

**Head Office :** Nilkamal House, 77/88, Road No.13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

**Material Handling Division : Fax :** (91-22) 2836 1923 ● **E-mail :** marketing@nilkamal.com

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

**@home Division : Fax :** (91-22) 2837 2787 ● **E-mail :** connect@at-home.co.in ● **Visit us at :** www.nilkamal.com ● **Visit us at :** www.at-home.co.in

Ref: 37<sup>th</sup> AGM/SE

Date: July 07, 2023

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: Voting Results at the 37<sup>th</sup> Annual General Meeting.**

The 37<sup>th</sup> Annual General Meeting of the Company was held on July 7, 2023 and the business as set out in the Notice was duly transacted. In this regard, please find attached herewith the following:

- i) Summary of proceedings pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter called "the said Listing Regulations");
- ii) Voting Results pursuant to Regulation 44 of the said Listing Regulations; and
- iii) Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014.

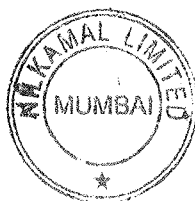
Kindly take the same on your records.

Thanking you,

Yours Faithfully,  
For Nilkamal Limited



**Priti Dave**  
**Company Secretary**  
Encl.: a.a.



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### **Summary of proceedings of the 37<sup>th</sup> Annual General Meeting of the shareholders of the Company held on July 7, 2023:**

In compliance with the General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (the "MCA") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023 the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting (the "AGM" or the "Meeting") of the Members of Nilkamal Limited (the "Company") was duly convened and held on Friday, July 7, 2023, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), which commenced at 11:00 A.M. (IST) and concluded at 11:40 P.M. (IST) (including the time allowed for e-voting at AGM).

Ms. Priti Dave, Company Secretary, welcomed the Members attending the AGM and briefed about the guidelines to be followed during the Meeting for shareholders and registered speakers. Thereafter, she introduced Chairman Emeritus and all the Directors who joined the Meeting through VC.

Mr. Rishabh Kumar, Chartered Accountant, Partner representing BSR & Co. LLP the statutory Auditors, Mr. Bhaskar Upadhyay, Company Secretary, Partner representing N. L. Bhatia & Associates the Secretarial Auditors and Scrutinizer and Mr. Ravi Bansal, Chartered Accountant, Partner representing M/s. S R B C & CO LLP, new statutory Auditors appointed at the AGM were also present at the Meeting.

Thereafter, the Notice dated May 20, 2023 convening the 37<sup>th</sup> AGM (the "Notice") was taken as read with the consent of the Members present. The Company Secretary mentioned that there were no qualifications, observations or other remarks made by the Auditors in their Report on the Financial Statements (both Standalone and Consolidated) or by the Secretarial Auditor in his Secretarial Audit Report for the financial year ended March 31, 2023. Hence, the Auditors' Report on the Financial Statement and the Secretarial Audit Report were not required to be read.

Later the Company Secretary intimated that as the AGM is being held through video conference, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available. However, the body corporate was entitled to appoint authorized representatives to attend the AGM through VC, and participate and cast their votes through e-voting. The registered office of the Company 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 shall be deemed as the venue for this AGM and proceedings of the AGM shall be deemed to be conducted here.

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Total 51 Members attended the AGM as per the records of the Attendance.

Members were informed that the Register of Directors and Key Managerial Personnel was made available electronically for inspection by the members.

Mr. Sharad V. Parekh, Chairman of the Company, greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman called the Meeting to order. All the Directors except Mr. K. Venkataramanan were present at the AGM. The Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were also present at the AGM.

The Chairman then addressed the members and briefed them on the financial performance for FY 2022-23 and notable developments of the Company.

The Company Secretary then mentioned the request received from two shareholders to speak at the said AGM and announced the name of the shareholders one by one to put forth their comments and queries on the performance of the Company. There were no queries received from the shareholders.

He thereafter again handed the proceedings to the Company Secretary, Ms. Priti Dave. She informed the Members that in compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company had engaged the services of NSDL to provide remote e-Voting facility from Tuesday 4<sup>th</sup> July, 2023 (9:00 a.m. IST) till Thursday 6<sup>th</sup> July, 2023 (5:00 p.m. IST), and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses transacted at the Meeting. She also stated that as the votes have been already put to vote by remotng e-voting there will be no proposing and seconding of the resolutions.

The voting rights of the Members were reckoned based on the number of shares held by them as on the 'cutoff' date i.e., June 30, 2023. Ms. Bhaskar B. Upadhyay, Practicing Company Secretary, (M. No 8663 FCS-9625), Mumbai, was appointed for the purpose of scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner.

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Thereafter, the following businesses as set out in the Notice dated May 20, 2023 convening the AGM were transacted:

Item No.	Description	Type of resolution	Result
1	Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary resolution	The resolution was passed with requisite majority.
2	Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.	Ordinary resolution	The resolution was passed with requisite majority.
3	To declare Final Dividend on equity shares for the financial year ended March 31, 2023.	Ordinary resolution	The resolution was passed with requisite majority.
4	Re-appoint Mr. Manish V. Parekh (DIN: 00037724), who retires by rotation.	Ordinary resolution	The resolution was passed with requisite majority.
5	Re-appoint Mr. Mihir H. Parekh (DIN: 07308466), who retires by rotation.	Ordinary resolution	The resolution was passed with requisite majority.
6	Appointment of M/s. S R B C & Co LLP, as the Statutory Auditors of the Company, for a period of 5 (five ) consecutive years commencing from the conclusion of this Annual General Meeting.	Ordinary resolution	The resolution was passed with requisite majority.
7	Ratify remuneration of Rs. 3.50 Lakhs for M/s. V. B. Modi & Associates, Cost Accountants for the Financial Year ending March 31, 2024.	Ordinary resolution	The resolution was passed with requisite majority.



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The Chairman informed the Members that the consolidated e-voting results will be declared as per the details given in the Notice and concluded the proceedings of the Meeting after thanking the Directors and the Shareholders for joining the Meeting. The Meeting was concluded with a vote of thanks to the Chair. The E-voting facility was kept open for the next 15 minutes to enable the Members to cast their votes.

The Scrutinizer's Report was received on Friday, July 7, 2023 and as set out therein, all the Resolutions have been passed with the requisite majority.

Based on the Scrutinizer's Report, the Chairman signed the consolidated voting results and declared that all the aforesaid businesses as contained in the Notice dated May 20, 2023 convening the 37<sup>th</sup> AGM were duly approved with requisite majority by the Members of the Company through remote e-voting and e-voting conducted during the AGM.

Kindly take the same on your records.

Thanking you,  
Yours Faithfully,  
For Nilkamal Limited

**Priti Dave**  
Company Secretary



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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 SEVENTH ANNUAL GENERAL MEETING OF NILKAMAL LIMITED HELD ON JULY 7, 2023.**

- 1) Date of the AGM: Friday, July 7, 2023.
- 2) Total number of shareholders on record date: 17,529
- 3) No. of shareholders present in the meeting either in person or through proxy :

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

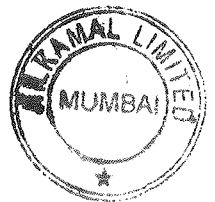
- 4) No. of shareholders attended the meeting through video conferencing:

	Presence		
	In person	In proxy	Total
Promoter and promoter Group	17	0	17
Public	34	0	34
Total	51	0	51

- 5) No of resolutions passed in the meeting: 7

## Nilkamal Limited

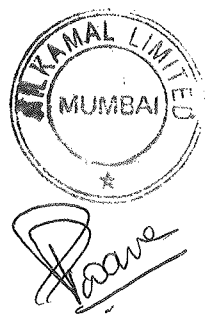
Resolution Required : (Ordinary)			1. Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in 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	9631046	9631046	100.0000	9631046	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>9631046</b>	<b>100.0000</b>	<b>9631046</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3142507	3048631	97.0127	3048631	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>3048631</b>	<b>97.0127</b>	<b>3048631</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2148972	179636	8.3592	179606	30	99.9833	0.0167
	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>179636</b>	<b>8.3592</b>	<b>179606</b>	<b>30</b>	<b>99.9833</b>	<b>0.0167</b>
<b>Total</b>		<b>14922525</b>	<b>12859313</b>	<b>86.1738</b>	<b>12859283</b>	<b>30</b>	<b>99.9998</b>	<b>0.0002</b>



*Prave*

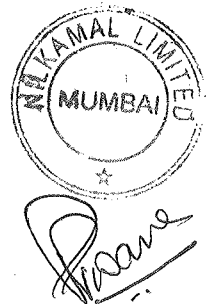
## Nilkamal Limited

Resolution Required : (Ordinary)			2 - Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of 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	9631046	9631046	100.0000	9631046	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>9631046</b>	<b>100.0000</b>	<b>9631046</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3142507	3048631	97.0127	3048631	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>3048631</b>	<b>97.0127</b>	<b>3048631</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2148972	179636	8.3592	179606	30	99.9833	0.0167
	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>179636</b>	<b>8.3592</b>	<b>179606</b>	<b>30</b>	<b>99.9833</b>	<b>0.0167</b>
<b>Total</b>		<b>14922525</b>	<b>12859313</b>	<b>86.1738</b>	<b>12859283</b>	<b>30</b>	<b>99.9998</b>	<b>0.0002</b>



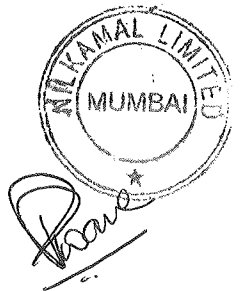
## Nilkamal Limited

Resolution Required : (Ordinary)			3 - To declare Final Dividend on equity shares for the financial year ended March 31, 2023.					
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	9631046	9631046	100.0000	9631046	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>9631046</b>	<b>100.0000</b>	<b>9631046</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3142507	3054575	97.2019	3054575	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>3054575</b>	<b>97.2019</b>	<b>3054575</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2148972	179636	8.3592	179606	30	99.9833	0.0167
	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>179636</b>	<b>8.3592</b>	<b>179606</b>	<b>30</b>	<b>99.9833</b>	<b>0.0167</b>
<b>Total</b>		<b>14922525</b>	<b>12865257</b>	<b>86.2137</b>	<b>12865227</b>	<b>30</b>	<b>99.9998</b>	<b>0.0002</b>



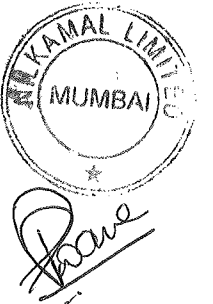
## Nilkamal Limited

Resolution Required : (Ordinary)			4 - 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	9631046	9631046	100.0000	9631046	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>9631046</b>	<b>100.0000</b>	<b>9631046</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3142507	3054575	97.2019	2943717	110858	96.3708	3.6292
	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>3054575</b>	<b>97.2019</b>	<b>2943717</b>	<b>110858</b>	<b>96.3708</b>	<b>3.6292</b>
Public Non Institutions	E-Voting	2148972	179636	8.3592	179606	30	99.9833	0.0167
	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>179636</b>	<b>8.3592</b>	<b>179606</b>	<b>30</b>	<b>99.9833</b>	<b>0.0167</b>
<b>Total</b>		<b>14922525</b>	<b>12865257</b>	<b>86.2137</b>	<b>12754369</b>	<b>110888</b>	<b>99.1381</b>	<b>0.8619</b>



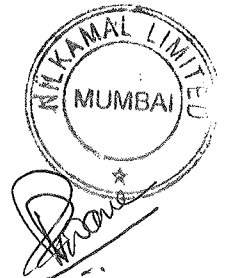
## Nilkamal Limited

Resolution Required : (Ordinary)			5 - Re-appoint Mr. Mihir H. Parekh (DIN: 07308466), 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	9631046	9631046	100.0000	9631046	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>9631046</b>	<b>100.0000</b>	<b>9631046</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3142507	3054575	97.2019	2942685	111890	96.3370	3.6630
	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>3054575</b>	<b>97.2019</b>	<b>2942685</b>	<b>111890</b>	<b>96.3370</b>	<b>3.6630</b>
Public Non Institutions	E-Voting	2148972	179636	8.3592	179606	30	99.9833	0.0167
	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>179636</b>	<b>8.3592</b>	<b>179606</b>	<b>30</b>	<b>99.9833</b>	<b>0.0167</b>
<b>Total</b>		<b>14922525</b>	<b>12865257</b>	<b>86.2137</b>	<b>12753337</b>	<b>111920</b>	<b>99.1301</b>	<b>0.8699</b>



## Nilkamal Limited

Resolution Required : (Ordinary)			6 - Appointment of M/s. S R B C & Co LLP, as the Statutory Auditors of the Company, for a period of 5 (five ) consecutive years commencing from the conclusion of this Annual General Meeting.					
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	9631046	9631046	100.0000	9631046	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>9631046</b>	<b>100.0000</b>	<b>9631046</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3142507	3054575	97.2019	3054575	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>3054575</b>	<b>97.2019</b>	<b>3054575</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2148972	179636	8.3592	179606	30	99.9833	0.0167
	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>179636</b>	<b>8.3592</b>	<b>179606</b>	<b>30</b>	<b>99.9833</b>	<b>0.0167</b>
<b>Total</b>		<b>14922525</b>	<b>12865257</b>	<b>86.2137</b>	<b>12865227</b>	<b>30</b>	<b>99.9998</b>	<b>0.0002</b>



## Nilkamal Limited

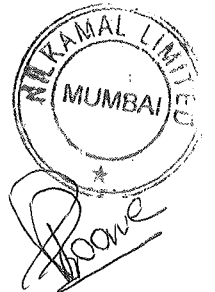
7 - Ratify remuneration of Rs. 3.50 Lakhs for M/s. V. B. Modi & Associates, Cost Accountants for the Financial Year ending March 31, 2024.

Resolution Required : (Ordinary)

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	9631046	9631046	100.0000	9631046	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>9631046</b>	<b>100.0000</b>	<b>9631046</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3142507	3054575	97.2019	3054575	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>3054575</b>	<b>97.2019</b>	<b>3054575</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	2148972	179636	8.3592	179604	32	99.9822	0.0178
	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>179636</b>	<b>8.3592</b>	<b>179604</b>	<b>32</b>	<b>99.9822</b>	<b>0.0178</b>
<b>Total</b>		<b>14922525</b>	<b>12865257</b>	<b>86.2137</b>	<b>12865225</b>	<b>32</b>	<b>99.9998</b>	<b>0.0002</b>





**N L BHATIA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

Tel. : 91-022-2510 0718  
Tel. : 91-022-2510 0698  
E-mail : navnitlb@hotmail.com  
brupadhyay@hotmail.com  
Website : www.nlba.in

**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto]

To,

**Mr. Sharad V. Parekh**

The Chairman,

**Nilkamal Limited.**

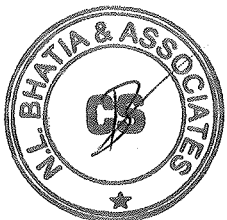
**Sub: Consolidated Report of the Scrutinizer on the remote e-voting and e-voting at the Annual General Meeting of Nilkamal Limited convened on Friday, 7<sup>th</sup> July, 2023 at 11.00 a.m. (IST) through Video Conferencing / Other Audio Visual Means**

Dear Sir,

I, Mr. Bhaskar Upadhyay, Practicing Company Secretary (Membership No. FCS 8663/C.P No. 9625), partner of N. L. Bhatia & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Nilkamal Limited ('the Company') for the purpose of conducting and scrutinizing the remote e-voting as well as e-voting process at the 37<sup>th</sup> Annual General Meeting ('AGM') held on Friday, 7<sup>th</sup> July at 11.00 a.m.. Indian Standard Time ('IST') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') on the resolutions contained in the Notice dated 20<sup>th</sup> May, 2023, convening the said AGM ('the AGM Notice') and ascertaining the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereto.

I present the Scrutinizer's Report as follows:

1. The compliance with the provisions of the Act and the Rules made thereunder and General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December 2021, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 respectively issued by Ministry of Corporate Affairs ('MCA') (hereinafter referred to as '**MCA Circulars**') relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice is the responsibility of the Management. My responsibility as a Scrutinizer was to



Page 1 of 10

ensure that the voting process was conducted in a fair and transparent manner and submit a consolidated Scrutinizer's Report on the voting on the resolutions based on the reports generated from the electronic voting system provided by the National Securities Depository Limited ('NSDL'), the agency appointed to provide remote e-voting facilities and voting at the AGM conducted by the same e-voting system of NSDL which was used during remote e-voting.

2. Further to above, I submit the report as under:

2.1 The Company had provided the remote e-voting facility through NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had uploaded the AGM Notice containing the items of businesses to be transacted at the AGM on the website of the Company and also on website of the Stock Exchanges viz. BSE Limited and the National Stock Exchange of India Limited and NSDL's website for perusal by those Members who may want to access the same.

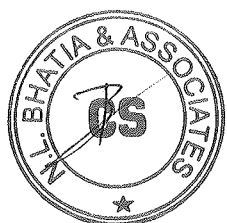
2.2 The AGM Notice was sent by electronic mode to those Members whose email addresses were registered with the Company/ Depository Participant(s) in compliance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January, 2023, respectively and the MCA Circulars. The AGM Notice contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.

2.3 The Company had published advertisements containing all required information, as specified in the applicable Rules and the MCA Circulars, on Friday, June, 9<sup>th</sup>, 2023 in Financial Express (English) and DamanGanga Times (Gujarati).

2.4 The voting rights of Members have been reckoned in proportion to their shares held in the paid-up equity share capital of the Company as on the close of business hours on Friday, 30<sup>th</sup> June, 2023.

2.5 The remote e-voting commenced on Tuesday, 4<sup>th</sup> July, 2023 at 9:00 a.m. (IST) and concluded on Thursday, 6<sup>th</sup> July, 2023 at 5:00 p.m. (IST).

2.6 At the AGM, the Company Secretary, announced that the Members present at the AGM through VC/ OAVM and who have not cast their vote by remote e-



voting, can exercise their voting rights through e-voting using the same e-voting system of NSDL which was used during remote e-voting.

Thereafter, on completion of voting by the Members, the votes cast by the Members during the AGM and the votes under remote e-voting were unblocked and the reports were downloaded from the NSDL e-voting platform.

3. My consolidated report is as under on the result of the remote e-voting and e-voting during the AGM in respect of the said resolutions.

**ORDINARY BUSINESS:**

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

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

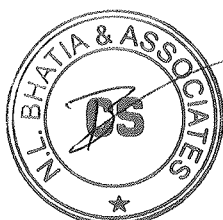
(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
142	1,28,59,283	100*

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	30	0

\*Rounded-off to nearest number



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

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
142	1,28,59,283	100*

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	30	0

\*Rounded-off to nearest number



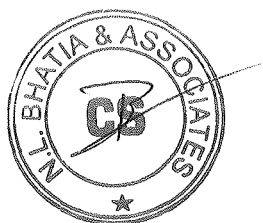
**Item No. 3: As an Ordinary Resolution:****To declare Final Dividend on equity shares for the financial year ended March 31, 2023.**(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
143	1,28,65,227	100*

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	30	0

\*Rounded-off to nearest number



**Item No. 4: As an 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:

Number of members voted	Number of votes cast	% of total number of valid votes cast
126	1,27,54,369	99.1381

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
18	1,10,888	0.8619



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

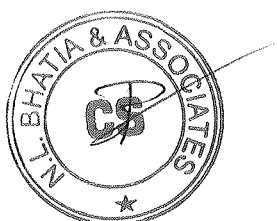
To appoint a Director in place of Mr. Mihir H. Parekh (DIN: 07308466), who retires by rotation and being eligible, offers himself for re-appointment.

**(i) Voted in favour of the resolution:**

Number of members voted	Number of votes cast	% of total number of valid votes cast
124	1,27,53,337	99.1301

**(ii) Voted against the resolution:**

Number of members voted	Number of votes cast	% of total number of valid votes cast
20	1,11,920	0.8699



## Item No. 6: As an Ordinary Resolution:

Appointment of M/s. S R B C & Co LLP, as the Statutory Auditors of the Company, for a period of 5 (five ) consecutive years commencing from the conclusion of this Annual General Meeting.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
143	1,28,65,227	100*

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
1	30	0

\*Rounded-off to nearest number



**SPECIAL BUSINESS:****Item No. 7: As an Ordinary Resolution:**

**Ratify remuneration of Rs. 3.50 Lakhs for M/s. V. B. Modi & Associates, Cost Accountants for the Financial Year ending March 31, 2024.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
142	1,28,65,225	100*

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
2	32	0

\*Rounded-off to nearest number



The results in the format under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given as an Annexure.

Based on the foregoing, the Resolution Nos. 1 to 7 have been passed with requisite majority on the date of the AGM i.e., 7<sup>th</sup> July, 2023

Thanking you,  
Yours faithfully,



**Mr. Bhaskar B. Upadhyay**

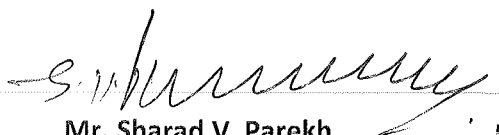
**(M. No 8663 FCS-9625)**

Practicing Company Secretary,  
Scrutinizer for Remote E-voting and  
E-voting during the AGM

UDIN: F008663E000564746



Countersigned by



**Mr. Sharad V. Parekh**

**Chairman**

Place: Mumbai

Date: 7<sup>th</sup> July, 2023