



*Nilkamal Limited*



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**Furniture Division : Fax :** (91-22) 2835 3556 ● **E-mail :** furniture@nilkamal.com

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**DETAILS PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 ON THE VOTES CAST AT THE THIRTY THIRD ANNUAL GENERAL MEETING OF NILKAMAL LIMITED HELD ON AUGUST 14, 2020.**

- 1) **Date of the AGM: Friday, August 14, 2020.**
- 2) **Total number of shareholders on record date: 24,897**
- 3) **No. of shareholders present in the meeting either in person or through proxy :  
NA**

	Presence		
	In person	In proxy	Total
Promoter and promoter Group	0	0	0
Public	0	0	0
Total	0	0	0

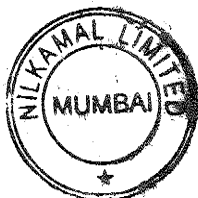
- 4) **No. of shareholders attended the meeting through video conferencing:**

	Presence		
	In person	In proxy	Total
Promoter and promoter Group	17	0	17
Public	59	0	59
Total	76	0	76

- 5) **No of resolutions passed in the meeting: 13**

Nilkamal Limited								
Resolution Required : (Ordinary)			1 - Consideration and adoption of the Audited Financial Statements including Audited Consolidated Financial Statements for the year ended March 31, 2020, together with the Reports of the Board of Directors and the 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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2641245	93.5827	2641245	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		2641245	93.5827	2641245	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500548	53	99.9894	0.0106
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500548	53	99.9894	0.0106
Total		14922525	12741292	85.3829	12741239	53	99.9996	0.0004
Whether resolution is pass or not							Yes	

*Prave*



Nilkamal Limited								
Resolution Required : (Ordinary)			2 - Re-appoint Mr. Manish V. Parekh (DIN: 00037724), who retires by rotation					
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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2646334	93.7630	2646334	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		2646334	93.7630	2646334	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500380	221	99.9559	0.0441
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500380	221	99.9559	0.0441
Total		14922525	12746381	85.4171	12746160	221	99.9983	0.0017
Whether resolution is pass or not							Yes	



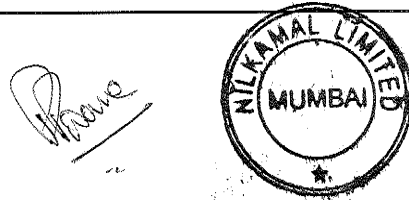
Nilkamal Limited								
Resolution Required : (Ordinary)			3 - Ratification of remuneration payable to Cost auditors for financial year 2020-2021					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2646334	93.7630	2646334	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		2646334	93.7630	2646334	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500458	143	99.9714	0.0286
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500458	143	99.9714	0.0286
Total		14922525	12746381	85.4171	12746238	143	99.9989	0.0011
Whether resolution is pass or not							Yes	

*Prave*



# Nilkamal Limited

Resolution Required : (Special)			4 - Adoption of new set of Articles of Association (AOA) as per Companies Act, 2013					
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	9599446	9599446	100.0000	9599446	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
	<b>Total</b>		<b>9599446</b>	<b>100.0000</b>	<b>9599446</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2822365	1191303	42.2094	18402	1172901	1.5447	98.4553
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1191303</b>	<b>42.2094</b>	<b>18402</b>	<b>1172901</b>	<b>1.5447</b>	<b>98.4553</b>
Public Non Institutions	E-Voting	2500714	500601	20.0183	500548	53	99.9894	0.0106
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>500601</b>	<b>20.0183</b>	<b>500548</b>	<b>53</b>	<b>99.9894</b>	<b>0.0106</b>
<b>Total</b>		<b>14922525</b>	<b>11291350</b>	<b>75.6665</b>	<b>10118396</b>	<b>1172954</b>	<b>89.6119</b>	<b>10.3881</b>
Whether resolution is pass or not							Yes	



# Nilkamal Limited

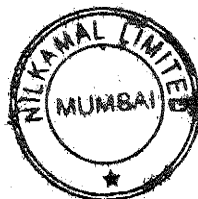
Resolution Required : (Ordinary)			5 - Appoint Mr. Vamanrai V. Parekh (DIN: 00037519) as Chairman Emeritus effective from August 15, 2020 and fix his emoluments					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of 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	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	9599446	3108015	32.3770	3108015	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		3108015	32.3770	3108015	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	1540452	54.5802	369216	1171236	23.9680	76.0320
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1540452	54.5802	369216	1171236	23.9680	76.0320
Public Non Institutions	E-Voting	2500714	500601	20.0183	500443	158	99.9684	0.0316
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500443	158	99.9684	0.0316
Total		14922525	5149068	34.5053	3977674	1171394	77.2504	22.7496
Whether resolution is passed or not							Yes	

*Parekh*



Nilkamal Limited								
Resolution Required : (Ordinary)			6 - Appoint Mr. Mihir H. Parekh (DIN: 07308466) as a Director, who is liable to retire by rotation					
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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	1592264	56.4159	1592264	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		1592264	56.4159	1592264	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500382	219	99.9563	0.0437
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500382	219	99.9563	0.0437
Total		14922525	11692311	78.3534	11692092	219	99.9981	0.0019
Whether resolution is pass or not							Yes	

*M. Parekh*



# Nilkamal Limited

Resolution Required : (Special)			7 - Appoint Mr. Mihir H. Parekh (DIN: 07308466) as an Executive Director for a period of five years effective from February 1, 2020 to January 31, 2025 and approve his remuneration alongwith other terms and conditions of his appointment					
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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	1243960	44.0751	1243960	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		1243960	44.0751	1243960	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500333	268	99.9465	0.0535
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500333	268	99.9465	0.0535
Total		14922525	11344007	76.0194	11343739	268	99.9976	0.0024
Whether resolution is pass or not							Yes	

*M. H. Parekh*





Nilkamal Limited								
Resolution Required : (Special)			8 - Re-appoint Mr. K. Venkataramanan (DIN: 00001647) as an Independent Director for five years effective from August 14, 2020 to August 13, 2025 and approve the continuation of his Directorship since he is above 75 years of age					
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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2298030	81.4221	2298030	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		2298030	81.4221	2298030	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500378	223	99.9555	0.0445
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500378	223	99.9555	0.0445
Total		14922525	12398077	83.0830	12397854	223	99.9982	0.0018
Whether resolution is pass or not							Yes	

*Prave*



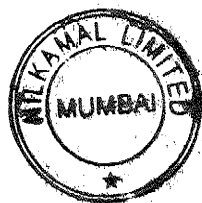
Nilkamal Limited								
Resolution Required : (Special)			9 - Re-appoint Mr. Sharad V. Parekh (DIN: 00035747) as a Managing Director effective from April 1, 2020 till the close of business hours on August 14, 2020 and approve his remuneration alongwith other terms and conditions of his appointment					
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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2298030	81.4221	2298030	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		2298030	81.4221	2298030	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500343	258	99.9485	0.0515
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500343	258	99.9485	0.0515
Total		14922525	12398077	83.0830	12397819	258	99.9979	0.0021
Whether resolution is pass or not							Yes	

*Shame*



Nilkamal Limited								
Resolution Required : (Special)			10 - Appoint Mr. Sharad V. Parekh (DIN: 00035747) as a Non-Executive Director to be designated as the Chairman of the Company effective from August 15, 2020, not liable to retire by rotation and continuation of his directorship above 75 years of his age					
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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	1192148	42.2393	137233	1054915	11.5114	88.4886
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1192148	42.2393	137233	1054915	11.5114	88.4886
Public Non Institutions	E-Voting	2500714	500601	20.0183	500317	284	99.9433	0.0567
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500317	284	99.9433	0.0567
Total		14922525	11292195	75.6721	10236996	1055199	90.6555	9.3445
Whether resolution is pass or not							Yes	

*Share*



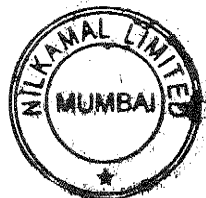
Nilkamal Limited								
Resolution Required : (Special)			11 - Re-appoint Mr. Hiten V. Parekh (DIN: 00037550) as a Joint Managing Director effective from April 1, 2020 till the close of business hours on August 14, 2020 and as a Managing Director effective from August 15, 2020 till March 31, 2025 and approve his remuneration alongwith other terms and conditions of his appointment					
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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2298030	81.4221	2298030	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		2298030	81.4221	2298030	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500282	319	99.9363	0.0637
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500282	319	99.9363	0.0637
Total		14922525	12398077	83.0830	12397758	319	99.9974	0.0026
Whether resolution is pass or not							Yes	

*H. Parekh*



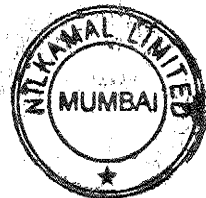
Nilkamal Limited								
Resolution Required : (Special)			12 - Re-appoint Mr. Manish V. Parekh (DIN: 00037724) as an Executive Director effective from April 1, 2020 to March 31, 2025 and approve his remuneration alongwith other terms and conditions of his appointment .					
Whether promoter/ promoter 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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2298030	81.4221	2298030	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		2298030	81.4221	2298030	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500282	319	99.9363	0.0637
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500282	319	99.9363	0.0637
Total		14922525	12398077	83.0830	12397758	319	99.9974	0.0026
Whether resolution is pass or not							Yes	

*Manish V. Parekh*



Nilkamal Limited								
Resolution Required : (Special)			13 - Re-appoint Mr. Nayan S. Parekh (DIN: 00037597) as an Executive Director effective from April 1, 2020 to March 31, 2025 and approve his remuneration alongwith other terms and conditions of his appointment					
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	9599446	9599446	100.0000	9599446	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		9599446	100.0000	9599446	0	100.0000	0.0000
Public Institutions	E-Voting	2822365	2298030	81.4221	2298030	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		2298030	81.4221	2298030	0	100.0000	0.0000
Public Non Institutions	E-Voting	2500714	500601	20.0183	500282	319	99.9363	0.0637
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		500601	20.0183	500282	319	99.9363	0.0637
Total		14922525	12398077	83.0830	12397758	319	99.9974	0.0026
Whether resolution is pass or not							Yes	

*P. Parekh*





**SCRUTINIZER'S REPORT**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies Management and Administration Rules, 2014 read with MCA Circular No. 20/202 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India]*

To,

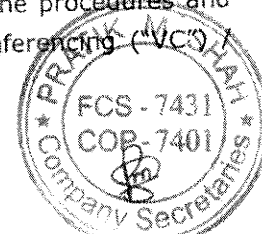
The Chairman of 34<sup>th</sup> Annual General Meeting ('AGM') of the members of **Nilkamal Limited** (the 'Company') held on August 14, 2020 at 11.00 a.m. through two way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Dear Sir,

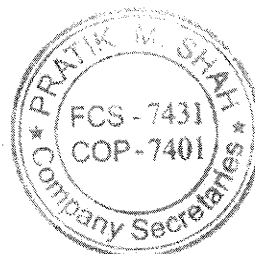
We, Pratik M. Shah, Company Secretaries, have been appointed as a scrutinizer in the meeting of the Board of the Directors held on 28<sup>th</sup> June, 2020 for the purpose of -

- 1) Scrutinizing Remote e-voting process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- 2) Voting conducted through Electronic voting at the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 34<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company issued Accordingly,
- 3) Further to the above, we submit our report as under:-

- i. Pursuant to Section 101, 108 of the act and rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modifications or re-enactments thereof for the time being in force, Company has confirmed that the electronic copy of notice convening the 34<sup>th</sup> AGM of the Company along with the process of electronic voting at the AGM and the remote e-voting were sent to the shareholders whose email addresses are registered with the Company/Depository Participants for communication purposes in compliance with MCA issued Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No.17/2020 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").



- ii. The Company has appointed National Securities Depository Limited ("NSDL"), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of the AGM.
- iii. The remote e-voting period remained open from Tuesday, August 11, 2020 at 9.00 a.m. and ends on Thursday, August 13, 2020, at 5.00 p.m.
- iv. The members of the Company as on the "cut-off" date i.e. Friday, August 7, 2020, was entitled to vote on the resolutions (item no. 1 to 13 as set out in the notice of the 34<sup>th</sup> AGM of the Company).
- v. At the end of the remote e-voting period on Thursday, August 13, 2020, at 5.00 p.m., voting portal of service provider was blocked forthwith.
- vi. For Voting conducted through Electronic voting at the AGM, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through E-Voting System provided by NSDL.
- vii. As Scrutinizer, our responsibility is to ensure that voting process through remote e-voting and voting conducted through E-Voting System at the AGM are conducted in a fair and transparent manner and to make a consolidated scrutinizer's report of the total votes cast in favour or against the resolutions, based on the report generated from the E-Voting System provided by NSDL.
- viii. In compliance of the Rules, we have unblocked the votes from the website of National Securities Depository Limited ("NSDL"), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on August 14, 2020, at 12:15 p.m. in the presence of Mr. Sonu Gupta and Mr. Vikas Gohar who were not in the employment of the Company.
- ix. The Remote E-Voting and voting conducted through E-Voting System provided by NSDL at the AGM were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company M/s. Link Intime India Private Limited (Link Intime) and the authorizations lodged with the Company.
- x. We have rendered separate details in Scrutinizer's Report on the Remote e-voting and voting conducted through E Voting System at the meeting and we hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on all the Resolutions contained in the Notice.





Consolidated report on result of voting through electronic means and e-voting at AGM is as under:

**Item No. 1:-**

Ordinary Resolution - To receive, consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

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

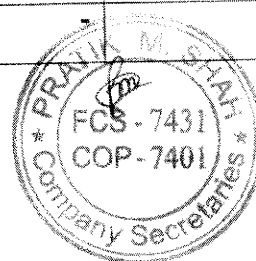
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	196	1,27,41,236	100.00
Voting conducted through Electronic voting at the AGM	1	3	0.00
<b>Total</b>	<b>197</b>	<b>1,27,41,239</b>	<b>100.00</b>

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
Remote E-Voting	4	53	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>4</b>	<b>53</b>	<b>00.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	-	-



iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	1	5,089
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>1</b>	<b>5,089</b>

**Item No. 2:-**

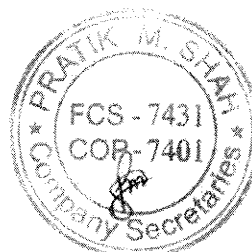
Ordinary Resolution – To appoint a Director in place of Mr. Manish V. Parekh (DIN:00037724), who retires by rotation and being eligible, offers himself for re-appointment.

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
Remote E-Voting	193	1,27,46,157	100.00
Voting conducted through Electronic voting at the AGM	1	3	0.00
<b>Total</b>	<b>194</b>	<b>1,27,46,160</b>	<b>100.00</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
Remote E-Voting	8	221	100
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>8</b>	<b>221</b>	<b>00.00</b>



iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	-	-

iv. **Abstain/Not voted :**

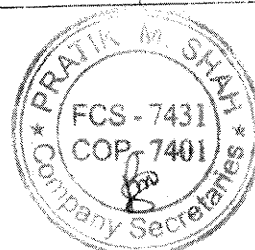
Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	-	-

**Item No. 3:-**

Ordinary Resolution - To ratify and confirm appointment of M/s. B. F. Modi and Associates, Cost Accountants (Firm Registration No.6955) as Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2020-21 at remuneration of Rs.3.50 Lakhs (Rupees Three Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual.

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
Remote E-Voting	194	1,27,46,235	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>195</b>	<b>1,27,46,238</b>	<b>100.00</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
Remote E-Voting	7	143	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>7</b>	<b>143</b>	<b>00.00</b>

iii. **Invalid** votes :

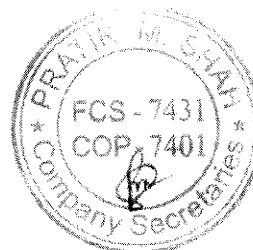
Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Item No. 4:-**

Special Resolution- To adopt new set of Articles of Association of the Company in total exclusion, substitution and supersession, in lieu of existing Articles of Association 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
Remote E-Voting	179	1,01,18,393	100.00
Voting conducted through Electronic voting at the AGM	1	3	0.00
<b>Total</b>	<b>180</b>	<b>1,01,18,396</b>	<b>89.61</b>

ii. Voted **against** the resolution :

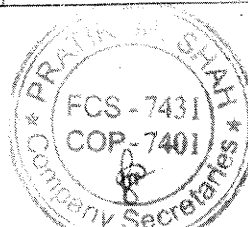
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	19	11,72,954	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>19</b>	<b>11,72,954</b>	<b>10.39</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	3	14,55,031
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>3</b>	<b>14,55,031</b>



**Item No. 5:-**

Ordinary Resolution – To appoint Mr. Vamanrai V. Parekh, the Promoter of the Company, as Chairman Emeritus (*subject to approval of Item No. 4 of this report*), with effect from August 15, 2020, till the time he resigns from such position and the Board of Directors, are entitled to pay emoluments.

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

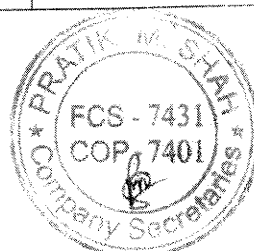
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	162	39,77,671	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>163</b>	<b>39,77,674</b>	<b>77.25</b>

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
Remote E-Voting	23	11,71,394	100.00
Voting conducted through Electronic voting at the AGM	0		
<b>Total</b>	<b>23</b>	<b>11,71,394</b>	<b>22.75</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	13	63,58,531
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>13</b>	<b>63,58,531</b>



iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	3	12,38,782
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>3</b>	<b>12,38,782</b>

**Item No. 6:-**

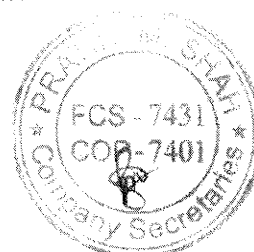
Ordinary Resolution – To appoint Mr. Mihir H. Parekh (DIN: 07308466), as a Director of the Company, liable to retire by rotation. He was appointed as an Additional Director of the Company with effect from February 1, 2020, and holds office upto the date of Annual General Meeting held on 14<sup>th</sup> August, 2020,

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
Remote E-Voting	189	1,16,92,089	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>190</b>	<b>1,16,92,092</b>	<b>100.00</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
Remote E-Voting	7	219	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>7</b>	<b>219</b>	<b>00.00</b>



iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	-	-

iv. **Abstain/Not voted :**

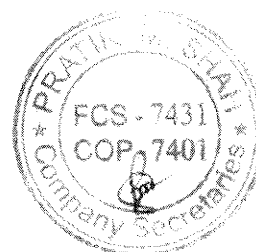
Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	5	10,54,070
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>5</b>	<b>10,54,070</b>

**Item No. 7:-**

Special Resolution - To appoint Mr. Mihir H. Parekh (DIN: 07308466) as a Whole Time Director, designated as an Executive Director of the Company for a period of Five years with effect from February 1, 2020 to January 31, 2025.

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
Remote E-Voting	184	1,13,43,736	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>185</b>	<b>1,13,43,739</b>	<b>100</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
Remote E-Voting	11	268	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>11</b>	<b>268</b>	<b>00.00</b>

iii. **Invalid** votes :

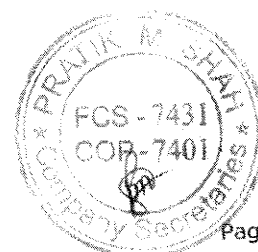
Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	6	14,02,374
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>6</b>	<b>14,02,374</b>

**Item No. 8:-**

Special Resolution - To approve re-appointment of Mr. K. Venkataramanan (DIN: 00001647) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company to be held in the calendar year 2020.



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
Remote E-Voting	189	1,23,97,851	100.00
Voting conducted through Electronic voting at the AGM	1	3	0.00
<b>Total</b>	<b>190</b>	<b>1,23,97,854</b>	<b>100.00</b>

ii. Voted **against** the resolution :

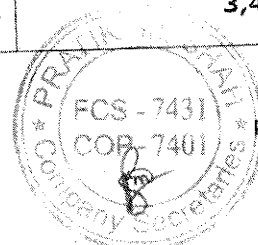
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	11	223	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>11</b>	<b>223</b>	<b>00.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	-	-

iv. **Abstain/Not** voted :

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	1	3,48,304
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>1</b>	<b>3,48,304</b>



**Item No. 9:-**

Special Resolution – To re - appoint Mr. Sharad V. Parekh (DIN: 00035747) as the Managing Director of the Company for a period effective from April 1, 2020 till the close of the business hours on August 14, 2020.

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

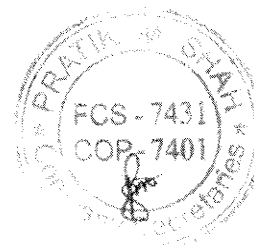
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	190	1,23,97,816	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>191</b>	<b>1,23,97,819</b>	<b>100.00</b>

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
Remote E-Voting	10	258	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>10</b>	<b>258</b>	<b>00.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	-	-



iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	1	3,48,304
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>1</b>	<b>3,48,304</b>

**Item No. 10:-**

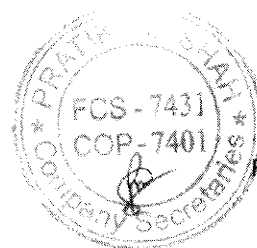
Special Resolution – To appoint in continuation, Mr. Sharad V. Parekh (DIN: 00035747), as a Non - Executive and Non - Independent Director of the Company, who is not liable to retire by rotation with designation as a Chairman of the Company w.e.f. August 15, 2020.

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
Remote E-Voting	184	1,02,36,993	100.00
Voting conducted through Electronic voting at the AGM	1	3	0.00
<b>Total</b>	<b>185</b>	<b>1,02,36,996</b>	<b>90.66</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
Remote E-Voting	15	10,55,199	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>15</b>	<b>10,55,199</b>	<b>9.34</b>



iii. **Invalid votes :**

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

iv. **Abstain/Not voted :**

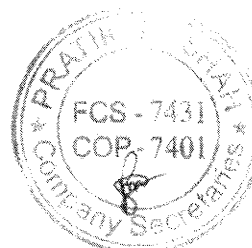
Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	2	14,54,186
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>2</b>	<b>14,54,186</b>

**Item No. 11:-**

Special Resolution – To re-appoint Mr. Hiten V. Parekh (DIN:00037550) as a Joint Managing Director effective from 1<sup>st</sup> April 2020 till the close of business hours of 14<sup>th</sup> August 2020 and appoint him Managing Director effective from 15<sup>th</sup> August 2020 till 31<sup>st</sup> March 2025 and approve his remuneration along with other terms and conditions 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
Remote E-Voting	189	1,23,97,755	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>190</b>	<b>1,23,97,758</b>	<b>100.00</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
Remote E-Voting	11	319	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>11</b>	<b>319</b>	<b>00.00</b>

iii. **Invalid** votes :

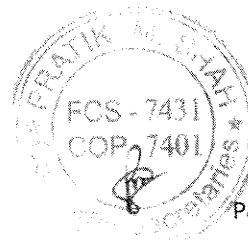
Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	1	3,48,304
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>1</b>	<b>3,48,304</b>

**Item No. 12:-**

Special Resolution – To re-appoint Mr. Manish V. Parekh (DIN:00037724) as a Whole Time Director, designated as an Executive Director of the Company, liable to retire by rotation for a period of Five years with effect from April 1, 2020 to March 31, 2025.



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
Remote E-Voting	189	1,23,97,755	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>190</b>	<b>1,23,97,758</b>	<b>100.00</b>

ii. Voted **against** the resolution :

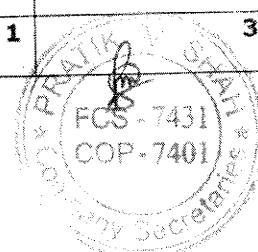
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	11	319	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>11</b>	<b>319</b>	<b>00.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	-	-

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	1	3,48,304
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>1</b>	<b>3,48,304</b>



**Item No. 13:-**

Special Resolution – To re-appoint Mr. Nayan S. Parekh (DIN:00037597) as a Whole Time Director, designated as an Executive Director of the Company, liable to retire by rotation for a period of Five years with effect from April 1, 2020 to March 31, 2025.

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

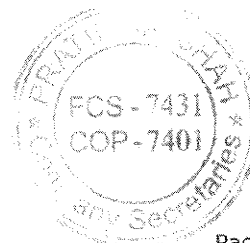
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	189	1,23,97,755	100.00
Voting conducted through Electronic voting at the AGM	1	3	00.00
<b>Total</b>	<b>190</b>	<b>1,23,97,758</b>	<b>100.00</b>

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
Remote E-Voting	11	319	100.00
Voting conducted through Electronic voting at the AGM	-	-	-
<b>Total</b>	<b>11</b>	<b>319</b>	<b>00.00</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Remote E-Voting	-	-
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>-</b>	<b>-</b>



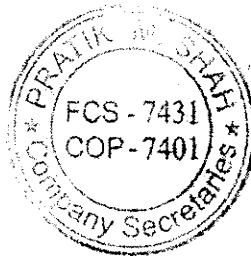


iv. **Abstain/Not voted :**

Mode of Voting	Number of members voted	Number of shares held
Remote E-Voting	1	3,48,304
Voting conducted through Electronic voting at the AGM	-	-
<b>Total</b>	<b>1</b>	<b>3,48,304</b>

Based on the above remote e-voting and e-voting held at AGM, all resolutions carried on with requisite majority, accordingly, we request the Chairman of 34<sup>th</sup> AGM to announce the results of the meeting.

The electronic data containing list of shareholders who voted For, Against, Invalid and Abstain/Not voted relating to e-voting's shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 34<sup>th</sup> AGM and thereafter the same shall be handed over to the Company Secretary for their safe keeping.



**PRATIK M. SHAH**  
Company Secretaries  
C.P. No. 7401  
PU No. 755/2020  
UDIN: F007431B000582236

Place: Mumbai  
Date: 14<sup>th</sup> August, 2020

Received 14/08/2020

**For NILKAMAL LIMITED**

  
Chairman