	<b>109,11,997</b>	<b>99.99</b>

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.00</b>





iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	8,14,415
Through voting by Poll	1	2
<b>Total</b>	<b>3</b>	<b>8,14,417</b>

**Item No. 8:- As an Ordinary Resolution**

To re-appoint Mr. Nayan S. Parekh (holding DIN 00037597), as the Executive Director of the Company and revision in the terms of his appointment.

i. **Voted in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	124	96,15,050	99.99
Through voting by Poll	66	9,09,889	100.00
<b>Total</b>	<b>190</b>	<b>1,05,24,939</b>	<b>99.99</b>

ii. **Voted against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.00</b>

iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	12,01,473
Through voting by Poll	1	2
<b>Total</b>	<b>3</b>	<b>12,01,475</b>

**Item No. 9:- As an Ordinary Resolution**

To re-appoint Mr. Hiten V. Parekh (holding DIN 00037550), as the Executive Director of the Company and revision in the terms of his appointment.

i. **Voted in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	124	96,06,561	99.99
Through voting by Poll	66	9,09,889	100.00
<b>Total</b>	<b>190</b>	<b>1,05,16,450</b>	<b>99.99</b>

ii. **Voted against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	12,09,962
Through voting by Poll	1	2
<b>Total</b>	<b>3</b>	<b>12,09,964</b>



**Item No. 10:- As a Special Resolution**

To re-appoint Mr. Sharad V. Parekh (holding DIN 00035747), as the Managing Director of the Company and revision in the terms of his appointment.

i. Voted **in favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	124	95,23,615	99.99
Through voting by Poll	66	9,09,889	100.00
<b>Total</b>	<b>190</b>	<b>1,04,33,504</b>	<b>99.99</b>

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	2	6	0.00
Through voting by Poll	0	0	0.00
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

iv. **Abstain/Not** voted :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	12,92,908
Through voting by Poll	1	2
<b>Total</b>	<b>3</b>	<b>12,92,910</b>

xi. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of 29<sup>th</sup> Annual General Meeting to announce the results of the meeting.



- xii. The register and all other relevant papers relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 29<sup>th</sup> Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for their safe keeping.

Place: Mumbai

Date: 6<sup>th</sup> August, 2015



A handwritten signature in black ink, appearing to be "Pratik M. Shah".

Pratik M. Shah  
Company Secretaries  
FCS: 7431  
C.P. No. 7401



V. V. Parulekar  
(CHAIRMAN)