



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

DETAILS PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 ON THE VOTES CAST AT THE THIRTIETH ANNUAL GENERAL MEETING OF NILKAMAL LIMITED HELD ON 11TH AUGUST, 2016.

- 1) **Date of the AGM: Thursday, 11th August, 2016.**
- 2) **Total number of shareholders on record date: 15,223**
- 3) **No. of shareholders present in the meeting either in person or through proxy :**

	Presence		
	In person	In proxy	Total
Promoter and promoter Group	13	0	13
Public	50	0	50
Total	63	0	63

- 4) **No. of shareholders attended the meeting through video conferencing:**
N.A.

1. Ordinary Resolution - Consideration and Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements for the year ended 31st March, 2016 together with the Reports of Directors and Auditors thereon.									
Resolution required (Ordinary/ Special)		Whether the promoter/ promoter group are interested in the agenda							
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)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*	
				100			100	100	
Promoter and promoter group	Evoting Poll Total	9570007	9570007 0 9570007	100 0 100	9570007 0 9570007	0 0 0	100 0 100	0 0 0	0 0 0
Public- Institutional holders	Evoting Poll Total	1171253	877268 0 877268	74.90 0 74.90	877268 0 877268	0 0 0	100 0 100	0 0 0	0 0 0
Public- Non Institutional holders	Evoting Poll Total	4181265	758670 224384 983054	18.14 5.37 23.51	758670 224384 983054	0 0 0	100 100 100	0 0 0	0 0 0
Total		14922525	11430329	76.60	11430329	0	100	0	0

(Excludes invalid and abstained votes.)



Resolution required (Ordinary/ Special)		2. Ordinary Resolution - Re appointment of Mr. Hiten V. Parekh, who retires by rotation.						
Whether the promoter/ promoter group are interested in the agenda		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)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
				100			100	100
Promoter and promoter group	Evoting Poll Total	9570007	9570007 0 9570007	100 0 100	9570007 0 9570007	0 0 0	100 0 100	0 0 0
Public- Institutional holders	Evoting Poll Total	1171253	900236 0 900236	76.86 0 76.86	882043 0 882043	18193 0 18193	97.98 0 97.98	2.02 0 2.02
Public- Non Institutional holders	Evoting Poll Total	4181265	758670 224384 983054	18.14 5.37 23.51	758670 224384 983054	0 0 0	100 100 100	0 0 0
Total		14922525	11453297	76.75	11435104	18193	99.84	0.16

(Excludes invalid and abstained votes.)



Resolution required (Ordinary/ Special)		3. Ordinary Resolution - Appointment of Joint Statutory Auditors of the Company and fixing their remuneration.						
Whether the promoter/ promoter group are interested in the agenda		No						
Category	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*	No. of votes -in favour	No. of Votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]*
		1	2	100	4	5	100	100
Promoter and promoter group	Evoting Poll Total	9570007	9570007 0 9570007	100 0 100	9570007 0 9570007	0 0 0	100 0 100	0 0 0
Public- Institutional holders	Evoting Poll Total	1171253	900236 0 900236	76.86 0 76.86	748603 0 748603	151633 0 151633	83 0 83	17 0 17
Public- Non Institutional holders	Evoting Poll Total	4181265	758690 224384 983074	18.14 5.37 23.51	758486 224384 982870	204 0 204	99.97 100.00 99.97	0.03 0.00 0.03
Total		14922525	11453317	76.75	11301480	151837	98.67	1.33

(Excludes invalid and abstained votes.)



Resolution required (Ordinary/ Special)		4. Ordinary Resolution - Ratification of remuneration payable to the Cost Auditors for the financial year 2016-2017.						
Whether the promoter/ promoter group are interested in the agenda		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)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
				100			100	100
Promoter and promoter group	Evoting Poll Total	9570007	9570007 0 9570007	100 0 100	9570007 0 9570007	0 0 0	100 0 100	0 0 0
Public- Institutional holders	Evoting Poll Total	1171253	900236 0 900236	76.86 0 76.86	893790 0 893790	6446 0 6446	99 0 99	1 0 1
Public- Non Institutional holders	Evoting Poll Total	4181265	758690 224384 983074	18.14 5.37 23.51	758486 224384 982870	204 0 204	99.97 100.00 99.97	0.03 0.00 0.03
Total		14922525	11453317	76.75	11446667	6650	99.94	0.06

(Excludes invalid and abstained votes.)



Resolution required (Ordinary/ Special)		5. Ordinary Resolution - Re-designation of Mr. Hiten V. Parekh as the Joint Managing Director.						
Whether the promoter/ promoter group are interested in the agenda		Yes. Only the Director being re-designated						
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)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
				100			100	100
Promoter and promoter group	Evoting Poll Total	9570007	9570007 0	100.00 0	8356854 0	0	87.32 0	0 0
Public- Institutional holders	Evoting Poll Total	1171253	900236 0	76.86 0	900236 0	0	100.00 0	0.00 0
Public- Non Institutional holders	Evoting Poll Total	4181265	758670 224384 983054	18.14 5.37 23.51	758670 224384 983054	0 0 0	100 100 100	0 0 0
Total		14922525	11453297	76.75	10240144	0	89.41	0.00

(Excludes invalid and abstained votes.)



Resolution required (Ordinary/ Special)		6. Ordinary Resolution - Re-designation of Mr. Manish V. Parekh as the President and Executive Director (Furniture).						
Whether the promoter/ promoter group are interested in the agenda		Yes. Only the Director being re-designated						
Category	Mode of voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*	No. of votes -in favour	No. of Votes - against	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]*
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and promoter group	Evoting Poll Total	9570007	9570007 0	100.00 0	8759301 0	0	91.53 0	0 0
Public- Institutional holders	Evoting Poll Total	1171253	900236 0	76.86 0	900236 0	0	100.00 0	0.00 0
Public- Non Institutional holders	Evoting Poll Total	4181265	758670 224384 983054	18.14 5.37 23.51	758670 224384 983054	0 0 0	100 100 100	0 0 0
Total		14922525	11453297	76.75	10642591	0	92.92	0.00

(Excludes invalid and abstained votes.)



Resolution required (Ordinary/ Special)		7. Ordinary Resolution - Re-designation of Mr. Nayan S . Parekh as the President and Executive Director (Material Handling).						
Whether the promoter/ promoter group are interested in the agenda		Yes. Only the Director being re-designated						
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)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
				100			100	100
Promoter and promoter group	Evoting Poll Total	9570007	9570007	100.00	8385434	0	87.62	0
		9570007	9570007	100.00	8385434	0	87.62	0
Public- Institutional holders	Evoting Poll Total	1171253	900236	76.86	900236	0	100.00	0.00
			900236	76.86	900236	0	100.00	0.00
Public- Non Institutional holders	Evoting Poll Total	4181265	758670	18.14	758670	0	100	0
			224384	5.37	224384	0	100	0
			983054	23.51	983054	0	100	0
Total		14922525	11453297	76.75	10268724	0	89.66	0.00

(Excludes invalid and abstained votes.)





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

Company Secretaries

Scrutinizer's Report

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

To,

The Chairman of 30th Annual General Meeting of the members of

Nilkamal Limited (the 'Company') held on the 11th day of August, 2016 at 12:00 noon at Registered Office of the Company situated at 12 Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

Dear Sir,

We, Pratik M. Shah, Company Secretaries, have been appointed by the Board of Director of the Company as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the terms of Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 30th Annual General Meeting ('AGM') of the members of the Company, held on the 11th day of August, 2016 at 12:00 noon at Registered Office of the Company situated at 12 Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

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 (i.e. by remote e-voting and voting by poll at the AGM) on the resolutions contained in the notice to the 30th Annual General Meeting (AGM) of the Company. Our responsibility as a scrutinizer for the e-voting process 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, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL') the authorized agency to provide e-voting facilities, engaged by the Company, and -

Further to the above, we submit our 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.

Add.: D/12, Riddhi Avenue, Off. New Link Road, Chikwadi, Borivali (West), Mumbai - 400 092

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Website : www.cspmsah.com • **e-mail :** pratik@cspmsah.com / cspratikshah@gmail.com



- ii. The remote-voting period remained open from Monday, 8th August, 2016 (10:00 a.m.) to Wednesday, 10th August, 2016 (5:00 p.m.).
- iii. The members of the Company as on the "cut-off" date i.e. 4th August, 2016 were entitled to vote on the resolutions (item no. 1 to 7 as set out in the notice of the 30th AGM of the Company).
- iv. At the end of the remote e-voting period on 10th August, 2016 at 5.00 pm, voting portal of service provider was blocked forthwith.
- v. After the announcement of polling at the AGM, the ballot box was duly locked by us and kept for polling with due identification marks.
- vi. After Annual General Meeting, the ballot box kept for voting was immediately opened by us in presence of Mr. Amey Surve and Ms. Mansi Shah.
- vii. There were 63 shareholders present at the meeting in person at the AGM.
- viii. On Thursday, the 11th August, 2016 at 2.00 pm after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked by us in the presence of Mr. Amey Surve 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 were complete in all respect and no defects were found.

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

Item No. 1:-

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, 2016, together with the Reports of the Board of Directors and the Auditors thereon.

- i. Voted **infavour** 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	113	1,12,05,945	100.00
Through voting by Poll	43	2,24,384	100.00
Total	156	1,14,30,329	100.00



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	0	0	0.00
Through voting by Poll	0	0	0.00
Total	0	0	0.00

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0.00
Through voting by Poll	0	0.00
Total	0	0.00

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	6,624
Through voting by Poll	0	0
Total	2	6,624

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Mr. Hiten V. Parekh (holding DIN 00037550), 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	113	1,12,10,720	99.84
Through voting by Poll	43	2,24,384	100.00
Total	156	1,14,35,104	99.84

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	1	18,193	0.16
Through voting by Poll	0	0	0.00
Total	1	18,193	0.16



iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0.00
Through voting by Poll	0	0.00
Total	0	0.00

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	1	20
Through voting by Poll	0	0
Total	1	20

Item No. 3:-

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	105	1,10,77,096	98.65
Through voting by Poll	43	2,24,384	100.00
Total	148	1,13,01,480	98.67

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	10	1,51,837	1.35
Through voting by Poll	0	0	0.00
Total	10	1,51,837	1.33

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0.00
Through voting by Poll	0	0.00
Total	0	0.00



iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0.00
Through voting by Poll	0	0.00
Total	0	0.00

Item No. 4:-

Ordinary Resolution to ratify remuneration payable to Cost Auditors M/s. B. F. Modi and Associates (FRN: 6955), for the financial year 2016-2017.

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	113	1,12,22,283	99.94
Through voting by Poll	43	2,24,384	100.00
Total	156	1,14,46,667	99.94

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	6,650	0.06
Through voting by Poll	0	0	0.00
Total	2	6,650	0.06

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0.00
Through voting by Poll	0	0.00
Total	0	0.00

iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0.00
Through voting by Poll	0	0.00
Total	0	0.00



Item No. 5:-

Ordinary Resolution to re-designate Mr. Hiten V. Parekh (DIN: 00037550) as the 'Joint Managing Director' of the Company with effect from November 2, 2015.

i. Voted **infavour** 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	112	1,00,15,760	89.20
Through voting by Poll	43	2,24,384	100.00
Total	155	1,02,40,144	89.41

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	0	0	0.00
Through voting by Poll	0	0	0.00
Total	0	0	0.00

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	12,13,153
Through voting by Poll	0	0
Total	2	12,13,153

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	1	20
Through voting by Poll	0	0
Total	1	20

Item No. 6:-

Ordinary Resolution to re-designate Mr. Manish V. Parekh (DIN: 00037724) as the 'President and Executive Director (Furniture)' of the Company with effect from November 2, 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	112	1,04,18,207	92.78
Through voting by Poll	43	2,24,384	100.00
Total	155	1,06,42,591	92.92

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	0	0	0.00
Through voting by Poll	0	0	0.00
Total	0	0	0.00

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	8,10,706
Through voting by Poll	0	0.00
Total	2	8,10,706

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	1	20
Through voting by Poll	0	0.00
Total	1	20

Item No. 7:-

Ordinary Resolution to re-designate Mr. Nayan S. Parekh (DIN: 00037597) as the 'President and Executive Director (Material Handling)' of the Company with effect from November 2, 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	112	1,00,44,340	89.45
Through voting by Poll	43	2,24,384	100.00
Total	155	1,02,68,724	89.65



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	0	0	0.00
Through voting by Poll	0	0	0.00
Total	0	0	0.00

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	2	11,84,573
Through voting by Poll	0	0.00
Total	2	11,84,573

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	1	20
Through voting by Poll	0	0.00
Total	1	20

- xi. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of 30th 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 our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 30th Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for their safe keeping.



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

Place: Mumbai

Date: 12th August, 2016